

THE
IMPERFECT
BOARD
MEMBER

DISCOVERING
the
SEVEN DISCIPLINES
of
GOVERNANCE
EXCELLENCE



JIM BROWN
FOREWORD *by* PATRICK LENCIONI

PRAISE FOR
THE IMPERFECT BOARD MEMBER

Finally! A book about boards that isn't boring!

Patrick Lencioni, Author, *The Five Dysfunctions of a Team*

Everyone wins with good governance – countries, corporations, and community groups. In a compelling style like no one before him, Jim Brown helps leaders understand the keys for boardroom excellence. *The Imperfect Board Member* ought to be required reading for people on every type of board. The great thing is it won't need to be "required" – it's such a fun book, every leader will "want" to read it.

Jim Balsillie, Chairman and Co-CEO of Research in Motion (RIM) and Chair of the Centre for International Governance Innovation (CIGI)

I know no board members, myself included, who won't learn valuable lessons from Jim Brown's *The Imperfect Board Member*. Don't miss it!

Ken Blanchard, Coauthor *The One-Minute Manager*® and *The Secret*

Thanks to Sarbanes-Oxley, boards have become active. *The Imperfect Board Member* clarifies sharply the lines of what boards need to do and what management needs to do. The time has come for the two groups to work together and yet keep independent.

Ram Charan, Coauthor *Execution* and author *Boards that Deliver*

The Imperfect Board Member by Jim Brown is a highly perceptive, eminently readable, engagingly human book on how boards and directors can improve their performance. In a breezy conversational style that uses dialogue invitingly and often, the author explores with sensitivity and a light touch not only the standard ingredients but also the more subtle nuances of excellence in both corporate and not-for-profit governance.

Bill Dimma, Chairman, Home Capital Group Inc. and Author *Tougher Boards for Tougher Times*

It's hard to overestimate the difference between an excellent board, a mediocre board, and a failing and complacent board. But all three have this in common: each of their board members is imperfect. What makes the difference? A clear vision of what a board is for, and how a good board functions. Jim Brown's new book is the best resource I know of to convey that vision. What *The Five Dysfunctions of a Team* does for staff members this book can do for boards – from charitable organizations to local churches to educational institutions to professional associations.

Brian McLaren, Author *A New Kind of Christian* and
A Generous Orthodoxy

Jim Brown has delivered a business fable that is as provocative as it is unconventional. Do you know the Secret Formula for Organizational Effectiveness? Are you making the wrong sacrifice? Does the board lead with its nose or its fingers? *The Imperfect Board Member* presents these concepts in a manner that is both illuminating and engaging.

Scott Green, Author, *Sarbanes-Oxley and the Board of Directors*

For too long, regulators and critics have presumed that tinkering with metrics like board size and director independence is the key to governance excellence. But it's not enough. Good governance is the product of skillful board members working well together with a solid grasp on the corporate strategy. In *The Imperfect Board Member*, Jim Brown captures this reality artfully. Read this book and discover for yourself the disciplines of governance excellence.

Richard Leblanc, Coauthor *Inside the Boardroom*

Being a good board member is often hard, unrewarding work. How timely that Jim Brown, a real student of the director's role, is sharing his best thinking. And how refreshing that he has embedded his wisdom in a compelling and entertaining story. You'll enjoy and profit from *The Imperfect Board Member*.

John Beckett, Author *Loving Monday* and Chairman of R.W. Beckett

CHAPTER 1

ON THE EDGE

David lay in a cold sweat, heart pounding, staring wide-eyed at the ceiling. With a shaking hand he reached for his wife, Nancy. Relief flooded through him as he felt her warm back. Slowly, he scanned the darkened room. He was home. He was all right. It was just a dream.

He was six for six. Six nights, six nightmares. And always the same. A failed company. Disgrace in his profession. Loss of his house. Abandoned by his wife and son. His whole world torn apart.

He was angry with himself for not being able to get back to sleep. And he knew that the longer he was angry, the longer it would take to get back to sleep. The worst part was that he had no reason to believe that the next night would be any better.

In silent anguish, his thoughts went back to when he first began exploring the idea of taking his company public. He had been excited—even exhilarated—at the prospect. Friends at the country club teased him when he casually mentioned the possibility of an IPO. “Oh,” they let loose, “you’re signing up for one of those ‘Instant Prosperity Options,’ are you?” He laughed with them, but

secretly he expected that their play on words was appropriate. Now, with the initial public offering behind him, he would change those words to “Impending Pressure Overload.”

David could stand it no longer. He was now so awake, he listened for every sound. Slowly, he rolled out of bed and fumbled toward the bathroom. He flicked on the light, squinting in the unforgiving glare, and reached for the glass. Catching his reflection in the mirror, he wondered, *who is this man?* For years he had been told he defied his age. In fact, he had almost rejoiced when his temples finally grayed. He wanted to be taken seriously – he needed to be considered a real contender in his industry.

Now, rubbing his stubbled jaw, David saw dull gray eyes and hollow cheeks. He noticed his T-shirt was tight across the middle. Too many meals on the run and late at night. It appeared that he had aged eight years in the eight months since the initial public offering.

He leaned on the counter. “What have I done?” he whispered and closed his eyes. *Everything I care about is on the line. Everything!*

He pulled his robe from the back of the door and flipped off the light. If he dealt with his e-mail, that would be one less thing to do at the office, he figured, so he headed downstairs to the study.



“As our annual meeting comes to a close, I think I speak for everyone when I say . . .” The chairman’s words faded out as David’s mind was inundated with other thoughts. Feeling some obligation to show interest in his community, he had attended a meeting of a neighborhood association. Never one to squelch his own opinion, he had made several comments during the proceedings. *What have I done?* he complained to himself. *The last thing I need is another commitment. And for a community group? They’re probably so disorganized I’ll hate every minute. I already hate every minute. And I hate the thought of telling Nancy—she will hit the roof. . . No, she’ll probably just roll her eyes and walk away with that classic victim look on her face. Maybe I shouldn’t tell her—*

“Congratulations!” The word startled David out of his whirlpool of inner whining. He snapped on his positive, professional countenance—the one he had mastered after his MBA course on public relations in which he learned to “always be sincere, even if you have to fake it.” Turning, he saw it was a fellow director.

“Oh, thank you. Same to you—Trevor, isn’t it?” With a nod of confirmation from Trevor, David went on, “It looks like you and I will be the newcomers to the board for this year.” David wanted to tell him that they were probably both going to regret this day, but his diplomacy prevailed. “I believe that people have to give back to their community if they expect community to really exist. I’ve always been interested in the role that Cedar Grove has had in the area. I’m hoping to learn more and help make great things happen.”

Surveying his companion, David observed that Trevor was tall and slim, wearing blue trousers and a mock turtleneck. Although more casual for an official meeting of this sort than David would be comfortable wearing, it was not incongruent with the attire of many others. His gunmetal gray hair was cropped short. His smile was welcoming; his eyes, a sparkling blue.

There was something about Trevor that David found compelling. Perhaps it was his intensity. He seemed to listen with great interest. When he had spoken earlier in the meeting, he appeared to exude passion regarding the issues. Or maybe he had just done a better job of internalizing the public relations lessons.

“It’s wonderful to hear someone talk the way I think,” said Trevor. David chuckled to himself, thinking Trevor probably had no idea how accurately he had phrased that sentence—it really was just “talk” that David had offered! “Cedar Grove Community Care is a remarkable organization,” continued Trevor. “I don’t actually know of another instance where a city has relinquished the parks and recreational facilities in an area to a citizens’ group. What a fabulous arrangement to allow people in the community to direct services for themselves.”

The air of passion and sincerity that Trevor projected was striking to David.

“It sounds like you’re just the kind of person this board needs, David. Your involvement here tonight and your interest in

giving back to your community are commendable. And it seems you have a lot of business experience that will be a real asset for the board.”

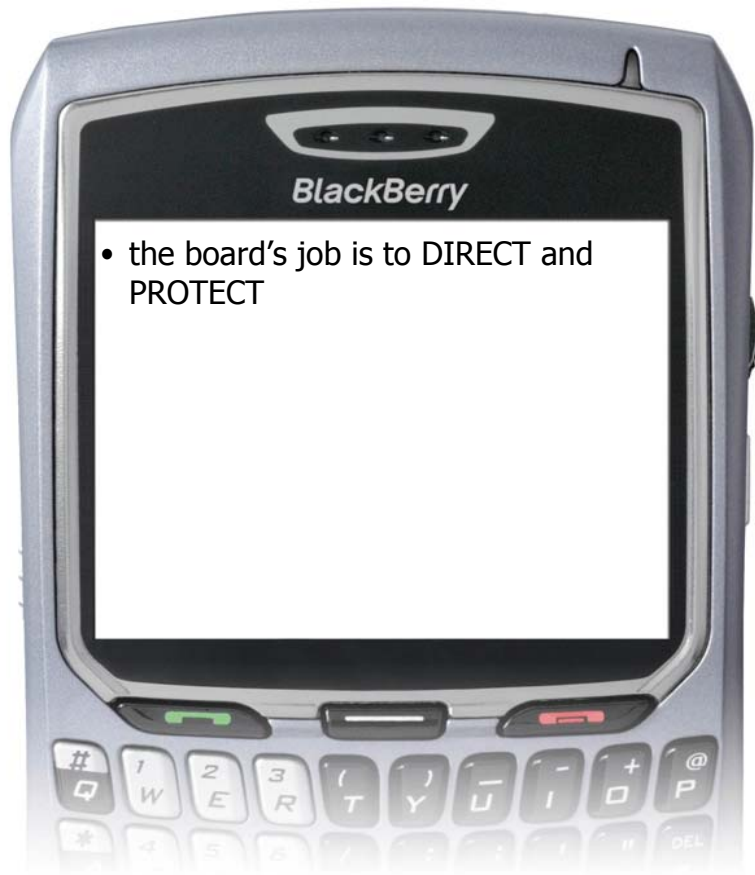
“Well, Trevor, as CEO of CommuniTrek, I’ve learned a thing or two about leading organizations.”

“That’s great. As we *direct* and *protect* together with the other board members, we’ll see some great things happen.”

David smiled politely and was about to walk away when he caught himself. “What did you say? It sounded like some catch phrase from the police force.”

“Oh, no,” Trevor laughed. “I said ‘direct and protect.’ It’s something I learned a while ago about being a board member. The job of a board is to *direct* and *protect*. It helps me be clear about what I just signed up for.”

“I like that,” David replied. “Thanks for sharing it.” After Trevor said goodbye, David watched as he moved into the crowd, connecting genuinely with others. Turning to leave, David pulled out his BlackBerry. “Very interesting,” he muttered as he recorded the nugget he had just learned.



David knew he should have gone home right after the Cedar Grove meeting, but he went to his office instead. He plodded through some paperwork on his desk and read some periodicals that

had been waiting for attention for a couple of months. It was an uncomfortable moment when David realized that he was putting in time. He had to admit to himself he just was not looking forward to going home, but he should not put it off any longer. Besides, Nancy would probably be asleep by the time he got there.

It was well past midnight when David stepped out of his prized titanium silver Z4 Roadster. He waited until the garage door closed before he opened the door to the kitchen, hoping to ensure no one would be wakened. His heart sank when he saw the light shining from the den.

“David?” Nancy’s voice was strained. He edged into her view.

“I went back to the office. Sorry, I’m later than I thought.” He wondered how many times Nancy had heard those words.

“We have a problem with Simon,” Nancy blurted out. Her eyes looked bloodshot from crying.

David’s immediate reaction was an internal sigh, thinking, *Oh great. Like I need another problem to try and solve.* Then he shook himself and asked Nancy what was happening.

“He sauntered in about forty-five minutes ago. He wouldn’t tell me where he’d been or why he was late. He’s only thirteen! It’s a school night. He’s not getting enough sleep. And he certainly isn’t

doing enough homework! I don't trust his friends." The words tumbled from Nancy as she paced the room.

"I just don't understand that boy," said David. "He never listens to me. I've told him a thousand times to be home by ten on school nights!"

"Maybe that's the problem," Nancy shot back. David looked confused. "You say you don't understand him because he never listens to you. But you'll never understand him unless you start listening to *him*.¹ Simon wants a Dad, but you never seem to have time for him."

"Oh Nancy. Let's not get into this. We both need some sleep. I have an early start tomorrow. I'm going to bed."

"See, that's what I mean. You don't have time for family. Go ahead, go to bed. I'm too upset to sleep. I'm staying here."

David turned to the stairs, feeling a mix of anger and guilt. And fatigue and fear—it was nighttime again.



The next day in the office started like most others. David arrived early, well before the crowd, but found a few other people already on the job. There was something comforting to him about seeing employees working even earlier than he started. It gave him a reason to believe some of his people had a work ethic that could carry the business where he wanted it to go.

He was convinced that hard work was central to the success his company had earned. Since the early days, he had doggedly driven sales, determined to build the company on revenue, not just potential. CommuniTrek more than doubled its revenues for four consecutive years. Although that growth rate had not been sustained, he had seen revenue catapult from \$20 million to \$90 million in the past three years. But he felt a desperate need to attract hard workers to the company for it to grow as planned.

He was quickly into the thick of things. Immersed in reports. Developing projections. Examining opportunities. However, it seemed that little had been accomplished by the time the first knock came on his open door. His marketing manager was concerned about how production delays would impact customers' expectations given the advertising that had already begun. And then it continued from putting out one fire to dealing with the next.

David sometimes wondered if he would get anything done in a day if he did not start early and stay late. There were just so many distractions. Not that they were fruitless demands on his time, but the concern was that it just did not allow him enough time to focus on the big picture – growing the business. Then he had to go home to flaring emotions, teenage hormones, and chores – more distractions.

Mid-afternoon, he uttered an audible groan. Raising both hands to his forehead, he asked himself, "What good is my board?" For the fourth time in one day, he had encountered a problem that he traced back to another ball dropped by a director.

In preparation for listing the company, they had made some changes to the board. They had added a couple of higher-profile names, addressed what he was told was an “international void,” and included a stronger finance person. The experts assured him that these changes were critical to garner investor confidence about the board’s ability to govern the organization. This increased the number of directors from five to nine, including himself as Chairman, and almost tripled what was being paid for board work.

Some boards seem to be a necessary nuisance—the system requires them but they add no value.

At first he was optimistic that the changes would be justified, but each month he found the situation more lamentable. Basically, the board seemed to be a necessary nuisance—the system required it but he felt it added no value.

Muwanga was the much-hailed Ugandan diplomat who had political and business contacts in over a dozen African countries. Big deal. Six months had gone by and he had not opened a single door for sales on that continent. The two “high-profile” people had done nothing. Apparently they were so important they could not find time to come to the board meetings. And if the finance whiz was so bright, why had he required so much time from the management team? Hollingsworth, a long-time friend and member of the board from the early days, was a great guy but why was he doing nothing to help get these new directors into the game?

Suddenly his thoughts went to his own new directorship with Cedar Grove. He realized that he had been sidetracked several times during the day with the memory of the meeting last night and his talk with Trevor. There was something about him . . . a depth of wisdom, perhaps. *I wonder if he’s had to deal with his world unwinding around him*, mused David.

The phone on his desk startled him back to the present. He answered. To his surprise and satisfaction, it was Trevor.