Board Operations Governing Policies – Sample

Role and Purpose of the Board

The purpose and role of the Board is to govern the organization to efficiently and effectively fulfill its mandate, achieve its mission and vision, and be accountable to the members for competent, conscientious and effective performance.

In governing, the Board will:

* be forward thinking;
* encourage diversity of viewpoints;
* support strategic leadership;
* ensure a clear distinction of Board and staff roles and responsibilities; and
* work to achieve collective decision-making through healthy and respectful discussion, hearing all points of view.

To fulfill its purpose and role the board will provide leadership to the organization in conducting the following six essential areas of governing responsibility:

1. Providing guidance and direction
2. Establishing standards of organizational conduct
3. Providing oversight and monitoring
4. Protecting the interests of the organization
5. Ensuring financial health and viability
6. Stakeholder knowledge and relationships

In fulfilling its role and purpose, the Board will work in partnership with the Executive Director. The Board will work to ensure a strong and healthy relationship between itself and the Executive Director and will encourage and solicit his/her involvement in providing leadership to shape the vision and direction of the organization.

The Work of the Board

The Board is responsible for leading and guiding the organization toward achieving a vision and strategic goals that fulfill the mission of the organization.

The Board’s specific work shall be:

1. Fulfilling the six key areas of Board responsibility as set out in the Role and Purpose of the Board.
2. Keeping itself informed on matters of interest and concern to members, stakeholders and the organization.
3. Engaging in decision-making regarding the direction of the organization and on matters affecting the interests of the organization, its members and stakeholders.
4. Establishing and maintaining an effective link with its members.
5. Developing, monitoring and reviewing strategic direction and policies that lead and guide the organization.
6. Assuring and evaluating organizational performance (Executive Director performance).
7. Ensuring compliance with legislation, regulations and conditions of its funding bodies.
8. Evaluating its own governance processes and performance.
9. Convening an annual general meeting of its members.

Role of the Chair

The primary role of the Chair is managing the work of the Board, representing the Board as required and ensuring the Board operates within its approach to governing and to the rules/policies it establishes.

Consequently, the Chair:

1. Ensures that the agenda and meeting content will only be concerned with those matters that clearly fall within the purview of the Board to decide.
2. Ensures that the agreed-upon rules for conducting the meeting will be followed unless agreement has been reached to use different procedures.
3. Makes decisions on behalf of the Board when authorized to do so by the Board.
4. Presides over Board meetings with all the usual power of that position, e.g., ruling, recognizing, etc.
5. Acts as the Board’s liaison with the Executive Director, with Board approval, but has no authority to supervise or direct the Executive Director – this responsibility rests with the entire Board.
6. Serves as the designated spokesperson for the Board, a responsibility that can only be delegated to others by the Board.
7. Directs the Board’s leadership team and provides leadership in managing the work of the Board.
8. Develops, in consultation with directors and the Executive Director, the Board’s regular meeting agendas.

Board Meetings

Board meetings are held primarily to enable the Board to conduct its business regarding governing the organization. Consequently, it is only Board Directors who are authorized to participate in the conduct of Board business.

Accordingly, the Board:

1. Will determine a schedule of Board meetings at its first meeting following each annual general meeting.
2. Will include Directors, the Executive Director and the minute taker as the normal membership for governance sessions.
3. Will allow members and stakeholders to convey their views on matters under consideration by the Board or to put forward ideas they think the Board should address, the Board may schedule an open session prior to each Board meeting. At the conclusion of an open session, the Board will go into a governance session and decide on requests from persons wanting to attend the Board’s governance session.
4. Will make every effort to honour notification of attendance by members and others that want to participate in the Board’s open session.
5. Can declare, at its discretion, that it is going *in-camera*. In-camera sessions are usually reserved for addressing the following types of matters: legal issues, purchase of real estate, personnel issues, and/or matters regarding other organizations where public knowledge of the discussions could cause injury or harm to the parties involved.
6. Will decide if the Executive Director will be included in in-camera sessions.

Committees and Task Forces

Committees and task forces will be used primarily to assist the Board in doing its work. They will not make policy decisions on behalf of the Board, but rather will be used to inform the Board on matters the committees or task forces have been delegated to investigate and/or provide recommendations. The Board may establish standing committees to assist it in conducting its business and in developing policies and planning. The terms of reference for these committees will be set and approved by the Board.

1. Board committee and task force roles, expectations and parameters will be clearly defined and will not conflict with Executive Director authority.
2. Board committees or task groups will not have executive authority.
3. Committees or task groups do not speak or act for the Board.
4. Board committees and task forces are not empowered to exercise authority over staff. Therefore, they will not normally have direct dealings with current staff operations, nor will the Executive Director be required to obtain approval from a Board committee or task group before making managerial decisions.
5. These policies apply only to committees and task forces that are formed by Board action, whether the committees or task forces include non-Board members.

Conflict of Interest

The Board expects of itself and its Directors ethical and businesslike conduct.

The Board has a responsibility for compliance with the Societies Act, under which it was created, as well as an obligation to the interests of members and other stakeholders. This accountability supersedes any responsibility to staff and to conflicting loyalties to advocacy or interest groups and membership on other boards or staffs.

Board members must avoid any conflict of interest with respect to their legal and fiduciary responsibilities, as such:

1. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled, to assure openness, competitive opportunity and equal access to "inside" information.
2. Board members must not use their positions to obtain employment within the organization for themselves, family members or close associates.
3. Should a Board member be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information.
4. If a director thinks he/she has a conflict of interest, it is their obligation to inform the other directors of the potential conflict. Directors are obligated to be aware of any real or perceived conflict of interest they might have with respect to any matters relating to the organization and to declare this conflict to the Board.
5. Directors who have knowledge of another Director’s conflict of interest (real or perceived) have an obligation to bring this to the attention of the director in question. If the Director in question does not declare their conflict, then the Director with the knowledge of the conflict is obligated to alert the Board to the potential conflict of interest.
6. The Board may acknowledge a conflict of interest of one of its Directors and act to allow the conflict if it acknowledges the conflict and deems it to be acceptable.

Recruiting, Conduct and Performance of Executive Director

The Board adheres to fair and equitable employment standards and practices.

The Executive Director, the sole staff member selected by and reporting to the Board, is entrusted with the authority to achieve the organization’s vision and strategic goals. Therefore, the Board must employ and appropriately compensate an individual capable of meeting these expectations.

To accomplish this, the Board will:

1. Establish the criteria and qualifications they require of someone filling the position of Executive Director.
2. In recruiting a new Executive Director, do the following:
3. agree on the process that will be used to recruit, screen, interview, select and engage an individual from among qualified candidates;
4. designate, if it deems appropriate, a task group of the Board to conduct the candidate recruitment and preliminary screening process; and
5. as a whole, interview and select from among the three or four short-listed candidates that most closely satisfy the Board’s requirements and select one candidate to whom an offer of employment will be made.
6. Enter an employment contract (for a three-year term, with possibility of renewal) with the successful candidate that spells out all deliverables, expectations, compensation, evaluation and remedies for resolving differences between the Board and the Executive Director.
7. Conduct an Executive Director performance review annually and make or not make appropriate adjustments to his/her compensation based on the outcome of the review and the requirements set out in the contract.
8. Inform the Executive Director, at the beginning of each year, of the review and evaluation process that will be followed, and of the criteria that will be used for assessing performance and making adjustments to his/her compensation and benefits.
9. As a whole, be the only body that can make a decision to alter the Executive Director’s contractual arrangement.
10. As a whole, be the only body that can make the decision to end the Executive Director’s employment with the Board.

Delegation of Authority to the Executive Director

The Board of Directors is the body responsible for governing the organization and for ensuring fulfillment of its mission, vision and strategic goals. It recognizes that its focus must be on governing and that its professional staff must have the authority to manage and operate the organization.

Accordingly:

1. The Board delegates to the Executive Director the authority on all management and operational decisions under its jurisdiction according to its governing decisions and policies.
2. The tasks of development and implementation of operational policy, based on Board policies belong to the Executive Director.
3. The Executive Director will implement and ensure compliance with the policies of the Board within existing legislation, regulations and bylaws
4. Results to be achieved by the Executive Director are set out in the Board and management developed strategic plan.
5. The Standards of Organizational Conduct policies guide the actions and behaviours of the Executive Director.

Reporting and Communication with Executive Director

Clear lines of communication and reporting are essential for a smooth flow of information and feedback between the Executive Director and the Board.

Accordingly, the Board and the Executive Director will adhere to the following principles and procedures:

1. The Executive Director reports to the Board as a whole.
2. Authority over the Executive Director is held by the whole Board, not individuals, committees or Board officers.
3. Should the Executive Director wish to submit information to, or obtain clarification from, the Board, she/he should request a meeting of the Board for such purpose. The Executive Director will normally contact the Chair to request such a meeting.
4. The Executive Director is not restricted from using the expert knowledge of any Board member.
5. The Chair, with Board approval, will act as the liaison between the Board and the Executive Director.

Monitoring and Oversight

A major area of responsibility for the Board is to monitor and oversee the management and operations of the organization. Monitoring activity should occur regularly throughout the year. The findings from the monitoring activity will provide the Board with an accurate picture of organizational performance regarding achievement of vision and strategic goals as well as compliance with applicable laws, regulation and Board policies. It also provides the Board with information that it can feed back to the Executive Director regarding performance strengths and weaknesses.

Accordingly, the Board will:

1. Set out at the beginning of the year what will be monitored, when and by whom. As part of this process, the Board will establish a monitoring calendar as well as its expectations regarding the monitoring data and reports.
2. Use the data from monitoring reports as a significant portion of the information for its evaluation of the Executive Director’s performance.
3. Use the monitoring data to provide the Executive Director with feedback to reinforce strengths and successful decisions and actions, as well as to identify areas requiring improved performance.

Succession Planning

It is the responsibility of the Board to ensure at all times that the organization is managed by a professionally qualified and competent Executive Director. In this regard, and in ensuring the organization is able to fulfill its responsibility of protecting the interests of the organization, the Board will:

1. Require of the Executive Director that he/she prepare and submit to the Board at the beginning of each year an up to date succession plan that identifies who is being prepared to assume the position of Interim Executive Director in the event that he/she is no longer able to perform the duties of the position, and what is being done to educate and train other management staff for the senior level positions of the organization.
2. Identify for the Governance/Nominations Committee the desirable qualifications being sought in candidates for the position of Directors.
3. With respect to the leadership of the Board, follow the procedures established in the bylaws of the Society.