

# WYOMING BOARD MEMBER RESOURCES

Compiled by  
UW Cooperative Extension Community Development Education Team  
May, 2009

## Governance

Written by Rhonda Shipp  
Area Community Development Educator  
UW Cooperative Extension Service  
December, 2009

Governance refers to the framework within which a board functions. What does governance mean to county-appointed boards?

First, governance requires a clear vision of why the board exists. This vision guides what the board does, the functions of the board and decision-making. It serves as the central organizing focus for board business. This means that board members need to agree on the big issues that deserve first claim on their time. In the past, boards have devoted great attention to the specific managerial functions and details of the work. Without paid staff, this is certainly a necessary function. However, such rigor may overshadow the broader context of why the board exists. It is important to remember that collective vision guides the actions of the board. With paid staff, their role is to carry out the specific managerial functions and details.

A board is also the guardian of the county's values. Endless decisions about events cannot substitute for deliberations on the values/beliefs of county government as well as the county as a whole.

Many boards tend to focus inwardly. A governance model suggests that today, boards also need to focus externally looking at markets, the impact of decisions on others and what's best for the county as a whole. It also suggests that thought be given to long-term vision and goals rather than the day-to-day business. Strategic leadership is needed for a long-term perspective.

In some cases, individuals who become a county-appointed board member take on responsibilities defined by state statutes. The board is responsible for ensuring internal controls in compliance with applicable laws and regulations.

The "three Ds" are helpful in summarizing the governance responsibilities of board members:

- Duty of Care: The duty of care requires board members to be reasonably informed about the activities of the board and to participate in decision-making.
- Duty of Loyalty: The duty of loyalty requires board members to exercise their power in the best interest of the county and not in their own interest or the interest of another entity. In other words, personal interests are secondary to those of the county. Clear procedures must be in place to handle conflicts of interest.
- Duty of Obedience: The duty of obedience requires that board members comply with applicable laws, policies and regulations, adhere to the organizations bylaws and remain guardians of the vision and mission of the board.

In conclusion, good governance means pursuing the purpose for which the board is intended, establishing direction and making decisions based on applicable policies and statutes.

Sources:

Hopkins, B.R. (2003). Legal Responsibilities of Nonprofit Boards.

Carver, J. (1997). Boards that Make a Difference, Jossey-Bass, p. 17-20.