

Boards, Stay Out of the Operational Sandbox.

Your organization needs an engaged board. It does not need a second management team.

If the board is doing management's work, who is doing the board's?

Use this conversation to examine where governance adds value - and where board involvement may be blurring accountability.

1 WHERE IS THE BOARD SPENDING ITS TIME?

How much attention goes to purpose, strategy, risk, performance, policy, CEO accountability, and long-term stewardship - and how much goes to operational detail?

2 WHICH DECISIONS REQUIRE THE BOARD?

What routinely reaches the board that could be resolved through delegated management authority?

3 ARE OUR BOUNDARIES EXPLICIT?

Where are board, chief executive, and staff decision rights clearly understood - and where are they mostly assumed?

4 IS THIS INFORMATION OR AUTHORITY?

When directors engage with employees, are they listening to understand organizational reality or giving operational direction?

5 HOW DOES THE BOARD CHANGE MODES?

Does the board know when to oversee, mentor, partner, or control - and what conditions justify moving closer to a decision?

6 WHO PROTECTS THE BOUNDARY?

How do the chair and chief executive respond when governance discussion begins to slide into management?

BEFORE YOU LEAVE

One governance responsibility we need to protect

One operational issue we need to return to management

One boundary or decision right we need to clarify

Listen broadly. Direct narrowly.

FROM THE BLOG

Try This in Practice

Build a Decision-Rights Map.

Make board engagement a governance decision - not a matter of personality.

PASSIVE

Monitor / ratify

MENTOR

Advise / question

PARTNER

Work together

CONTROL

Board decides

FOR EACH MAJOR DECISION, ASK:

- How consequential is this decision?
- Does it affect mission or strategic direction?
- Is there a conflict of interest?
- Who has the capability and information required?

DECISION	BOARD ROLE	MANAGEMENT ROLE	WHAT THE BOARD NEEDS TO KNOW
Mission / purpose	CONTROL	Advise	Stakeholder evidence; context
Strategy	PARTNER / CONTROL	Partner	Options; risks; assumptions
CEO performance	CONTROL	-	Agreed outcomes; evidence
Operational staffing	PASSIVE	CONTROL	Workforce trends; major risks
Major crisis	PARTNER / CONTROL	Partner	Real-time risk information

ADD ONE MORE QUESTION:

What would cause us to change engagement modes?

Name the trigger before conflict occurs: crisis, conflict of interest, mission risk, major value impact, or a capability gap.

Good governance changes its level of engagement - not its role.

FROM THE BLOG

GOVERNANCE $\neq$ MANAGEMENT

Different work. Shared purpose. Clear accountability.

BOARD: GOVERNANCE



Purpose

Why we exist



Mission

What we stand for



Strategy

Where we are going



Risk

What could threaten us



Performance

Are we creating value?



Policy

The rules that guide us



CEO accountability

Hiring, supporting, evaluating, and when necessary, replacing



Long-term stewardship

Protecting what matters now and for the future



INFORMATION



TRUST



ACCOUNTABILITY



MANAGEMENT: OPERATIONS



People

Leading and developing our team



Programs

Designing and delivering services



Processes

How the work gets done



Implementation

Executing the plan



Budgets within delegation

Managing resources responsibly



Operations

Day-to-day management



Problem solving

Resolving issues and improving outcomes



Execution

Turning strategy into results



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IF THE BOARD IS DOING MANAGEMENT'S WORK, WHO IS DOING THE BOARD'S?



Focus shifts downward.

Strategic oversight gets crowded out.



Accountability becomes blurred.

No one is clearly responsible for what matters.



Decisions slow.

Operational matters escalate unnecessarily.



Risk visibility weakens.

Emerging issues go unnoticed.



Mission drifts.

The long view is lost in the short term.



*Good governance protects the future
by staying focused on what only the board can do.*



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*Stronger governance.
Stronger organizations.*

What Makes a Board Effective?

Four recent findings on board engagement, strategic involvement, information, and governance boundaries

Recent research does not support a choice between a passive board and a board that manages the organization. Effective governance is more deliberate: boards calibrate their involvement, use information strategically, hold competing responsibilities in tension, and preserve clear accountability.

1 Effective boards change their mode of engagement.

Rowley and Capron (2025) identify four modes - passive, mentor, partner, and control. The appropriate mode depends on the decision, including value impact, conflicts of interest, mission implications, and available capabilities.

2 Board effectiveness requires ambidexterity.

Henri (2025) argues that effective boards hold supervision and advice, support and vigilance, engagement and distance, and diverse viewpoints and consensus in productive tension.

3 Strategic involvement creates value through board effectiveness.

Massicotte and Henri (2024) found that strategic board involvement contributes to organizational performance indirectly through board effectiveness, including strategic use of financial and non-financial performance information.

4 Oversight works better when information flows.

Meyfroodt and Desmidt (2024) found support for a governance oversight role combined with information sharing in improving strategy implementation effectiveness. Strong boundaries do not require weak communication.

WHAT THE RESEARCH SUGGESTS

- Engagement should be calibrated to the decision.
- Active governance is not the same as operational control.
- Boards need strategic information, not unlimited operational detail.
- Information sharing and role clarity can coexist.
- The chair and chief executive both shape healthy boundaries.

Active. Informed. Strategic. Clear about authority.

What the Research Does - and Does Not - Tell Us

THE RESEARCH SUPPORTS

- Boards add value through strategic oversight, judgement, information use, and accountability.
- Boards may appropriately move among passive, mentor, partner, and control modes.
- Information sharing can strengthen governance without collapsing role boundaries.
- Strategic involvement matters when it improves board effectiveness.

THE RESEARCH DOES NOT SAY

- That boards should be distant, ceremonial, or passive.
- That asking operational questions is automatically micromanagement.
- That board members should never interact with employees or stakeholders.
- That one engagement mode works for every decision or every organization.

QUESTIONS FOR BOARDS AND CHIEF EXECUTIVES

- 1 What does the board need to know - rather than decide?
- 2 Which decisions require a different engagement mode?
- 3 What authority has already been delegated?
- 4 What would cause us to move closer to - or farther from - this decision?

REFERENCES

Rowley, T. J., & Capron, L. (2025). How the best boards engage with management. *Harvard Business Review*, 103(1), 114-123.

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