



## Does Your Board Need Its Own Dedicated Support Staff?

*Should board support come from the CEO or an independent secretariat?*

**Q:**

Lately I've been hearing a lot of talk about nonprofit boards establishing a special staff with a dedicated function of serving the board's information needs. What can you tell me about this practice?

Currently our board of directors, like most of the nonprofit boards with which I'm familiar, relies on the CEO and staff to gather and analyze information and make recommendations to board members. What do board experts think about this new idea of establishing a special staff to perform these functions? What are the pros and cons of this new practice? Is such a support staff necessary? Should we consider it for our board?

**A:**

I, too, have been hearing a great deal about this alternative practice. While there is no commonly agreed-upon name for such a dedicated board support staff, the most apropos seems to be "secretariat." I will use the word secretariat to denote a staff not under CEO control that reports directly to the board and is used solely for gathering and analyzing data needed by the board and perhaps suggesting decisions or alternative decisions. In cases wherein the board relies on the CEO for this service and the *CEO chooses* to create such a group under his or her control, I will not refer to the group as a secretariat. For purposes of this commentary, then, the distinguishing factor is whether the governance support staff is accountable directly to the board or to the CEO. In other words, I shall use secretariat as short term for *independent* secretariat. Further, whether the secretariat is a single person or a large number under a secretariat

director, I will simply refer to the function as secretariat.

Before discussing the pros and cons of secretariats, let's take a closer look at some related questions:

**What support does a board need?** The support needed is determined by how the board defines its job. To simplify my task, I will assume the board is using the Policy Governance model, my widely published framework for board leadership (see the books and video describing this model available from the Society's Resource Center, 608-274-9777, [www.danenet.org/snpo](http://www.danenet.org/snpo)).

In this model, the board makes decisions about organizational ends (designations of intended consumer results, who the recipients are to be, and the worth of those results), unacceptable executive means (defined as all non-ends decisions), and board responsibilities and relationships. The board does so on behalf of some more-or-less identifiable ownership and in a context of many other organizations and authorities. Therefore, the support needed relates to making

decisions about and within that context and to determining if the expectations imposed on the CEO and board are being met. For example, the board doesn't need support on how to manage, because the board won't be making decisions about how to manage.

Boards do, however, need an extensive amount of information in order to do their jobs. That's because boards are tasked with momentous decisions. There are three reasons why board members' decision-making duties are so difficult and deserving of support:

- Board decisions tend to be about long term issues for which complete information and reliable prophesy are never available.
- The decisions of governance are more likely to be subjective issues of philosophy and values more than more objective ones for which there is at least the possibility of finding "right" answers.



## What the intelligent board needs are options and implications.

- The board’s part-time status severely limits the time that can be spent on gathering and analyzing information, then reaching well-deliberated resolution.

It is common knowledge that due to these conditions, boards need help to do their jobs. But the nature of that help and who should provide it are critical factors in whether the board fulfills its stewardship purpose. A common resolution is to accept the recommendations of others, particularly CEOs or influential committees. Forming a secretariat to perform this function is simply a new twist.

Let me add that the time-honored practice of receiving recommendations—no matter who provides them—is not the healthiest kind of support for governance integrity. What the intelligent board needs are options and implications—that is, they need to know what alternatives are available to them and what probable results would ensue from choosing any one of them. This kind of support builds a far more engaged, responsible board than its receiving someone else’s decision about what the “right” answer is, no matter how well-reasoned and well-intended that recommendation might be.

**Why not simply get the support from the CEO?** CEOs and their staffs certainly have most of the capabilities to provide these supports. They are easily available to the board. They can combine the support function with their primary role of getting the board-determined organizational work accomplished, fluidly moving from one task to the other as needed. In more traditional governance practice—though not in Policy Governance—boards make decisions

integrally related to staff operations so that getting support from those same staff members has an obvious efficiency.

But some board members feel that with so much of their input coming from the very staff to whom they will delegate performance, there is too much opportunity for the board to be steered by staff. They have a point, particularly since most boards receive their agendas—and a great deal of their guidance—from staff.

**What are the justifications for having a secretariat?** The primary justification for using a secretariat is its independence from staff bias or staff conflicts of interest. The board can be sure that it’s not under the control of staff, that it has an untainted source of information, and that it is less likely to be unduly influenced by staff philosophy and beliefs. To some boards, putting the CEO in charge of the board-support system is too much like hiring Colonel Sanders to design the chickens’ self-defense system.

**What are the weaknesses in the secretariat logic?** The chief weakness is avoidable, but it regularly shows up in practice. If the board allows itself to be steered, why is it better to be steered by a secretariat than by the CEO? To assume the CEO has biases but the secretariat does not is naïve.

Another weakness is the adversarial relationship the board can create by positioning two organizational elements against each other. Even a large secretariat must rely on managers for information and estimates, yet these same managers can easily come to treat the secretariat as the enemy.

Institutional inertia is another weakness. Secretariats are as prone to justifying their own existence and expansion as any other group of people.

A final drawback is cost. The fluidity of personnel assignment possible when regular staff provides support as needed is lost.

**So should a board create a secretariat or not?** In my search for universally applicable principles (culminating in the Policy Governance model) I have not been convinced that there is an answer to this question that is right in all situations. In other words, it depends on the specific board and its circumstances. The rather slim “universals” that I believe do apply are these:

1. Board members should grasp their role well enough to know what kind of support they need and what freedom from bias they should demand.
2. Obtaining the needed support through the CEO is the “default setting”—the automatic choice absent compelling reasons to do otherwise—simply due to simplicity and cost.
3. If reasons for a separate support source not overseen by the CEO are sufficiently compelling to override the drawbacks, the board can then create a secretariat of minimal size (it will be easier subsequently to expand it than to contract it).
4. The role of the secretariat and CEO should be so clearly defined that there is no possibility of overlap, underlap, or conflict. The two functions should not be pitted against one another.
5. The size of the secretariat should be carefully controlled and periodically reassessed to reduce institutional inertia and unnecessary support costs.
6. The justification for having a secretariat should be revisited every few years, reconsidering the reassignment of secretariat personnel to the CEO.

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