

GUIDELINES FOR GOVERNING BOARDS UNDER AN AUSAID PROGRAM PARTNERING APPROACH

Table of Contents

1	INTRODUCTION	2
2	ROLE OF THE GOVERNING BOARD	4
3	DUTIES OF BOARD MEMBERS.....	7
4	RUNNING EFFECTIVE BOARD MEETINGS	9
5	ROLE OF THE CHAIR.....	10
6	BOARD SUB-COMMITTEES.....	11
7	BOARD POLICY FRAMEWORK	11
8	EVALUATING THE BOARD'S EFFECTIVENESS.....	12
9	BOARD TRAINING	12
10	ENGAGEMENT OF BOARD ADVISORS	13
11	LESSONS LEARNED	13

Attachements

CHECKLIST OF BOARD ROLES AND RESPONSIBILITIES.....	14
CHECKLIST ON THE CODE OF CONDUCT	15
THE PARTNERING APPROACH - LESSONS LEARNED	16

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1 INTRODUCTION

These Guidelines aim to provide advice to members of a Governing Board established under an AusAID “Program Partnering Approach” on the operation of the Board. They are not intended to be mandatory requirements but merely a guide to best practice in relation to Board Rules and Procedures¹ and a personal code of conduct².

While the duties of the Board members under the Partnering Approach may not have the same level of legal liabilities as Directors of the Board of a Private Company, nevertheless the ethics and standards of conduct required of company directors are suggested in these Guidelines as a useful benchmark.

The Partnering Approach is more than just a way to systematise and formalise the principles of good project management, it requires a new way of thinking about relationships. An important principle is that all partners (ie appropriate Partner Government Agencies, AusAID and the Partner Contractor) have equal rights and responsibilities that are exercised in a cooperative manner through the Governing Board.

The specific role and responsibilities of the Board may vary, depending upon the requirements of a particular program³, however, many of the principles and procedures are common to the operations of all Boards. Generally the relationship between the Board and other levels in the program may be as shown diagrammatically in Figure 1.

Typical Operational Arrangement Under the Partnering Approach

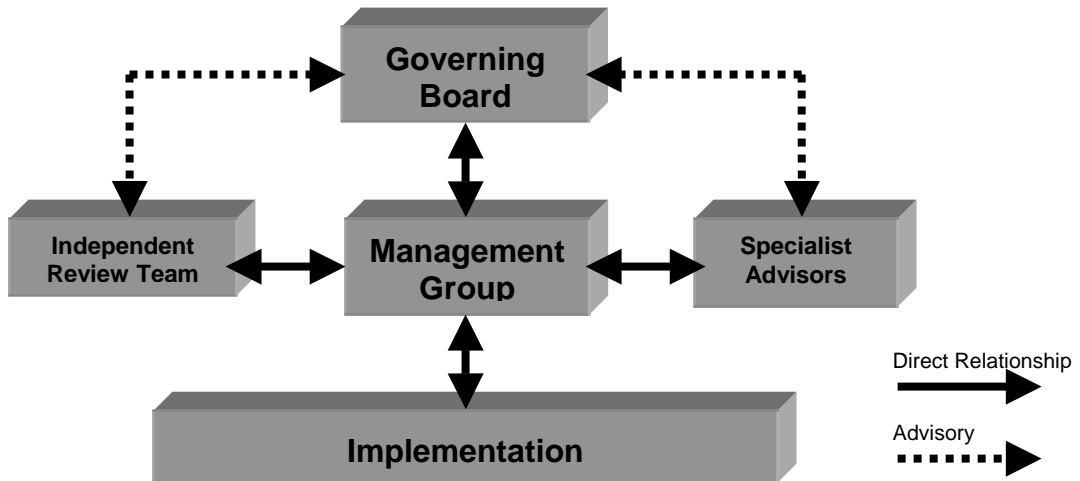


Figure 1

¹ Refer to Attachment A – “Checklist of Board Roles and Responsibilities”

² Refer to Attachment B – “Checklist on a Code of Conduct”

³ The Role and Responsibilities of the Board will be detailed in the Program Charter.

The most problematic area for all Boards is defining the boundary between the responsibilities of the Board and the Management Group. An overriding principle is that the Board is established to “**govern**” not “**manage**” the program. Therefore the Board addresses “**ends**” and delegates to the Management Group the “**means**” to achieve those ends.

Consequently, Board Governance is more than good management at a higher level, it is more than quality control of good managers, it is more than a group of specialists conducting inspections and giving approvals to maintain order. Board Governance is:

“The processes by which organisations are directed and controlled and encompasses authority, accountability, stewardship, leadership, direction and control.”⁴

The Partnering Approach provides the Board with the flexibility and responsiveness to achieve the best outcomes consistent with the Program Vision and Strategy Statement. To achieve these outcomes Board Members must:

- Approach their task with an open mind and not be: constrained by entrenched views; bound by established procedures; or restricted to traditional operational processes.
- Breakdown the adversarial relationship that is inherent in more traditional methods of program delivery.
- Avoid using Board meetings as an opportunity to criticise one party - traditionally the contractor. This is not to say that performance of each party should not be examined, however the paradigm shift is to focus on what needs to be done to improve individual and overall performance rather than dwelling on blaming one or more partners.
- Accept that they are individually accountable for the performance of the program to the organisations they represent on the Board. However, all Board members should understand that they also jointly and equally share responsibility and accountability for the decisions and actions of the Board.
- Ensure the performance of the Program by clear and precise direction of the Management Group - not by 'micro-managing' - but by setting performance expectations and monitoring achievements against these. To do otherwise would not only overburden the Board members, and detract from their main responsibilities, but also frustrates lower levels in the program management and lead to a blurring of accountability.

4 Commonwealth Department of Family and Corporate Governance - Community Services Handbook for the Board - 2001

2 ROLE OF THE GOVERNING BOARD⁵

There are some basic principles that are common to the operation of all Boards. Some of these are outlined below together with some suggestions as to how the Board may address the issues raised⁶.

2.1 Program Vision and Strategy Statement

The Board is in the best position to focus on the Program Vision and Strategy Statement. The most important work of any Board is to define and redefine the reason for the Program's existence. This is a perpetual obligation deserving of the majority of the Board's time and energy. It is far more important than other Board responsibilities such as approving budgets, risk management, performance evaluation, etc.

The Board should ensure that its meeting agenda regularly makes specific provision to focus on whether the outcomes being accomplished are also achieving the Program Vision and Strategy Statement. Activity by itself should not be confused with achievement of desired outcomes.

2.2 External Focus

Organisations tend to look inwards as a means of meeting objectives. However, the environment in which the Program operates and the priorities of the key stakeholders will change over time. The Board is often in the best position to identify and anticipate changes in the operating environment that will have an impact on the Program.

The Board must be more aware and responsive to external factors than concerned with internal issues of organisational mechanics. The Board must anticipate changes in the operating environment and identify these changes for consideration by the Management Group.

2.3 Separate Large from Small Issues

Board Members usually acknowledge that important issues deserve first claim on their limited time. However, there is often no systematic way to differentiate the important from the trivial. However, a clear indicator of a potential problem is if meetings are too long (half a day to a day should be adequate) or the extent of Board papers becomes burdensome.

The Board should have procedures that help to prioritise items to maximise the time allocated to important items. Board papers should be clear and concise with recommendations that demonstrate a linkage to the overall program vision and strategy.

⁵ The views of John Carver - *Boards that Make a Difference* - are acknowledged in the preparation of this Section.

⁶ Refer also to Attachment A for a checklist of Board Roles and Responsibilities

2.4 Time Horizon

The time horizon should be more distant at the Board level than anywhere else in the program. The Board must guard against spending disproportionate time on short-term issues, or even past events. For example - it becomes a problem when expenditure in the last period gets more time than the programs strategic outlook.

The Board should devote the majority of its time to considering the future. Strategic leadership demands a long-term viewpoint.

2.5 Proactive Thinking

The Board should avoid a situation where it is consistently reacting rather than acting proactively. The role of the Board is to direct the program as well as to review material submitted to it. A clear indicator of concern is where the agenda of the Board is consistently filled with items responding to initiatives submitted by the Management Group.

The Board must avoid merely presiding over “momentum”. The objective should be to have the Board leading rather than reacting - creating rather than merely approving.

2.6 Facilitating Diversity and Unity

The diversity of the organisations involved in a Board created by the Partnering Approach, means that there has to be an agreed understanding of the role of each partner on topics that may be more clearly in the province of specific partners. For example:

- There may be occasions when the Board is discussing issues that have a Government-to-Government focus and the role of the Partner contractor must be clear and agreed in these circumstances.
- There may be issues that have clear consequences for the Agreement between AusAID and the Partner Contractor and the role of the Partner Government Agencies needs to be understood and agreed while these matters are discussed.

There should be no occasion when one partner is excluded from discussion on matters that are properly the responsibility of the Board⁷. The objective must be to optimise the opportunity for diversity in Board opinion and yet assimilate the variety of views into one voice while not quashing dissent to pretend that there is unanimity.

The Board must ensure that no partner is excluded from discussions, irrespective of the topic or nature of the discussions. However, the level of involvement should be agreed by all partners from the outset.

⁷ The only exception may be if there is a declared conflict of interest – refer to Section 3.

2.7 Balance of Control

It is easy for the Board to control too much and too little and, ironically, to do both at the same time. The same Board can be both a “rubber stamp” and a “meddler”.

***The Board** must clearly define those aspects of management that require tight versus loose control.*

The most difficult thing for the Board to do is to clarify the boundary between itself and the Management Group. “Means” are as important as “ends” but they should not be confused. Means are largely the responsibility of the Management Group and ends are the prerogative of the Board to determine. The Management Group must decide the means since they will largely be measured by whether they achieve the ends expected by the Board.

Where there is lack of clarity the “safe” option for the Management Group is to pass the decision to the Board. In some cases the boundary will only be defined by experience.

***The Board** should take the time to clarify the boundary between it and the Management Group. Where issues are raised with the Board that are, in the opinion of the Board, properly the responsibility of the Management Group, the Board should avoid making the decision but should also clarify the boundary for future reference.*

***The Board** needs to be clear about the type and level of information it requires to ensure that it can properly fulfil its role and responsibilities. The objective is to avoid too much, too little or too late.*

2.8 Striving for “Best Practice”

Governing Boards expect their managers to adopt “best practice” as a benchmark for managing the Program. However, the same expectation is seldom imposed on the Board itself. This may, in part, be due to the lack of readily available governance benchmarks. Best Practice does not describe an exclusive ‘one best way’ rather it is the successful application of a number of different approaches that best suit the particular circumstances.

***The Board** may consider formally establishing the criteria for “best practice” and applying these criteria as a benchmark for evaluating the performance of the Board. They may also be used as part of a new Board Member induction process, by requiring new members to become familiar with the best practice criteria prior to attending their first Board Meeting.*

3 DUTIES OF BOARD MEMBERS⁸

The standard set by the Board has a significant influence on the organisation's integrity, ethics and values. If staff and stakeholders see that the Board is acting ethically and with integrity, this sets a standard in the Program that these attributes are valued.

While it is acknowledged that the same level of legal liability may not exist for members of governing Boards as for their commercial counterparts, similar standard conduct should be applied. The following duties are suggested as benchmarks for the conduct of members of Governing Boards under the Program Partnering Approach⁹.

3.1 Duty to Act in Good Faith

Members of the Board have a duty to act in good faith and what they believe to be the best interests of the Program. This should be considered in the context that each Board Member represents the views and interests of the organisation that nominated them as its Representative on the Board but also as an independent and impartial member of the Board.

The obligation is to faithfully represent the views of the organisation they represent during discussions but to give particular emphasis to the best interests of the Program in the final decision.

3.2 Duty to Act With Due Care and Diligence

This requires Members of the Board to exercise at all times a reasonable degree of care and diligence in the exercise of their powers in the discharge of their duties. It is implicit in this that the members properly inform themselves of the subject matter to the extent that they reasonably believe to be appropriate and believe that the decision is in the best interests of the Program.

3.3 Duty to Avoid Conflict of Interest

Members of the Board have a clear duty to avoid conflict of interest and the associated duty not to misuse their position or the information that comes to them by virtue of that position. Some examples are:

- The Partner Contractor has an obligation not to improperly use information gained as a member of the Board to create an unfair advantage in obtaining other contracts in the same sector and country
- Partner Government agencies should not use Commercial-In-Confidence material outside of the operations of the program.

⁸ The views of Professor Robert Baxt – *Duties and Responsibilities of Directors and Officers* – are acknowledged as assisting in the preparation of this Section.

⁹ Refer to Attachment B for a Checklist on the Code of Conduct

- Partner Government agencies/officials should not seek to obtain additional funds for their own activities in a way contrary to the Program guidelines.
- AusAID representatives should not seek to push "regional priorities" into a country program or to get funding for something outside of the Program guidelines to meet some AusAID central agenda.

Another area of potential conflict of interest is where a Board member has a particular interest that they may hold in proposed contracts or other issues that are to be discussed by the Board. The duty of the member is to declare the interest at the first possible opportunity and for the remainder of the Board to consider what action should be taken. This action may be in the form of the Board Member not participating in any discussion and/or decision-making in regard to the matter under discussion.

Boards under the Program Partnering Approach will be required to periodically discuss the performance of the Program. This will include an assessment of the performance of the Board itself and the individual performance of each partner. This is a case where each member has a potential conflict of interest and the Board needs to agree that in this case all Board members should participate in the discussions.

This approach is based on the presumption of the win:win and loose:loose philosophy. The performance of the Program is inextricably linked to the performance of each partner and, therefore, each must support the other where performance is below expectation. Equally, all partners must participate in the distribution of benefits where the program is exceeding performance expectations.

4 RUNNING EFFECTIVE BOARD MEETINGS

The Board does most of its work at its regular meetings where it seeks to maximise the opportunities for policy-making, strategic thinking, risk analysis, performance review, monitoring and evaluation, strategic design, compliance monitoring and team building.

Meetings should be as long as needed for effective and productive deliberations on these important topics and to fulfil the governance role. However, long meetings are often a symptom of the Board dealing with matters that should be dealt with by others.

Meetings should be held as often as necessary. While it is common practice in both the commercial and the not-for-profit sectors for Boards to meet monthly, this can create a meeting 'treadmill' for management. Increasingly best practice Boards meet less often for longer periods. To fulfil all the requirements of good governance and, at the same time, create a strong governance team. Boards should probably meet once every two to three months.

The Board needs to control its own policy-focused meeting agenda. It needs to identify ahead of time the various crucial elements of its role, and to plan in advance how to meet these responsibilities.

Board meetings are designed to facilitate both the monitoring of compliance matters and an effective attention to organisational performance achievement. Effective compliance monitoring and reporting systems allow the Board to deal with the various compliance issues quickly to ensure maximum time is available for future focused strategic discussions.

Meetings need to be creative, stimulating sessions at which individual Board members have the opportunity to add value to governance processes and to increase their own learning.

The minutes of the Board Meeting take on greater significance under a Program Partnering Approach. Some decisions made by the Governing Board will have the effect of changing the Program Charter and, therefore, must be recorded accurately and comprehensively.

Also, in some cases decisions of the Board will have the effect of changing the Agreement between AusAID and the Partner Contractor. Other decisions will influence the way that the Memorandum of Understanding between the Partner Governments is interpreted for the purposes of the Program. This is part of the reason why all decisions of the Board must be unanimous. If this were not the case then there is the potential for one Partner, which is party to an agreement, being "out voted" by the other Partners. Failure to achieve a unanimous vote also has significant consequences for the Partnering Approach.

5 ROLE OF THE CHAIR

The Board Chair is not merely a prestigious or symbolic position. It has particular importance in the context of many of the issues raised in these Guidelines. To obtain some of the most significant advantages of the Partnering Approach, the decision-making of the Governing Board is expected to be prompt and responsive to Program needs. The Chair has a major role to play in ensuring that the Board is flexible enough to accommodate both internal and external changes to the Program.

The role of the Chair is critical in obtaining consensus on all matters, particularly those that may have the effect of changing the Charter or the Agreement between AusAID and the Partner Contractor. Where consensus is difficult to obtain the Chair may seek the Board's agreement to involve impartial specialist advice and, if necessary, engage a mediator.

There is a range of responsibilities, including:

- Establishing the agenda. There is a particular responsibility to ensure a balance between proactive involvement of the Board and oversight of the Program. The Chair should avoid simply approving the Agenda suggested by the Management Group or the contractor.
- Managing the involvement of Board Alternates who may be attending. The Board needs to discuss the way the Alternates are to be involved in Board discussion and the Chair has a responsibility to conduct the meeting in accordance with the established procedures.
- Managing the attendance and participation of a representative or representatives of the Management Group. Will they have permanent attendance and speaking rights? Will they only make presentations or also have the right to enter into the debate?
- Authorising the attendance and participation of observers and other presenters in accordance with agreed Board procedures.
- Managing the input of any Board Consultants.¹⁰
- Approving draft minutes for circulation to other Members. Ensuring that the minutes are accurate and sufficiently comprehensive, where appropriate, to be used to amend the Charter and Agreement.¹¹

While there are advantages in periodically changing the Chair to allow other members the opportunity to undertake the role, consideration needs to be given to the advantages of continuity in the position and the capacity building that experience in the Chair may provide.

¹⁰ Refer to Section 9 of these Guidelines

¹¹ Refer to Section 4 of these Guidelines

6 BOARD SUB-COMMITTEES

Many Boards use sub-committees to assist it undertake its role. The advantages are seen as spreading the work load among Board Members and in allowing Board members to contribute where they have specialist experience and expertise. There are, however, several risk in this approach:

- The Board cannot delegate its responsibility to a sub-committee. Consequently, the whole Board may still review the work and recommendations of the sub-committee. No time is saved and often there is considerable duplication of effort.
- There may be tendency to accept the recommendations of a sub-committee because the Board “experts” have discussed the issues¹². However, the Board is responsible for looking at the broad picture, which requires a diversity of experience and views.
- The sub-committee is sometimes conceived as “assisting” management to do its work. This not only involves the Board Members in micro managing but it also shifts the responsibility for the decision from management to the Board.

7 BOARD POLICY FRAMEWORK

In some instances the Board may define the 'rules' for its operations and processes in the form of a Governance Policy Framework¹³. By the process of creating governance policies, the Board simultaneously establishes the values or ethical framework for the program and clarifies the procedures under which it intends to operate.

A sound governance policy framework would include policies defining:

- the strategic results or outcomes to be achieved;
- the Board's own operating principles and processes;
- the criteria against which the Board will measure its own performance;
- the nature of the Board's interrelationship with the Management Group; and
- the extent of the Management Group's freedom to make decisions without further recourse to the Board.

However, the policy framework should not become a large and cumbersome document. The Board should only define policy in response to as many issues and to a depth of detail that is needed to explain its expectations and requirements and to make clear and unambiguous the delegations to the Management Group.

¹² This is particularly prevalent in Finance Subcommittees

¹³ This information may be adequately covered in the Program Charter.

8 EVALUATING THE BOARD'S EFFECTIVENESS

Having defined governance policies the Board undertakes a vigorous and systematic programme of monitoring to assure itself that its policies are being implemented as intended. The Board explicitly sets standards for its own performance and aims to be as good at its own job as it expects the Management Group to be at its. To meet its obligations to the program and its stakeholders, the Board must be seen to be adding real value to overall performance.

The Board must ensure that all functions and decisions are made rigorously against the primary purpose of the program. This should be procedurally enforced as a central organisation focus through the monitoring and evaluation systems and performance measurement procedures. Boards need to avoid the tendency to be constantly reviewing, rehashing and redoing what others have already done. It has been said, “no matter how well accomplished – this does not constitute leadership”

The Board should undertake an annual performance review to evaluate its performance against its own written policy expectations. Governance performance evaluation should extend to the contribution of individual Board members through a process of self and peer assessment.

9 BOARD TRAINING

The following competencies are generic to the members of most Boards:

- Ability to focus on longer term strategic rather than immediate operational issues;
- Independence of thought and action in the role
- Ability to provide leadership in relation to Program values
- Knowledge of the Program and the importance of stakeholders
- Conceptual and analytical skills in the areas of key strategic issues facing the Program
- Willingness to delegate to others as appropriate
- Ability to ask questions that go beyond the immediate and the obvious and which go to the heart of critical program performance matters

There is no reason to expect that Board Members will inherently possess these attributes and skills. Therefore, traditionally organisations provide all new Board members with a thorough induction programme. Governance development opportunities are available to the Board as a whole and to individual members as required.

10 ENGAGEMENT OF BOARD ADVISORS

In some circumstances the Board may decide to engage a consultant to regularly attend Board Meetings. The consultant should not have voting rights and may occasionally be asked to leave the meeting where the Board wishes to have an “in camera” meeting. However, to be effective the consultant must otherwise have broad access to the Board and material submitted to the Board.

The consultant can perform a range of tasks from providing expert advice on a specialist area (health, governance, economics, etc) to impartially assessing performance of participating organisations and/or the Board itself. The consultant may also act as a “circuit breaker” by providing an impartial assessment of issues that may assist in mediating between views which otherwise might remain unresolved.

It is critical that the role and responsibility of the consultant is clear at the outset and that they are reviewed formally and regular feed back given for future reference. The protocols adopted, (ie speaking rights, the ability or otherwise to initiate matters for discussion, etc) must also be clearly documented and regularly reviewed.

11 LESSONS LEARNED

At the time of preparing these Guidelines, the Partnering Approach is still relatively new to AusAID and the delivery of development assistance generally. Therefore, the “lessons learned” by AusAID to date have been supplemented by experience in other sectors where partnering in various form have been operation for more than 20 years.

The Board may wish to review the issues identified in Attachment C that may result in the Program not achieving its potential under the Partnering Approach.

CHECKLIST OF BOARD ROLES AND RESPONSIBILITIES

The following checklist may assist Governance Boards consider whether they comply with the expectations of the practices of good governance¹⁴.

1. Is there a clear identification of the powers, roles, and responsibilities between the Board and Management Group? Are these responsibilities clearly communicated?
2. Does the Board have, collectively, a mix of appropriate skills, knowledge and experience?
3. Is there a sound system of delegations approved by the Board? Does it promote efficiency as well as control?
4. Are appropriate decision-making processes adopted by the Board? Are these clearly documented?
5. Are there processes governing policy development, implementation and review, which ensure that the Board approves new policy?
6. Are there adequate induction processes for new Board members?
7. Are there adequate policies and procedures to identify and deal with potential conflicts of interest?
8. Do Board members have access to independent professional advice to enable them to discharge their duties?
9. Is there a written code of conduct to be followed by the Board and Management Group and is it communicated and understood by the Board and Management Group?
10. Are there clearly defined performance measures?
11. Is there a risk management plan that is supported by risk management strategies?
12. Does the Board regularly review the risk management strategies?
13. Are reports tailored to particular levels of responsibility?
14. Do reports efficiently and effectively communicate key data?

14 Adapted from the Commonwealth Department of Family and Corporate Governance - Community Services Handbook for the Board- 2001

CHECKLIST ON THE CODE OF CONDUCT

The following code of conduct may be a useful Guide for Governance Board

1. A Board member must act honestly, in good faith and in the best interests of the program as a whole.
2. A Board member has a duty to use due care and diligence in fulfilling the functions of office and exercising powers attached to that office.
3. A Board member must use the powers of office for a proper purpose, in the best interest of the program as a whole.
4. A Board member must recognise that the primary responsibility is to the program as a whole but should, where appropriate, have regard to the interests of all stakeholders in the program.
5. A Board member must not make improper use of information acquired as a Board member.
6. A Board member must not take advantage of being in the position of Board member.
7. A Board member must not allow personal interests or the interest of any associated person to conflict with the interest of the program.
8. A Board member has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
9. Confidential information received as a Board member in the course of exercising those duties remains the property of the program from which it was obtained and it is improper to disclose it or allow it to be disclosed, unless that disclosure has been authorised by that company, or the person from whom the information is provided, or is required by law.
10. A Board member should not engage in conduct likely to bring discredit to the program.
11. A Board member has an obligation, at all times, to comply with the spirit, as well as the letter, of the law.

THE PARTNERING APPROACH - LESSONS LEARNED

Issues	Comments
A perception that the approach is too difficult or resource intensive	<p>May lead to a lack of commitment from senior levels of the Partner organisations and lead to insufficient or inappropriate resources being allocated.</p> <p>The Board must actively work to ensure that there is clear understanding of the benefits of the program and demonstrate the negative impact of any lack of support.</p>
Governance Board cannot agree on critical issues	<p>The approach relies on unanimous agreement by Governance Board on all issues. If there is frequent difficulty in obtaining agreement then the Program will not obtain the level of flexibility and responsiveness inherent in the approach.</p> <p>The Board will need to consider whether the basic objectives of the Program remain relevant and/or whether the Program Partners have sufficient in common to warrant the continuation of the Partnering Approach.</p>
Performance dividend appears to favour only one partner	<p>The philosophy of “win:win requires all parties to benefit from good performance. However, the performance dividends made to the Partner Contractor are most obvious because of the financial nature of payments involved.</p> <p>The Board must ensure that the benefits to all Partners of good performance are clearly identified (as are the penalties to all partners of poor performance).</p>
Misalignment develops between the partner’s objectives, motivators, desired outcomes, etc.	<p>The partnership approach relies on maintaining a synergy between the objectives, motivators, desired outcomes, etc of all partners.</p> <p>The Board should ensure that all decisions recognise the objectives of all parties and work to ensure that these are constantly aligned.</p>
Lack of fulfilment of partnering expectations	<p>The Partnering Approach promises many advantages such as flexibility, improved outcomes, cost effectiveness, more appropriate allocation of resources, etc.</p> <p>The Board must measure program outcomes to ensure that these expectations are realised.</p>
Approach is not responsive to external factors	<p>Partnering cannot control external factors.</p> <p>The Board must measure performance to ensure that the processes and procedures are more responsive than the more traditional program delivery mechanisms</p>

Issues	Comments
Lack of trust among program partners	<p>A cornerstone of the Partnering Approach is that all program partners trust each other. While trust cannot necessarily be expected to be present at the program inception, if it does not clearly develop over time, the basis of all relationships is in jeopardy</p> <p>The Board should demonstrate by example the importance of trust and will need to consider whether the program can continue to operate effectively under the Partnering Approach if trust is not achieved.</p>
Lack understanding of roles and responsibilities	<p>The Partnering Approach is new to all partners. There is, therefore, no reason to expect that without adequate training at all levels (including the Governing Board) there will automatically fully understand their role. The training should include the philosophy of partnering, the need for a paradigm shift in many areas and the expectations of partners.</p> <p>The Board should consider the need for and extent of training that may be required to maximise the benefits of the Partnering Approach</p>
The need for compromise	<p>It is unlikely that the approach and systems of the Program Partners will mesh seamlessly. There is therefore a need for flexibility in administrative procedures and compromise in adopting appropriate standards.</p> <p>The Board needs to lead the way in accepting the need for compromise.</p>
Lack of empowerment to make decisions and willingness to exercise delegated authority	<p>Flexibility and responsiveness require adequate delegation and acceptance of delegated authority.</p> <p>The Board needs to ensure that appropriate decision-making authority is delegated and that there is willingness for those delegated to exercise that authority.</p>
Blaming others for mistakes	<p>It is necessary that all partners accept that mistakes happen!</p> <p>The Board needs to develop a culture that moves on from blame to support and learning from the mistakes to improve future actions.</p>