The Board of Directors and the Membership – Expectations

The Board

The Board’s responsibility is to govern the affairs of a society within the framework of relevant legislation, regulations and effective governance standards. It is the legally constituted authority responsible and ultimately accountable to both the provincial government of British Columbia and its members for prudent guidance and oversight of operations.

The Board of a society has only one purpose and that is to govern it on behalf of those (e.g., members, governments) who have, either by means of election or appointment, delegated to it the authority and power to manage, or supervise the management of, the affairs of the society.

The actual process of governing consists of:

* Providing guidance/direction to itself and to staff regarding the organization’s purpose and future that the organization will strive to achieve;
* Establishing the values, operating principles, rules and code of conduct, conditions and constraints within which the Board, staff and members will operate;
* Monitoring and overseeing organizational performance and member professional conduct;
* Acting to ensure the financial sustainability of the organization;
* Protecting the best interests of the organization; and
* Having knowledge of stakeholder (e.g., client, customer, member, public) expectations, needs, concerns, interests and wants.

The Board’s purpose is not to manage, micro-manage, administer or run the operation. Consequently, the Board will ensure that its focus is on strategic leadership rather than on operational strategies, methods, operational policies and administrative matters. It will establish and respect distinctions between these respective roles and manage any overlap between these respective roles in the spirit of cooperation and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit, the Board will:

* Direct, control and inspire the organization through careful deliberation and establishment of strategic direction and governance policies;
* Monitor and regularly discuss the Board’s own processes, progress and performance, providing its Board members with the knowledge necessary to demonstrate fulfillment of the Board’s responsibilities for the good governance of the organization;
* Be accountable for competent, conscientious and effective accomplishment of its obligation as a body;
* Ensure that all business of the organization is conducted in a transparent, legal and ethical manner;
* Ensure Board members will, at all times, conduct their business in accordance with the principles of fair play and due legal process; and
* Enforce upon itself and its directors the behavior that is needed to govern with excellence. This applies to matters such as attendance, policy-making principles and respect of roles, maintaining a unified front as a Board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies.

Individual Board members are appointed or elected under the authority of the bylaws and are responsible to the general membership of the organization. However, they have no authority to act or give direction individually other than in such manner as is approved in Board policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee; however, the Board retains ultimate responsibility and accountability.

The Board will account to its members and other key stakeholders through periodic and annual reports on the activities and finances of the organization and through annual audited financial statements. It will provide access to Board minutes (except in-camera sessions), receive representation from and consult with key stakeholders, and generally operate in an open and transparent manner.

The Board should expect members to provide feedback on its governance decisions if they have concerns or issues with the decisions or any other governance matters. The Board also expects that members will identify and communicate to the CEO and staff any administrative or operational issues, problems or concerns.

It is also the Board’s expectation that the members will nominate and elect candidates to the Board who meet the qualifications and characteristics of persons committed to good governance and willing to act in the best interests of the organization.

The Board also expects members will be knowledgeable regarding, and comply with, any relevant acts, regulations, society bylaws, codes of conduct and professional conduct rules created by the Board. If the society is a member of a national organization, the Board will inform its membership of the national organization’s requirements of rules the society’s members must follow.

It is the Board’s expectation that its members understand the Board does not do the actual management and administration of the organization. Individual member concerns regarding any aspect of organizational performance will be directed to the appropriate staff member or Chief Executive and not to the Board.

An important expectation of the Board is that the CEO will ensure the Board is informed in a timely manner of issues, problems or concerns to the members and/or legal issues that the Board will likely have to address.

The Members

The members of a society are those persons who have met the criteria for membership as outlined in the Societies Act or the society’s bylaws. As a whole, the members are the ownership of the society, having the legal authority to elect the Board of Directors.

Persons who are members of a society may join for a variety of reasons. Some join to support the purpose of the organization, some join because membership provides benefits and some are required to join in order to practice in their chosen profession. Regardless of one’s reason(s) for joining, each individual is likely to have some expectations of the organization and the Board that governs it.

One expectation is that the members get to elect those who will be Board Directors. This is established in the society’s bylaws and usually takes place at the society’s annual general meeting (AGM).

Another expectation is that members should expect to receive sufficient advance notice of the date of the AGM, its location, the agenda (including the slate of persons being nominated for election to the Board), reports on the organization’s performance during the past year and an audited financial statement for the past year.

Members should also expect to hear from the Board and the CEO throughout the year on the issues the organization is addressing or will have to address in the future, any legislation that will affect the organization and its members, new programs or services that the organization will be introducing, changes to any rules or regulations affecting members, requests for feedback on actions it is planning to take during the year, and submission of member issues or concerns.

Members should also expect that the operational component of the organization will keep them informed of any changes in laws, rules and regulations that affect how they conduct their work. They can also expect to be kept informed about when membership dues and other fees are due and payable.

While members might expect that they can call on individual Board members to help them with problems or issues they are experiencing with the organization’s staff, they need to know and understand that this is not the role or purpose of a Board Director; therefore, they should avoid calling on Directors for this type of assistance.

Members can expect to have access to organizational resources to get help in explaining or interpreting laws, regulations and Board policies.

Members need to understand that the Board is obligated to act in the best interests of the organization and there may be decisions or actions taken by the Board that will not please or satisfy some members. While the Board should do its best to meet members’ expectations, there will be instances when this may not be achieved due to legal requirements or because the Board must act in the best interests of the organization.