PX CONFERENCE REPORT

DETAILS

Date:	April 24-June 5, 2025	**Conference:**	Boardroom Bias & Culture Certificate Program
Time:	12:00 PM-1:30 PM	**Location:**	Virtual
PX:	Joel Swaan		

SUMMARY


Governance Solutions

Certificate of Completion

The Boardroom Bias & Culture Certificate Program

Presented to

Joel Swaan

In recognition of the commitment to ongoing governance education, this Certificate confirms that Joel Swaan has successfully met all of the requirements for completion of The Boardroom Bias & Culture Certificate Program.

Dated at Toronto, Ontario, Canada, this 24th day of June, 2025

Dr. Debra L. Brown, *President & CEO*
Governance Solutions Inc.

David A.H. Brown, *Executive Vice President*
Governance Solutions Inc.

Governance Solutions is located in Halton Hills (Acton), Ontario, the traditional territory of the Mississaugas of the Credit First Nation. Halton Hills is on Treaty 19 territory, also known as the Ajetance Purchase signed on October 28, 1818 by representatives of the Anishinaabe peoples and the Crown.

The Boardroom Bias and Culture Certificate Program is mainly divided into two parts. After learning the role of the board in leading culture within an organization, the first half of the program is on recognizing and reducing bias and the second half is on culture: creating healthy boardroom culture, evaluating your boardroom culture, and leveraging your culture to accomplish strategy.

“Oversight of corporate culture should be among the top governance imperatives for every board, regardless of its size and sector” – NACD Blue Ribbon Commission

Culture is shared assumptions developed over time about what’s right, what’s wrong, what’s rewarded or punished, and how we behave together. It’s oversimplified as “How we do things around here”: What’s the right way to do something, what’s the wrong way to do something – neither may actually be right or wrong, but it’s “our way” of doing something.

The 10 Roles of the Board in Ensuring a Healthy Organizational Culture	
Establish Clarity in Values and Culture	The Board, the CEO, and Sr. Management need to establish clarity on values and culture—where consistent behaviour is expected across the organization—and develop concrete incentives, policies, and controls to support the desired culture.
Be Proactive in Culture Oversight	Boards and company leaders should take a forward-looking, proactive approach to culture oversight in order to achieve a level of discipline that is comparable to leading practices in the management and oversight of risk.
Monitor Culture	Because of its significant interdependencies with strategy and risk, active **monitoring of the organization's culture is a full-board responsibility**, with specific oversight activities housed in committees as appropriate. The nominating and governance committee should ensure that board policy documents and committee charters clearly delineate the allocation of such responsibilities and explain how culture oversight is embedded into the ongoing work of the board.
Review Boardroom Culture	Boards should review the culture of the whole board and its key committees on a regular basis, both formally (via the evaluation process) and informally (by making time for reflective conversation in executive sessions). The results of these reviews should inform board composition, succession planning especially for leadership roles on the board-and continuous improvement efforts in board operating processes. *("How did this meeting go?", "Did we do things in a way that keeps our place healthy?", "How did we get there, and are we good with that?")*
Assess Key Management	Boards should assess whether the chief legal officer/general counsel and other officers in key risk-management, compliance, and internal control roles are well positioned within management and in relationship to the board to support an appropriate culture.
Integrate Culture	Integrate culture into the board's ongoing discussions with management about strategy, risk, and performance, emphasizing that the way in which results are achieved is as important as whether or not a given goal is met.
Set Expectations for Culture Assessment	Boards should set the expectation with management that regular assessments of culture will include both qualitative and quantitative information and incorporate data from sources outside the organization.
Set Evaluation Criteria	Boards should make culture an explicit criterion in the selection and evaluation of the CEO and set the expectation that the CEO and senior leaders do the same in their own leadership development and succession-planning activities.
Reinforce Culture through Recognitions and Rewards	Boards and compensation committees should review the company's recognition and reward systems (including incentive compensation as well as promotion decisions and other nonfinancial rewards) to

	ensure that they reinforce the desired culture and avoid unintended outcomes that could undermine culture.
Go Public	Shareholder communications should include a description of how the board carries out its responsibility for overseeing and actively monitoring the company's culture.

BIAS – Click this link to complete an on-line assessment of the board

Bias is a natural inclination for or against an idea, object, group, or individual. Bias helps us quickly assess and react to danger, process information quickly, make decisions efficiently. Bias also hurts us when we rely too heavily on instinct or first impressions, filter out facts that challenge our comfort zone, or use incorrect information with leads to poor decisions and serious consequences.

11 Biases in the Boardroom	
Pessimism Bias	Overestimating the probability and harmful effects of negative future events. "If every event is met with 'what might go wrong?', the real risk is that nothing goes right."
Optimism Bias	Believing that you are less likely to experience a negative event. - Ignoring red flags - Discounting warning signs - Overstating projections
Conformity / Courtesy Bias	When politeness prevents necessary dissent. *When is the last time someone at your board table said something that made everyone uncomfortable—but needed to be said?*
Anchoring Bias	Over-Reliance on the first piece of information we receive. Shows up as: - Unchallenged assumptions - Stuck in the past - A refusal to course correct
Confirmation Bias	The tendency to favour information that supports our existing beliefs. The board needs to ask: - What don't I know? - What haven't I considered? - Where might I be wrong? *Governance isn't about comfort, it's about courage.*
In-Group Bias	When we favour people who are "like us". Recognize it when: - A handful of board members seem to make all the big decisions - Other directors show up but stop speaking out - An executive committee makes all the "real" decisions - Important discussions happen outside of meetings that include some and exclude others
Group Think Bias	Prioritizing harmony over critical evaluation: Recognize it when: - Silence is mistaken for agreement - Suppression of risk concerns - Dissent is penalized

Egocentric Bias	When individuals over-rely on their own perspective. Recognize it when: - "I'm the only one with the right answer" - "I'm right, you're wrong" - Nuanced issues are reduced to binary choices
Normalization of Deviance Bias	When repeated small lapses become accepted as normal. Appears when: - Non-compliance or ethical lapses are overlooked - Poor decisions are tolerated if they don't immediately fail - Culture quietly drifts from core values without visible consequences - Warnings are ignored, standards slip, and risk hides beneath apparent success. Boards "Must Do": - Don't mistake luck for good governance - Take anomalies series – even if nothing seems wrong yet. - Protect dissenting voices, especially those raising hard truths - Recognize that "business as usual" can silently slide into danger.
Authority Bias	When we over-trust leaders and ignore front-line concerns. Recognize it when: - Overweighting leadership opinions - Sidelining critical voices - Trust without verification
Status Quo Bias	Preference for existing conditions over change, even when alterations could lead to better outcomes. Causes include: - Fear of loss - Fear of regret - Sunk cost thinking - Comfort with the familiar

TO REMOVE BIAS, "The People Journey"

Stage 1: Precontemplation – What we haven't acknowledged – Yet!
Stage 2: Contemplation – Recognizing Possibility (resistance will accompany!)
Stage 3: Preparation – Exploring Feelings (many boards get stuck here: might hire advisors, might shoot the messenger, might say "that's not us". Boards that pause and reflect are far more likely to evolve and change)
Stage 4: Action – Commitment to Change (anchoring shows in three ways: Intentionality, Patience, Persistence, Humility)
Stage 5: Maintenance – Embedding Behavioural Change

10 Point Plan to Reducing Bias	
1. Acknowledge Bias as a Strategic Risk	Start by recognizing that Bias, whether unconscious, structural, or cultural, is a **strategic governance risk**. - **Action**: Include bias as a recurring agenda item in annual board effectiveness assessments and enterprise risk discussions.

2. Implement Bias-Aware Board Evaluations	Use tools that assess group dynamics, decision-making equity, and diversity of voice in discussions. - **Action**: Conduct external, third-party facilitated board evaluations with a focus on inclusion, participation equity, and bias detection.
3. Audit Board Processes for Bias Traps	Bias often lives in the procedural fabric—who sets agendas, who speaks first, how information is framed. - **Action**: Review and adjust how meetings are run to prevent conformity pressure and procedural bias/
4. Diversify Decision-Making Inputs	Challenge “groupthink” by sourcing diverse data and perspectives. - **Action**: Ask management to present dissenting opinions, alternate scenarios of major decisions.
5. Adopt Structured Decision Protocols	Structure can neutralize bias. - **Action**: Build structured templates for recurring decisions.
6. Establish Equity Metrics and Accountability	Bias thrives where performance is unmeasured. Track who speaks, who influences decisions, and how consistently diverse voices are incorporated. - **Action**: Use dashboards to monitor representation, airtime, and influence by demographic and role.
7. Train for Systems Thinking, Not Just Sensitivity	Systems thinking: slower, deliberate, reflective, effortful, analytical - **Action**: Run board development sessions on cognitive bias, group dynamics, and critical thinking.
8. Embed Inclusion Into Governance Charters	Make inclusion and equity a governance responsibility. - **Action**: Add inclusive governance language to board charters and committee terms of reference.
9. Redesign Recruitment and Succession	Apply inclusive design to the recruitment process. - **Action**: Design inclusive board recruitment using structured evaluation, blind review, and diverse panels.
10. Reward Inclusive Behaviour	Culture shifts when behaviour is recognized and rewarded. Acknowledge board members who demonstrate curiosity, challenge assumptions constructively, and elevate overlooked perspectives. - **Action**: Add inclusivity criteria to board member evaluations and peer reviews.

Review the action plan annually; Report progress in governance disclosures,
Model inclusive behaviour at the leadership level.

HOW TO CREATE HEALTHY BOARDROOM CULTURES

Lead it: Be proactive. Know your role. Fulfill your role. Align culture with purpose.
Name it: Know your type. Know what you need. Know where you thrive. Know what must change.
Measure it: Use your tools. Take time to reflect. Evaluate boardroom culture intentionally and proactively.
Model it: Be the example. Set the tone. Support the change.

5 Main Culture Types	
Personality Culture	- Driven by results - Iconic leadership - Uses passion to exert power - Often strong, task-focused chair and/or CEO - “Trust me” Will take more risks, and make more mistakes. Respect coercive, reward power. Respect someone else like them. If the Chair and CEO are emotionally mature, they will work well together. If not, they will butt heads.
People Culture	- Driven by relationships - Family atmosphere - Uses relationships to exert power - Often highly creative and people-oriented chair and/or CEO - “Involve me” Lots of party rooms at AGM, delay decisions to get everyone onside, replay past decisions, trouble coalescing on strategy, high engagement and trust, decision-making paralysis, retention of under-performing directors.
Proficiency Culture	- Driven by best practices - Replication of tasks - Use reason and measures of performance to exert power - Chair is often a peacemaker and consensus builder - “Show me” Micromanagement, “need more information”, challenging lack of data, always wanting more.
Policy Culture	- Driven by rules and policy - Bureaucratic - Use rules to exert power - Chair is often very analytical and precise - “Tell me” Parliamentary procedure strictly enforced, rule books, cautious, slow decision-making (provides time for clarity), sluggish to respond. How decisions are made rather than where decisions will lead.
Performance Culture	- A Balance of the best - Emphasizes results, outcomes, and strategic alignment - Balances past, present, and future thinking - Draws on all power types appropriately - Values both relationship and rigor, intuition and evidence Requires self-awareness, emotional maturity from Chair & CEO.

Culture isn’t fluff. It’s the fabric of effective governance.

EVALUATING BOARDROOM CULTURE:

Boards with Misaligned Cultures: miss red flags, reinforce poor behaviour, struggle with CEO oversight, become ineffective or even dangerous.
Boards that Evaluate and Shape Culture: make better decisions in part because they invite diversity of thought and weigh options more thoroughly, increase engagement, adapt faster, govern better.

Understand what you are evaluating:

- **Power Dynamics**
- **Communication**
- **Decision-Making**
- **Conflict**
- **Participation**

8 Dimensions to measure:
Future-Orientation: are we reactive or proactive
Assertiveness: do we speak boldly or hold back
Performance-orientation: driven by results or process-bound
Uncertainty Tolerance: uncomfortable with risk or ambiguity
Power distance: leadership shared or hierarchical
Humane orientation: how we value empathy and collaboration; the way we treat people vs. tasks
Collectivism vs. Individualism: do you operate as a team or group of individuals
Egalitarianism: are opportunities and voices equitable across identities

Post-evaluation, Take Action: select target actions (SMART goals), Assign responsibility, Track progress.

Reassess and Adjust: Reevaluate regularly, celebrate progress, be adaptive, layer your tools.

The course provided some tools boards can use to assess themselves, including a board self-evaluation tool to determine which of the main boardroom types best describes your board and the steps one can take to enhance board culture. You can try it here, using the promo code "TryMe" at checkout to try it free.

My main takeaway is that as a board, we need to be thoughtful about how we set culture and strategy for the organization. If we are not purposefully working on modelling the culture we hope to have in the organization, then the organization will develop its own culture without us. As an elected board, when we lack a certain viewpoint or perspective, we can't just add someone to the board who can meet that need. We need to thoughtfully and purposefully educate ourselves, and we must work on our culture continuously as a shared responsibility.

Respectfully submitted,

Joel Swaan
Provincial Executive