The elected chair suggested, “A strategic plan keeps the board members between the rails.” Her comment made sense to support good governance and a high performing board.

The rails are like train tracks or highway guard rails. The intent is to stay within the rails while conducting business.

The board should avoid derailments and detours. Distractions are frequent. They may come in the form of committees propose ideas that are beyond available resources. Or from directors unsure about governance so they delve into management.

Detours might come from an elected officer who wants to leave a personal legacy. Or diversions from members asking for new services, so the board tries to be “all things to all people.”

Here are the RAILS within which the board should be guided.

**Mission Driven** – The board advances the mission statement. It is the purpose for existence and justification for tax exempt status. Going too far outside the mission can cause jeopardy. The mission statement should frame nearly every discussion and decision of the board.

**Governance vs. Management** – The board's role is governance. Directors are authorized to make governing decisions by state corporate law and the governing documents. Seldom should they focus on management decisions. Outside the rails is when a board begins to micromanage or gets into administrative work.

**Strategic Plan** – The board creates and advances a strategic plan. Most plans act as a 3-year roadmap for the organization. It’s easy to set the plan aside as the crisis of the month arises or new ideas are proposed. Keep the plan on the board table to check that committee work and board motions fit within the goals of the plan.
Board vs. Committees – Committees are appointed and assigned initiatives from the strategic plan. They supplement the work of the board. They receive authority from the bylaws and/or their appointment by the board. Directors should avoid doing committee work at the board table.

“When a board undermines the work of a committee to which it has entrusted an assignment, the processes lose integrity and support is weakened,” explains Patricia A. Montgomery, IOM, and CAE at the American Society of Civil Engineers.

Budget – A budget has been adopted by the board. Directors should be familiar with it and recognize that every new project exhausts resources. Stay within the rails by being knowledgeable about the budget and resources.

Strategy or Tactics – Directors have a responsibility to be strategic. It is easy to drop to the level of tactics, usually described as minutiae or administrative details. When the board dives into tactics someone should remind them to “stay out of the weeds.”

There are several tools to keep the board “between the rails.”

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Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com.