

Sample Guiding Principles for working together as a board



- ***We act in the best interest of our organisation:*** This is the golden rule of governance; under [New Zealand law](#) we must “act in good faith and in what the trustee believes to be the best interests of the company.” This can get tricky when we have divided loyalties, eg when the best interests of the organisation are not aligned with the goals of another organisation a board member is involved with. In this case we must declare a [conflict of interest](#).
- ***The board is about “what” and “why”, management is about “how”.*** The board doesn’t tell the CE how to do things, or, put another way, we “stay off the dance-floor”. The board’s role is to be on the balcony, taking in the big picture of the dance and not getting in the way of the dancers. A helpful approach is to spend 75% of each board meeting on strategic issues and no more than 25% of the time on “business as usual”.
- ***We ensure [equity of voice](#):*** In a board of 9 people, each board member should, on average, be listening for 8/9^{ths} of the time, and speaking for 1/9th of the time. Unsure whether to add to the conversation? Asking “[will this make the boat go faster?](#)” is a useful touchstone for ensuring the discussion stays relevant and useful.
- ***D + D + D = C:*** “Dumb” questions + Diversity of opinion + Debate = consensus. Differing views (and dissent) are important to ensure we harness our collective wisdom into a consensus decision. Making decisions through voting should be a last resort, and used only after putting significant time and effort into building consensus.
- ***We speak with one voice:*** What is said in the board room stays in the board room, and, even if we argue against or even vote against an item, we must publicly support all board decisions.
- ***We wave our organisation’s flag:*** Board members are champions for the organisation, and we take opportunities to promote and advocate for our organisation and its vision.