

Improving Information Flow for Good Governance

The best boards revisit their committee structures, responsibilities and information flow to ensure detailed oversight while devoting more time to strategic and policy issues. Among other emerging practices, these high-performing boards seek to improve the flow of information among management, committees and the board. The value of changing the committees' structure,

composition and authority will be suboptimized unless the board and management do the hard work of determining how best to ensure that the appropriate information is provided at the correct level to the right governance entity.

Information Flow Principles can detail the board's expectations regarding how it will receive reports and information. For example:

- An annual board topics calendar itemizes when key board approvals are needed (e.g., external audit; annual budget; CEO compensation; strategic plan; board officer elections).
- Annual committee work plans detail when committees will do the work needed to bring those recommendations to the board.
- The management team provides governance-level information, displayed graphically, with "framing questions" to help both the committee and the board understand what management most needs discussed.
- The board is not asked to vote on major decisions during the same meeting at which the information is first received from the committee or management.
- At least one week before the board meets, its committees each provide meeting minutes, progress vis-à-vis their dashboards, and a one-page executive summary of any "asks" of the board. The summary includes the options considered by a particular committee, the committee's recommendations, and a clear "ask" (e.g., input or approval).
- Board members are expected to have read all the materials provided in their packets so that the majority of meeting time is spent in discussions, not listening to presentations.
- Committee chairs (not administration) lead discussions regarding their committee's "asks" so their fellow board members can feel confident that governance oversight is occurring.

Adapted from "Emerging Committee Effectiveness Practices," by Pamela R. Knecht (Trustee Insights, July 2019).