

# ADVENTURES IN BOARD GOVERNANCE

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**CEO, Ann Arbor Area Transportation Authority**

# Our Board of Directors

## 10-member Board of Directors

- Appointed by Councils
- 3 communities
- Staggered 5-year terms



# New Awareness of Old Problems

- No consistent direction or expectations
  - Slow & tentative
  - Easily distracted by minutia
  - Weak oversight
  - Poor business decisions
- 
- Main focus: *“What’s going on with the Board?”*



# A Team of Rivals

- Fighting for individual control. Not governing.
- **Weaponized** the machinery of governance
  - Rubber stamping, micro-management, board-on-board...
- No trust
- Not engaged in constructive dialogue



# Tipping Point

- Board saw its self-destructive cycles
- Found a higher purpose (serving others)
- *Board* decided to innovate:
  - Wholesale change
  - Best Practices, not local norms
- Where to start? Education!



# Standards: BSI 13500, ISO 309



# Common Questions

- How to make an difference?
- How to make oversight effective?
- Scaling up:
  - Group dynamics without group dysfunctions?
  - Empower a CEO while still being in control?



# Narrowing the Options...

- Focus Board energy on BIG issues & future
- Delegate with real oversight
- No black boxes
- Widely used, many resources







# Starting from Scratch

- What value can *only* a Board provide?
- Extrapolate deliverables, work flow, processes, etc
- Like a computer's operating system



# Implementation – Policy Governance

- 2 years education & debate
- Wrote new policy manual
  - Clear expectations in advance
- Voted for Policy Governance (2017)
  - Elements of BoardSource
- End-to-end: 5 years



# Results: Definitely Worth it!

## Removed barriers to team's potential

- Org's speed & quality increased
- A strong foundation & vocabulary
- Higher quality of arguments
- More structure, discipline, trust
- Change not always welcome...



# Board-CEO Relationship

- Mostly about the Board & those they serve
- Like getting a *GOOD* boss
  - Empowered Board that owns their role
  - Mutual appreciation for respective roles
  - Strong focus & use of time
  - Board is genuinely in control
  - CEO is more empowered & accountable



# Lessons Learned

- Governance is a *skill*. Education is key.
- Systems *can* work in politicized agencies
- Wholesale change is possible
- Can improve Board/CEO relationship
- Benefits are worth it



# THANK YOU!

Especially: The Rapid, UTA, Roaring Fork,  
Cache Valley, S. Central Trans. Authority...

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(would love to hear from you!)

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