



The Expert Panel acknowledged that there are pathologies that are associated with boards. The following pathologies were identified:

- **Micro-managing versus strategy:** A natural tendency of many boards is to dive into the details and not remain strategic. A problem is noticed and the board falls into the trap of diving too deeply instead of delegating to the CEO and asking for a follow-up. **Ensure that board members are aware of their roles and responsibilities; have a strategic plan that is reviewed at least quarterly; have strong board leadership**
- **The End-Around:** This is when board members go around the CEO directly to staff (or, conversely, the staff goes to the board member and this is considered acceptable) and the CEO is constantly compromised. **Ensure that both board members and staff understand the appropriate relationships - In no circumstances should the board listen to an employee's grievance simply because the employee did not agree with actions taken by the CEO, assuming such actions were legal. The HR department has a responsibility to inform and educate the staff about the employee grievance and complaint procedures, emphasizing the proper channels of communication and that the board should not be consulted regardless of the relationship(s) between any staff member and the board (or a particular board member).**
- **Board Denial:** This is manifested when the board is in denial that there is a problem. An example was offered where an organization lost all its providers in a short period of time and it was rationalized by the board that this was a normal trend due to the challenges of retaining work force rather than understanding there might be a leadership issue driving the turnover. **Effective committee structure, effective review, and effective discussion at the committee and board levels. Consider a "consent agenda" for critical issue receive adequate time.**
- **Overcorrection:** This occurs when the board over-reacts to an incident or an issue. **Strong leadership.**
- **Regionalization:** This phenomenon is presented when the board is geographically skewed and the interests of one segment take priority over the broader needs of the community. **Procedures for determining needs that are objective rather than subjective.**

- ***Lack of proper representation:*** A board needs to ensure it has the right balance of skill sets and community representation. **Board responsibility – “governance committee” responsible for recruitment, selection, orientation and education, and recognition (the “care and feeding of the board”)**
- ***Resistance to consensus:*** This happens when a minority opinion doesn’t agree with the consensus and feels the board is not listening to their opinion. **Ample time for discussion; straw votes; ask people what it would take to reach agreement; once the decision is made – stand by it (loyalty).**
- ***The Pontificator:*** This pathology occurs when one person pontificates and preaches to the board and is not self-aware of his/her behavior and how they are perceived by the remaining board. **Leadership.**
- ***Misuse of Power:*** This occurs when board members try to use their power to get special favors for friends or family. **Conflict of interest policy, procedures and implementation.**