



MemCom Guiding Better Governance – Session Resource

[Lead To](#) is a governance and leadership advisory practice, supporting boards and executive leaders across the UK non-profit sector. We help to strengthen the oversight and leadership of membership bodies, non-profits and public sector organisations in order to **lead to** better outcomes for the organisations we work with, and those that they serve. We are a values-led organisation, and our support to non-profits encompasses:

- Delivering **governance reviews**, providing objective insights into areas of strength, areas for development and compliance with relevant guidance;
- Facilitating **training sessions** for boards, senior leaders and governance professionals on topics including strategy, Board duties, risk and assurance;
- Offering focused **advice and capacity**, from developing policy frameworks to reviewing delegations, and compliance processes; and
- Providing ongoing '**fractional**' **governance delivery** across meeting planning and delivery, compliance audits and company secretarial activities.

You can find out more at [LeadTo.co.uk](#) and contact Managing Director Anna Machin (anna@leadto.co.uk) if you would like to discuss how we can support your governance.



Board Behaviours: Five “S” Modes of Operation

This model can be used for board members to reflect on their contributions. A board may collectively, and individually, flex between modes within a meeting or an individual discussion. It may be helpful to reflect on what mix of modes the circumstances call for.



Supportive	Stretching	Scrutinising	Stewardship	Strategic
○ Giving encouragement ○ Showing appreciation ○ Offering solutions/suggestions	○ Questioning targets or assumptions ○ Encouraging ambitiousness ○ Encouraging new ideas and innovation	○ Examining and challenging propositions ○ Holding to account	○ Protecting assets including reputation ○ Limiting risk ○ Questioning change	○ Prioritising the long-term over short-time ○ Focusing on the vision ○ Prioritising/de-prioritising
What they say...				
○ Have you got what you need to do that? ○ Let's celebrate that. ○ We can't allow you to be treated like that.	○ Can we do any better? ○ Have you thought of doing it differently? ○ Could we develop a social enterprise to do this?	○ Does this really make sense? ○ Are we doing this safely enough? ○ Does the evidence support the case?	○ Will we be able to fund this in five years? ○ Are we giving away IP too easily? ○ Is the reputational risk too great?	○ The external environment means we need to re-think. ○ We can come out of this stronger. ○ This is an opportunity to... ○ Are there alternatives?

Author: [Julia Unwin](#), 5 “S” Modes of Operation for High Performing Boards



Addressing Behaviours

A tool to structure conversations with individuals



Building shared expectations

An exercise to enhance collaboration and understanding between the board and management.

How to:

1. In separate groups, board members and senior management write up their responses – perhaps on a flip chart.
2. Bring the two groups together to compare and contrast expectations.
3. Negotiate around the differences to settle on an agreed balance.

"We expect you to..."	"We think you expect us to..."

Examples

Board:

We expect you to... update us between meetings.

We expect you to...be realistic about the financial challenges.

We think you expect us to...challenge your thinking.

We think you expect us to...help you develop solutions.

Management:

We expect you to...send clarification questions ahead of time.

We expect you to...review our assessment of the situation.

We think you expect us to...provide a solution for your critique.



Trustworthy Governance

The Good Governance Institute suggests four principles underpin trustworthy governance. You may choose to define your own.

- Transparency – of decisions, actions, and processes
- Accountability – being answerable for consequences and impact of decisions and actions
- Responsiveness – speed, timeliness, relevance to stakeholder/members feedback
- Engagement – involvement in decision-making, consultation, inclusion

These principles can be considered for both systemic, process matters as well as human behaviours.

Example actions to turn the principles into action:

Top Tips

Annual General Meeting
• Moving beyond compliance to engagement • Use of surveys to elicit questions/reaction • “You said, We did” to enhance accountability
Engagement Map
• Who, What, How and Why do we engage? • Map each relationship against the 4 Principles • Prioritise the stakeholder relationships
Risk Appetite
• Articulation and impact on how Members and other stakeholders perceive the organisation

