

Quick Overview of Governance Models/Board Types

Excerpt from [Governing for Results: A Director's Guide to Good Governance](#) by Mel. D. Gill. This book contains more detailed descriptions and discussions of these board types and their relevance to various organizational forms and sizes.

These board types are based on the primary focus of board activities and attention

1. **Operational (primary focus: operations)** – The board does the work of the organization and manages as well as governs it. This is typical of a board in the 'founding' stage of an organization and of boards in organizations, such as service clubs, that have no staff and that must rely largely on board members and other volunteers to achieve their aims. Operational boards also have management responsibilities but are distinguished from management boards by their lack of staff support.
2. **Collective (primary focus: operations/inclusive decision-making processes)** – The board and staff are involved in 'single team' decision-making about governance and the work of the organization. Board members may be involved in some of the service or management functions. Staff leaders have strong influence on governance and may, in fact, dominate decision-making. Boards of collectives with no staff are operational boards that govern on the basis of specific values related to decision-making.
3. **Management (primary focus: management of operations)** – The board manages operations but may have a staff coordinator. Board members actively manage finances, personnel and service delivery directly or as committee chairs and report directly to the board. Staff reports to board member managers either directly or through a dual reporting line to a board member and a staff coordinator.
4. **Constituent representational (primary focus: constituent interests)** – An approach used by publicly elected bodies, federations or other constituency-elected boards whose primary responsibility is to balance the best interests of the overall organization against the interests of its constituents. Members of such boards often find it difficult to achieve this balance and are sometimes pressured to favor constituent interests. They may, as in the case of publicly elected bodies, carry grievance resolution/ombudsman functions and may consequently be drawn inappropriately into operational matters to solve constituent problems. They may also, as in the case of some school boards, have prescribed responsibilities for public consultation and human resources. This approach to governance may also be an element of other board types.
5. **Traditional (primary focus: governance)** – The board governs and oversees operations through committees but delegates management functions to the CEO. Committees, established along functional lines (e.g., finance, human resources, programs) that parallel management functions, are used to process information for the board and sometimes do the work of the board. The committee structure and ambiguity in roles may invite board interference in management functions.

The CEO may have a primary reporting relationship to the board through the chair.

- 6. Results-based (primary focus: governance)** – This type of board is focused on setting a clear direction for the organization and getting the best results for the money invested. The CEO is a non-voting member of the board, carries substantial influence over policy-making and direction, is viewed as a full partner with the board and has a relatively free hand at managing to achieve objectives established by the board. Committees are used for monitoring/auditing the performance of the board, CEO and organization. Board members are selected for community representativeness and commitment to the organization's purpose, and may be used for selected tasks in their area of expertise.
- 7. Policy governance (primary focus: governance)** – The board governs through policies that establish organizational aims ("ends"); governance approaches or processes; management limitations; and that define the board/CEO relationship. The CEO has broad freedom to determine the "means" that will be implemented to achieve organizational aims. The CEO reports to the full board. The board does not use committees but may use task teams to assist it in specific aspects of its work.
- 8. Fundraising board (primary focus: fundraising activities)** – These boards, more commonly referred to as 'foundations' in Canada, are incorporated separately and at varying degrees of 'arm's-length' from their beneficiary charities. While they have responsibility for the governance of the organization, their primary focus is on raising funds to support charitable causes. They are, in this sense, operational in nature although they may have staff to support and coordinate their activities. Members become directly involved in various aspects of fundraising. Their governance function is focused on setting direction and strategies and providing general oversight of staff activities, finances and allocations. This type of board may also be operational if the organization has no staff; management if it has few staff; or more focused on governance if it has a substantial staff complement. In any case, its primary focus is fundraising.
- 9. Advisory board (primary focus: advice and connections)** – This type of board is typically selected and dominated by the CEO. It provides *prima facie* legitimacy to the organization but governs only in a nominal sense. Board members are selected for profile and contacts that will lend credibility to the organization and facilitate access to funding. Essentially, an advisory board provides advice and rubber-stamps CEO-recommended budget and plans. It should not be confused with an advisory 'committee', which has no decision-making authority.