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BUILDING AND LEVERAGING A HIGH PERFORMANCE BOARD: THE IMPORTANCE OF BALANCE IN THE BOARDROOM

Prof. Colin Coulson-Thomas

Prof Colin Coulson-Thomas is chairman of Adaptation, Bryok Systems and Cotoco, a University of Greenwich academic, and author of over 40 books and reports. He has served as an independent director on various private, public, professional and voluntary sector boards and committees, including as chairman and president. He has helped over 100 boards to improve director, board and corporate performance, and spoken at over 200 national and international conferences. www.coulson-thomas.com

Building a boardroom team of competent directors involves much more than selecting and developing a group of people with appropriate backgrounds and experience (Coulson-Thomas, 2007a). Bringing together a group of outstanding individuals can result in an assembly of good people around the boardroom table rather than an effective board. Whether or not their potential is leveraged will depend upon a number of factors, including the quality of board chairmanship (Cadbury, 1990).

The Global Convention 2011, with its theme of corporate governance and sustainability challenges, provides an opportunity for reflection and debate, on how one can get the most out of the groups of directors that constitute boards. It is also an opportune moment to take a hard look at corporate governance, and the conduct of corporate boards in relation to sustainability and performance. In particular, boards need to consider whether they are striking the right balance in a number of areas.

This paper looks at one particular lever, namely the question of balance. The case has been put for striking a different balance in various respects, for example between change and continuity or action and reaction (Coulson-Thomas, 2001). Change can be very disruptive, especially for customers, and change for the sake of change should be avoided. Just reacting to events can mean losing control and drifting to oblivion, but those driving forward may need to respond to significant developments.

The more effective boards that leverage more of the potential of their members are often those that get the balance right when weighing contending factors, or being pulled in different directions. Take the balance between head and heart. A board should act on the basis of what people are, rather than what its members might like them to be. Ignoring the reality of short-term perspectives, people's motivations and greed contributed to the 2008 financial crisis (Moxey and Berendt, 2008).

AVOIDING MISSED OPPORTUNITIES

Too often businesses struggle and miss opportunities because of inappropriate activity and inaction respectively. Sometimes companies survive in spite of their directors, rather than because of them. Regardless of what happens in the boardroom, customers continue eating, wearing clothes, living in homes and doing many other things. If the alternatives on offer are not noticeably better, companies may retain their customers.

True heroes who add value may be found just about anywhere in the organisation, and not necessarily in the boardroom. Nowhere has the failure of governance been greater than in relation to missed opportunities. Many boards should be condemned by what they have not done or seen, the better options and choices they have overlooked, and the many benefits – in the case of some companies, massive – they could have delivered to stakeholders.

Particularly catastrophic in terms of what has been lost, has been the failure to exploit intellectual property, or know-how (Perrin, 2000), and the potential and talents of people, and the failure to provide people with appropriate performance support that could enable them to simultaneously deliver multiple objectives (Coulson-Thomas, 2007b and 2011b). Many boards select the far less effective, greatly more expensive and questionable ways of improving performance, and commission a confusing array of corporate initiatives aimed at particular outcomes.

ADOPTING MORE SUSTAINABLE STRATEGIES

Performance support represents a much quicker and more cost effective way of simultaneously delivering multiple corporate objectives, including responsible buying that minimises harm to the environment. Far too many companies view sustainability as a challenge, risk or source of higher costs. Yet smart companies regard helping people to do the right thing for themselves and the planet as a massive business opportunity (Coulson-Thomas, 2011a).

Directors need to strike a balance between the interests of different stakeholders and between performance today and capability tomorrow. Although questions can be raised about the affordability of preparing for an unknown future (Cappelli, 2008), there is a growing body of evidence that through talent management 2 and performance support it is possible to deliver both, and remain relevant, competitive and vital throughout an uncertain journey (Coulson-Thomas, 2011b).

However, many boards mortgage the future in the interests of looking good in the short term. When balancing today and tomorrow, responsible directors aim for sustainable strategies and decisions that protect the interests of future generations, and ensure the continuing relevance and vitality of the company.

Health and sustainability are interrelated (Coulson-Thomas, 2010). There is another balance to be struck between fun, fitting in and going with the crowd, and thinking for oneself and adopting a lifestyle that can enhance quality of life in later years. The socially responsible company helps people to live healthy and live green.

MAKING IT HAPPEN

Other balances to get right are those between aspiration and achievement, rhetoric and reality, and the formulation and implementation of strategy (Coulson-Thomas, 2002 & 2004). Direction is more than visioning, establishing goals and values, and ensuring the right capabilities in terms of people, know-how technology and finance are in place. Boards need to ensure the right processes and tools are in place to harness these capabilities and apply them to what needs to be done to achieve corporate objectives.

A vision can be stretching and compelling as well as deliverable. Even the best of strategies may need to be communicated and shared before changes begin to occur outside of the boardroom. People need to understand how they can contribute, and they need to be equipped and enabled to do what is required. In relation to sustainability and social responsibility, we need to shift the emphasis from doing something to demonstrate concern, to achieving real and significant impacts.

Some boards appear almost exclusively concerned with reviewing and formulating strategy, because of the separation of ownership and control (Fama and Jensen, 1983). The implementation of various strategies is an important aspect of the work of boards (Stiles and Taylor, 2001), but a board should also ensure that its strategic intentions are realised (Brauer and Schmidt, 2008). This might require looking beyond the formulation of strategy and greater concern with its implementation (Siciliano, 2002).

In short, the balance needs to shift from words and deeds. When summarising his experience, and what he had learned, as a director and board chairman, Sir John Harvey-Jones (1988) chose the title "Making it Happen". Many corporate initiatives are initiated, articulated and launched from the top in the hope that people will respond. People are told what is required, and preferably how they can help. The smart board also ensures that people are equipped and enabled to do what is required in a winning way (Coulson-Thomas, 2007b and 2011b).

CORPORATE GOVERNANCE FAILINGS

Recent preoccupations of the corporate governance community have not helped. In some quarters there has been an almost exclusive concentration upon board structures. Independent directors have focused on matters such as the remuneration of the executive directors, rather than their conduct. How much they are paid has been the issue, not what they do.

If the deliberations of some remuneration committees were more sensible, one might have more sympathy for them. In reality, the widespread adoption of the policy of paying in the top quartile to get the "best people" simply ratchets up the pay of directors and senior executives. What may have started as a good intention becomes a mechanism for ensuring earnings of directors and CEOs rise more rapidly than those of people in the front line who actually deliver value to customers.

Many directors have been inwardly focused on their own committee structures and governance arrangements, and whether these comply with applicable codes. In many cases, inadequate attention has been paid to the people of the organisation and their performance, and external issues such as establishing more intimate and mutually beneficial relationships with customers, and impacts upon the physical environment.

Those who seek to have a beneficial impact sometimes appear to ignore human nature and past experience. Go back 20 years or more and criticisms of how quality was being applied mirror emerging concern with tick-list approaches to corporate governance, and inadequate responses to climate change (Binney, 1992). Many people are lost in the details, and ignoring the big picture and what they should be about.

To use an analogy, managers are using a checklist in the dressing room to ensure all members of the team are wearing the right colours and protective pads before retiring for tea, rather than watching them play from the touchline and thinking about whether their strategy is the right one and how their performance could be improved to win the game. Their focus should be on performance as well as the trappings. Boards often hope for the best rather than make things happen.

WIDENING THE DIRECTOR GENE POOL

Many of the western banks and other financial institutions that struggled, failed or were rescued by costly bailouts were led by "A list" directors. In the UK they were drawn from the great and the good of the City establishment. Whatever one does with these people in terms of corporate structure does not address the question of whether too many of them come from large, bureaucratic and quoted companies.

One could argue that the criteria used to recruit some directors onto additional boards should actually have been used to show them the door. Board chairs and investors should question whether the right balance has been struck in terms of such factors as the qualities, experiences and nationalities of board members. Maybe some boards could benefit from more independent directors who have played leadership roles in public, professional, academic and voluntary organisations.

Far too many plc directors have only known large, expensive, disruptive and time consuming ways of endeavouring to transform corporate performance. Ignoring comfortable and self-justifying rhetoric and focusing upon reality, some of them have been paid to turn up, look distinguished, be sociable, say the obvious and agree. Board chairs need to consider whether the membership of their boards give them the right balance between consensus and debate, between caution and innovation, and between importance and potential future contribution

Bringing people onto a board because of their networks, experience and contacts is a mistaken policy if they have been moving in the wrong circles, meeting yesterday's people, and discussing outdated ideas. Maybe they have had a long experience of barking up the wrong trees, and voting through corporate initiatives that have failed to deliver or been counter-productive.

THINKING AND INNOVATING, RATHER THAN JUST COMPLYING

Effective teamwork while sounding like "something one should have" (Adair, 1986), needs to be appropriately adopted where relevant (Coulson-Thomas, 1993b). Greater rigour may be needed in terms of how general notions, assumptions and practices are applied. The balance may need to shift from the general to the particular. Some boards need to think more about specifics rather than uncritically accept general approaches.

What is felt to be desirable such as compliance, questioning and engagement may or may not be a good thing. Is the standard being complied with actually relevant? Are the right questions being asked? Is engagement with a flawed strategy being sought? A balance needs to be struck between questions and answers. Some boards that are quick to challenge may be less willing to establish strategic direction.

Activities like ticking a box on a checklist can be dangerous when they take the place of thinking, and especially thinking about what is best in a particular set of circumstances, perhaps one that has not been encountered before. We need to get the balance right between thinking and doing, and in many boards we need more of the former.

PREOCCUPATION WITH GOVERNANCE CODES

Why the preoccupation with governance codes? Maybe our current cadre of directors are incapable of reading and understanding good practice, or provisions relating to their responsibilities in a Companies Act. Perhaps they need these things "explained" or "clarified". Perhaps the balance needs to swing from trappings, such as where directors park their cars, to ensuring they understand their duties and responsibilities.

The details of derivatives or of collateralised debt obligations, and the risks they pose, seem to have been beyond many bank directors. Maybe at school they were not encouraged to put up their hands when something was not clear. Boards of major enterprises sometimes appear to struggle on such basics as appointing a CEO (Filloux and Gasse, 2011) or communicating a strategy (Swisher, 2011). Yet, when matters relating to their own remuneration arise, these same directors often seem capable of absorbing small print, raising pertinent questions and seeking relevant advice.

Compared with the many opportunities that exist for boards to add value by challenging assumptions and traditional approaches, raising expectations and championing new and more relevant and effective ways of achieving desired outcomes, many boards are too often preoccupied with the trivial. Again to use a sporting analogy, they are rather like footballers checking the grass has been cut and that the goal has two uprights and a bar along the top, rather than thinking about how to score more goals.

GOVERNANCE AS A STRAIGHT JACKET

One of the worst consequences of corporate governance is that codes of practice and statements of competences and desirable conduct can create a feeling, or even assumption, that there is a standard or best model of board. It has led to a noticeable reluctance to experiment with alternative models of board, and different ways of operating. It is as if people fear that some young and precocious analyst might spot that they are not complying with a requirement hidden in the small print. Perhaps the balance needs to swing from the general to the particular, and doing what is most appropriate in a particular set of circumstances.

There are growing vested interests in the current system of corporate governance, including governance advisers and consultants, governance experts with pension funds and other institutional investors, head hunters who make a turn on re-cycling their director contacts, and governance academics. In relation to the latter group, it would not be surprising if there were an association between "good governance" and performance. Governance is thought to be a "good thing", and hence one imagines a competent board would want to comply with relevant codes.

An association is one thing, but a cause and effect is more difficult to identify and demonstrate. There is a danger of early stage research reporting the obvious, the governance equivalent of a link between eating and sleeping and staying alive. Another balance that has to be struck is that between criticism of corporate governance and coming up with a better solution.

It could be that the expectations of boards and their contributions in our age of corporate governance is such that people feel that it is not worth thinking about how they might do things differently. As businesses grow and develop their boards sometimes go through a series of stages (Coulson-Thomas, 1993a). However, when they float the dead weight of codes and pressures to comply tend to prevent experimentation and further evolution.

DIRECTORS AS LIBERATORS

Compliance arrangements vary across countries (Mallin, 2006). A crucial balance within any regime is between compliance and avoiding risk, and contributing to the growth and development of a company. Directors need to understand what their more effective peers do differently, and ensure that critical success factors for key corporate activities such as winning business (Kennedy and O'Connor, 1997; Coulson-Thomas et al, 2003) and purchasing (FitzGerald, 2000) are understood and built into processes and tools, and that the people of an organisation are enabled to behave in a winning way (Coulson-Thomas, 2007b and 2011b)..

An excessive focus on avoiding any risks can lead to stagnation and decline. Somewhere between order and chaos a balance has to be struck. Building controls into performance support can allow a board to liberate key workgroups, while at the same time preventing actions that cause commercial, technical, quality or regulatory problems (Coulson-Thomas, 2007b and 2011b). Support tools can also enable a board to implement its policies.

One could sum up direction in terms of the title Lord Butler chose for his political memoirs based upon an original quotation of Otto von Bismarck, namely "The Art of the Possible" (Butler, 1971). With an appropriate support environment one can both set people free and reduce risk. For example, for a confident board there are practical ways of getting the benefits of social networking, without incurring the embarrassments that can result from its irresponsible use.

REWRITING THE RULES AND CHANGING ASSUMPTIONS

Many directors have become so used to dilemmas and trade offs that they refuse to countenance game changing options. Some boards feel as though they are faced with having to choose the least worst option, the equivalent of a European Finance Minister having to

select between cutting a deficit and the risk of recession and stimulating the economy with the prospect of inflation.

Yet there are affordable alternatives to the costly, disruptive and time consuming transformation programmes many boards adopt. One could provide the performance support that enables people to simultaneously boost productivity, cut costs, speed up responses, reduce risks, ensure compliance and benefit people, profits and the planet (Coulson-Thomas, 2011b). There are practical and demonstrated ways of abolishing classic trade offs.

In relation to shifting the balance to more of a focus upon the behaviour of directors, there is emerging evidence that there are quicker and more cost effective ways of simultaneously delivering multiple objectives, including large returns on investment. Organisations, individuals and the planet can all benefit. There has never been a better time to consider whether and where you are striking the right balances on your board.

REFERENCES

Adair, J (1986), *Effective Teamwork*, Gower, Aldershot

Binney, G (1992), *Making Quality Work: Lessons from Europe's Leading Companies*, Special Report No P655, London, Economist Intelligence Unit

Brauer, M and Schmidt, S (2008), Defining the strategic role of boards and measuring boards' effectiveness in strategy implementation, *Corporate Governance: International Journal of Business in Society*, 8, pp 649-660

Butler, R (1971), *The Art of the Possible*, London, Hamish Hamilton

Cadbury, Sir A (1990), *The Company Chairman*, London, Director Books

Cappelli, P (2008), *Talent on Demand, Managing Talent in an Age of Uncertainty*, Boston, Harvard Business School Press

Coulson-Thomas, C (1993a), *Creating Excellence in the Boardroom, A guide to shaping directorial competence and board effectiveness*, London, McGraw-Hill

Coulson-Thomas, C (1993b), *Harnessing the Potential of Groups, A survey sponsored by Lotus Development*, London, Adaptation

Coulson-Thomas, C (2001), *Shaping Things to Come, strategies for creating alternative enterprises*, Dublin, Blackhall Publishing

Coulson-Thomas, C (2002 and 2004), *Transforming the Company, Manage Change, Compete and Win*, London, Kogan Page

Coulson-Thomas, C (2007a), *Developing Directors, A handbook for building an effective boardroom team*, Peterborough, Policy Publications

Coulson-Thomas, C (2007b), *Winning Companies; Winning People, Making it easy for average performers to adopt winning behaviours*, Peterborough, Policy Publications

Coulson-Thomas, C (2010c), Picture of Health, *Transforming Healthcare and Saving the Planet, Management Services*, Winter, Vol. 54, No. 4, pp 20-26

Coulson-Thomas, C (2011a), Environmental Challenges and Corporate Responses, in Pradeep Chaturvedi and Lt Gen J S Ahluwalia (Editors), *Corporate Sustainability, Environmental Opportunities and Competitive Advantage*, New Delhi, World Environment Foundation / MM Publishing, June, pp 28-41

Coulson-Thomas, C (2011b), *Talent Management 2*, Peterborough, Policy Publications

Coulson-Thomas, C, Kennedy, C and O'Connor, M (2003), *Winning New Business, the critical success factors*, Bedford, Policy Publications

Fama, E and Jensen, M (1983), Separation of Ownership and Control, *The Journal of Law and Economics*, Vol. 26 No. 2, p 301-325

Filloux, F and Gasse, J-L (2011), How Bad Boards Kill Companies: HP, *Monday Note.com*, <http://www.mondaynote.com/2011/09/25/how-bad-boards-kill-companies-hp/>, 25th September, 8.58pm

FitzGerald, P (2000), *Effective Purchasing, the Critical Success Factors*, Bedford, Policy Publications

Harvey-Jones, Sir J (1988), *Making it Happen*, London, Collins

Kennedy, C and O'Connor, M (1997), *Winning Major Bids, the critical success factors'*, Bedford, Policy Publications

Mallin, C (2006), *International Corporate Governance, a case study approach*, Cheltenham, Edward Elgar

Moxey, P and Berendt, A (2008), *Corporate Governance and the Credit Crunch*, London, ACCA

Perrin, S (2000), *Managing Intellectual Capital to Grow Shareholder Value*, Bedford, Policy Publications

Siciliano, J (2002), Governance and Strategy Implementation, Expanding the board's involvement, *Business Horizons*, Vol. 45 No. 6, pp 33-38

Stiles, P and Taylor, B (2001), *Boards at Work, How directors view their roles and responsibilities*, Oxford, Oxford University Press

Swisher, K (2011), Yahoo's Dueling Internal Memos: Board, Followed by CEO, Spam Employees in Race to Explain, *All Things.com*, <http://allthingsd.com/20110923/yahoos-dueling-internal-memos-board-followed-by-ceo-spam-employees-in-race-to-explain/>, 23rd September, 4.17pm