GABRIEL DUMONT INSTITUTE INC.

SEMINAR

FOR

THE METIS NATION OF SASKATCHEWAN
LMMBoards] - ???

GABRIEL DUMONT INSTITUTE INC.

SEMINAR

MEETING MANAGEMENT

for

THE METIS NATION OF SASKATCHEWAN

Provincial Metis Council

L.M.M.Boards.

February 19-20, 1994

May 10, 1995

Anne Dorion, BEd

Delivered by: Robert D. Armstrong, FCGA

EFFECTIVE MEETINGS

Objective:

To provide training in the effective conduct of Board and Committee meetings. Emphasis will be on meeting behaviour and understanding roles and process.

Agenda:

(Asterisks indicate major areas of weakness often encountered)

1.0 Refresher on Role and Duties of Board – Link to Meetings

2.0 Do you really need a meeting?

~~Delphi~~
Fax
Teleconference

3.0 Why things go wrong:

Contrary to values
Hidden functions
Vague decision rules
Lack of training**
Lack of preparation***
Self–fulfilling prophecy
Trivia/detail/re–doing committee work
The "contribution" trap

4.0 Behaviour:

Attendance
Games people play
Myths
Abilene Paradox
Language traps (Straight talk, "shouldism", war stories, "I" not "We", etc.)
Hidden agendas & the Devil's Advocate***

5.0 Things that help:

Roles not personalities*
Orchestra
No more reports
No new business

6.0 The types of meeting business:

Announcement
Decision (Consent agenda, working agenda)
Discussion

7.0 Meeting rules:

Agenda Planning – 1/2 way between meetings all info to scheduler
Futurity – 1/6 past, 4/6 current, 1/6 future
Agenda delivery – 3/4 point between meetings
Agenda structure: 1/3 warm–up, 1/3 real work, 1/3 decompression
Agenda Bell
Agenda content rules (specificity, expectations, limit)
Committee Report/decision format – cover sheet
Minutes – agenda–relevant content
Integrity of agenda – whose responsibility
Temporal integrity
Decision audit – Evaluate and congratulate!

8.0 Meeting dynamics:

Chair	–	Evoking synergy
	–	Modelling behaviour, objectivity
	–	Vision and direction, not pet ideas
	–	Delegation
	–	Conductor
	–	Preparation
	–	Even–handed facilitator
	–	Rules of Order, value and limits (Most common)

Members	–	Preparation
	–	Lateral facilitation
	–	Essential participation
	–	Supporting & differing
	–	Accountability for assignments
	–	Loyalty
	–	Who do I represent?***
Staff	–	Research/knowledge synthesizer
	–	Writer/documenter
	–	Coordinator/manager
	–	Aid to the chair
	–	Educator

9.0   Meeting logistics:

Physical surroundings
Interpersonal relations
Organization

10.0   Decision rules:

Rational process

11.0   Conclusion

1.0 REFRESHER ON ROLE AND DUTIES OF BOARD – LINK TO MEETINGS

As directors, you have fundamental responsibilities to society as well as to your members:

- Trusteeship
- Duties

Looking at the volunteer organization, we see that one of the main roles of leadership is to accomplish the organizational mission through the balanced use of volunteer and staff resources.

The border between the policy/administration roles of board/staff are not always easily identified. The area of most confusion is usually in that of program implementation. That which is not clearly policy–making or approval, or routine administration is ground normally shared by staff and volunteers in a balanced organization such as yours, with ultimate deference to the authority of the Board.

Policy divides into:

- Mission–related policy (Research, program, planning, etc.)
- Administrative policy (How resources are routinely used)
- Governance policy (How the constituents are represented)

The specific roles of the board are:

Principal

- Policy formulation
- Advocacy
- Public relations

Process

- Planning
- Legal compliance
- Resource management

So what has this all got to do with meetings? Well, meetings of boards and committees are one of the principal ways in which we accomplish some to these roles. At the Board level:

Policy approval
Policy development (Usually at the "tuning" level)
Monitoring of:

> Resource management
> Legal compliance
> Plan implementation

At the committee level:

Plan development
Some plan implementation
Policy alternatives – formulation
Plan monitoring and control

The Executive committee is a mini–board, tasked to execute the policies and directions of the board between its regular meetings.

In a healthy organization, the Executive committee's role does not replace the board or committees. Should that happen, then directors become disenchanted with their role.

How does work get done? It is important to understand that meetings are central to the management of work, but ultimately work is done by individuals. This means two things to the voluntary organization:

▶   You must have clear unit and individual roles and accountability processes.

▶   The collective activities (meetings) must be effective in facilitating individual work.

Now we are going to spend some time on the mechanics of meetings. Remember that most of the following material is generic to meetings at any level, but there will be some variability of style with the type of committee, board, etc.

2.0 *DO YOU REALLY NEED A MEETING?*

Effectiveness = Quality of decision processes x Degree of acceptance, or consensus.

This implies that there may be times when the synergistic value of a meeting may be sufficiently low to merit consideration of one of the following alternatives:

Delphi forecasting   –   If you are simply trying to get the best estimate of a future trend.

Fax   –   Ask for feedback

Teleconference   –   Known to be more effective in fact–based decision–making.

3.0 *WHY THINGS GO WRONG*

Policy Agenda – Allowing strictly political issues to impede the effective progress of the Board's duties.

Hidden functions – bringing forth representation issues, pluralism = conflict with organization's main purpose. Others may not know what is going on.

Confusion of roles – Tending to drift into the comfortable (administration) and be unfocussed on mission–oriented policy.

Vague decision rules – Effectiveness motive is absent, $ resource concern is paramount. Can't always identify the source of conflict. This includes the inexperience of members in relating decisions to the mission and goals in a balanced way.

Lack of training** – Directors are transitory, and if there is no manual, board orientation, and gradual development, it likely that they will try to do their best. This may involve incorrect notions of how to behave, or it could lead to a parochial focus. This also includes lack of leadership control by the chair or other members.

Lack of preparation*** – What a disappointment for those who work so hard to get ready for a board meeting, when a few, or even one person who has not prepared, drags the meeting out by:

- ▶ Asking for a review
- ▶ Asking questions obviously covered by the advance kit
- ▶ Forcing the meeting to do some of his pre-meeting work at the meeting
- ▶ Not getting caught up by eading minutes of meetings he missed
- ▶ But worst of all, not com leting his assigned action items on time.

```
WARNING

If you allow this behaviour to continue, it can be
 contagious!!!

If you allow this behaviour to continue, it can cause
 effective people to resign!!!
```

Self-fulfilling prophecy – the fact the volunteer board carry out obscure work in complex milieu with shared resources, sometimes is fuelled by the additional assumption that meetings are doomed to get off track etc. The best way to counter this to nip it in the bud and aim for high meeting effectiveness.

Trivia/detail/re-doing committee work – conceptual management and governance is difficult, and results in the stated behaviour as a substitute for knowing what to do:

- ▶ It is especially difficult if you haven't prepared, don't understand, are new, or feel you have to say something. This is known as the "contribution" trap.

- ▶ It may also be driven by a false conception that the sector you represent must be served by speaking up.

- ▶ Is a danger in associations of professionals who have a penchant for detail (Lawyers, accountants, science, etc.)

The key is structuring the association so as to be able to delegate work (ie: to a committee), and then delegating, followed by appropriate action on delegation (acceptance of recommendation, direction for further work, etc.). It is not appropriate to confirm the process and details of committee work, otherwise the purpose of delegation is defeated!

Business arising out of the minutes

- ▸ Correcting punctuation, spelling, minor wording in minutes of last meeting (send a note to staff person responsible).

- ▸ Asking questions which could have been resolved by a call to staff or committee beforehand.

4.0 BEHAVIOUR

Attendance – Chronic lateness is an attempt to communicate something. Chronic absenteeism indicates an inability to fulfil commitments. Neither should be rewarded by reviewing.

Leaving early doesn't work for symphony orchestras, and isn't helpful at group meetings. If you see this happening, it may be a sign that your meetings need too be revitalized.

Games people play – People play style games at meetings to avoid dealing with reality, or sometimes because it is expected or real group culture. This is relatively easy to stop, by the leader if he has the will, but often it is difficult to know that it is going on! Here are some games:

The team must never be in error

- ▸ Today's miracles   –   Anything of difficulties, needs, or anticipated problems is screened out.

- ▸ How hard we have it   –   The presentation consists of explaining how the speaker managed to overcome hazards and hard times.

▶	How hard we work	–	One must also suffer a bit, one must give his work his all, one must be at it night and day.
▶	Under the rug	–	The object is to successfully sweep -- and keep -- problems under the rug.

Blame and bash games

▶	If it weren't for them	–	Shifts responsibility for what isn't happening onto someone else.
▶	Blemish	–	The "Yes, but ..." technique.
▶	Shoot–out	–	Sniping at each other. This game, too, avoids dealing with real issues.
▶	Gotcha	–	You goof, and we jump up and down on you.

Pity games – players of such games as "poor me" and broken legs" are dumb like fox.

▶	Kick me	–	The way to cure this player is simply to refuse to kick.
▶	Breathless boss	–	The crux of the game is his pretence of having everything covered, which is rarely the case, and of being too busy to deal with other people's needs -- at a meeting or elsewhere.

Abilene paradox – the fear of being ostracized often prevents courageous action. Many members may actually feel that a certain direction may be wrong, but are uncertain for whatever reason. A related disease – conservatism – the fear of doing something risky or different, can paralyse a Board for years.

```
"We've always done it this way
 Why should we change now?
 This could fail"
```

Language traps – (are sometimes indicators of the conservatism problem: "shouldism", war stories "I" not "We", Devil's Advocate***, etc.)

5.0 THINGS THAT HELP

*Roles not personalities** – People tend sometimes to adopt "persona", as though they were on the stage. Often these behaviours don't even reflect the individual's real potential or contribution. So stick to the performance aspect when judging a person: How are they meeting their role requirements? Don't get caught up in individual idiosyncrasies. At times we all want to play psychologist, but you will be more productive by trying to focus "crazy" people on their required results.

No more reports – Do not schedule reports unless there is <u>action</u> arising (Motion required, decision, announcement) otherwise someone is likely to submit a report and launch off into any of the games described above. If it is important to describe committee activity, it can be attached to the meeting notes for people to read.

No new business –

```
Discussions around new business are usually the most
  unproductive of all
```

because no one has any information, so they revert to discussing all aspects of the issue to look good. Usually no decisions are made and the time is wasted on interesting topics, with little synergy achieved.

New business items should be put on the agenda ahead of time with the appropriate background information. If there isn't time, then there isn't time for a high–quality decision.

Agenda grouping by the types of meeting business:

Announcement items
Decision items (Consent agenda, working agenda often best in order of priority)
Discussion items

Silent Sam

Sally Stall

Arthur Angry

Tillie Talker

Donna Diverter

Peter Problem

Sol Solution

Chris Controller

Bill Blocker

Dick Decider

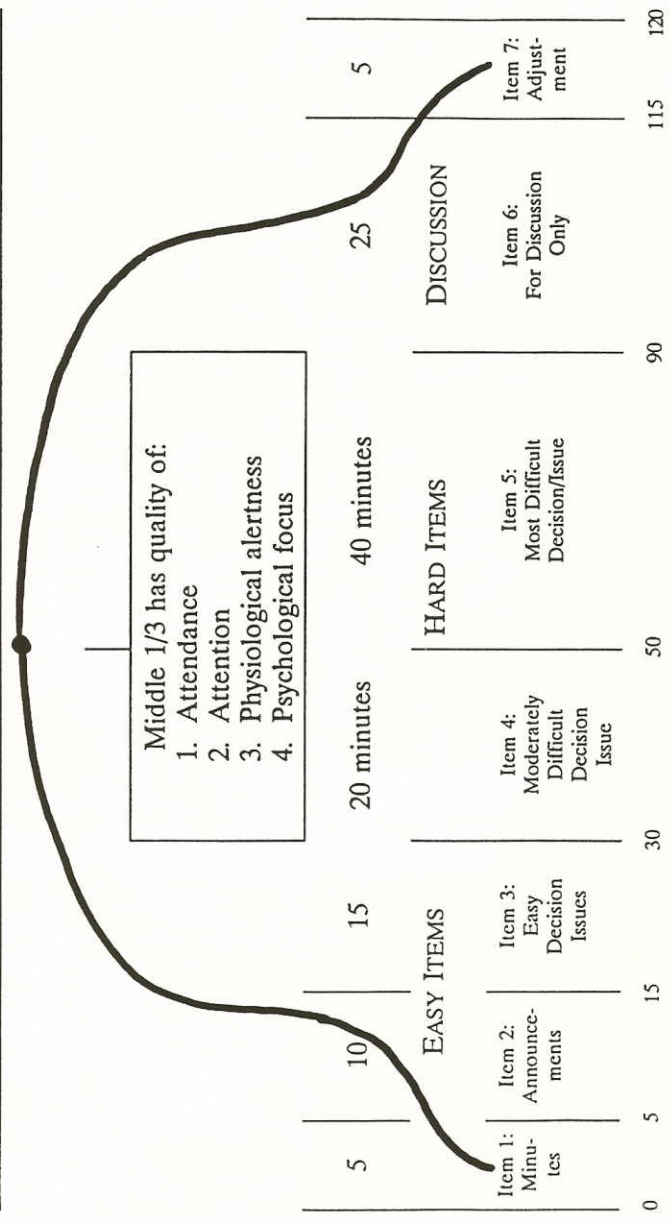Wilma Worrier

Ricky Region

Bobby Builder

6.0 AGENDA RULES

- Agenda Planing – 1/2 way between meetings all information should be delivered to the meeting scheduler for agenda construction.

- Futurity of agenda items – 1/6 past, 4/6 current, 1/6 future.

- Agenda delivery to members – 3/4 point between meetings allows for study, proactive work, completion of action items, and questioning staff or committee members on points of concern.

- Agenda structure – 1/3 warm–up, 1/3 real work, 1/3 decompression.

- Agenda Bell (See Figure attached).

- Agenda content rules:

    – Specificity, expectations, timing
    – Consent agenda – cluster together straightforward items and call for block vote.

```
Example:   1.   Development Committee Proposal:

                Proposal (attached) to conduct Board training
                - $500
                Decision required -- 10 minutes
```

- Committee Report/decision format – cover sheet. This tool ensures that the proposing agency/person creatively thinks of alternatives which serves two ends:

    – It reduces the tendency to say ("Have you thought about ...")

    – It eliminates rubber stamping by the board, by presenting options.

8

THE AGENDA BELL

Middle 1/3 has quality of:
1. Attendance
2. Attention
3. Physiological alertness
4. Psychological focus

EASY ITEMS   HARD ITEMS   DISCUSSION

Item 1: Minu-tes
Item 2: Announce-ments
Item 3: Easy Decision Issues
Item 4: Moderately Difficult Decision Issue
Item 5: Most Difficult Decision/Issue
Item 6: For Discussion Only
Item 7: Adjust-ment

5   10   15   20 minutes   40 minutes   25   5

0   5   15   30   50   90   115   120

7.0 MEETING RULES

- ▶ Minutes – The minutes should be agenda–relevant content minutes. There is not need to record every work of dialogue. However it is important to record all decisions directions, policies, interpretations, and formal motions. It is inappropriate to add anything not discussed by the whole body.

- ▶ Integrity of agenda – whose responsibility? – Everyones'! By sticking to the agenda and not missing anything, people will be motivated to prepare, attend, discuss, stay, and return.

- ▶ Robert was a US Civil War General. His rules of order are useful in large unwieldy, process–dominated situations but they should be suspended for working sessions.

- ▶ Temporal integrity. Start and end on time – period! By not starting on time, people will say to themselves, "I've got a few more minutes because they never start on time" – very demotivating for those who are punctual. Planning and meeting control allows you to do this.

- ▶ Decision audit – Evaluate and congratulate! Post–analysis of decisions has high utility in that it can improve the process of decisions in the future. This has to be done objectively, and must not include an air of recrimination on bad decisions.

- ▶ Set meeting norms as a group at your first meeting. Post them at each successive meeting and sick by them (See Meeting Dynamics following).

But more important, is the recognition of appropriate decisions particularly when they have been contentious, and made with potential risk. This style can reduce somewhat the tendency to conservatism in decision–making.

COMMUNITY LIAISON COORDINATOR   (Out of scope)

The Community Liaison Coordinator will have the following general duties and responsibilities:

- ► To work in conjunction with the Training Coordinator to evaluate training plans.

- ► To assist in the collection of pertinent data for assessing training needs and developing training needs.

- ► To make recommendations regarding training programs to meet training needs.

- ► To work directly with LMMB's and managers in each area.

- ► To liaise with employers in general and to establish links for the purpose of work experience or practicum placement.

- ► To facilitate apprenticeship opportunities.

- ► To liaise with SETE managers in student work programs.

- ► To work with Métis locals to develop relevant community based training and training placements.

- ► To liaise with HRD, for the purpose of accessing resources for training, support and placement for prospective or current students.

- ► To develop regional training programs in conjunction with LMMB's, Community Colleges, SETE, HRD, SIAST, RMMB's, (province wide).

- ► To liaise with Metis Affiliates.

- ► To liaise directly with Metis Employment Centres, (Pathways), and other organizations such as the Introprovincial Association on Native Employment, the Northern Labour Market Committee, etc.

8.0 MEETING DYNAMICS

Establish the rules: Everyone should become conversant with the leaders meeting management rules. They should be reviewed at the outset of his term, circulated to members, and periodically revisited:

> ► We will start and end on time.
>
> ► We will stick to the agenda order and timing.
>
> ► We will speak one at a time, and remain on topic.
>
> ► We will deal with only one subject at a time.
>
> ► We will not have side conversations.
>
> ► We will decide by majority vote, but must seek the consensus of those most knowledgeable and involved in each issue.

<u>Chair</u>

– Evoking synergy – a major accomp ishment.

– Modelling <u>behaviour,</u> others usually follow, (and sometimes end up in abilene).

– Objectivity.

– Vision and direction, not own ideas.

– Delegation – as soon as it is apparent that there is no further discussion utility because of a lack of information, cut it off and assign the data collection. Make sure the chair is not delegating everything to himself.

– Conductor – move it at the right speed. Call for reasonable discussion, then move for a decision.

– Preparation – full understanding of issues and options.

- Even–handed facilitator – evokes the best from everyone, without negative remarks or body language. Make sueveryone has the opportunity to speak even if they don't use it.

- Crystallize the decision. Even if this is premature, it will produce fresh alternatives.

Controlling Discussion

Stop:

▸ Sarcasm ("Your sarcasm is having this effect ...")

▸ **ZIP–ZAP** or "Gotcha" ("How does that address our problem?)

▸ Intimidation ("Steamrollering doesn't mean we're right, let's listen to Mary")

▸ Garrulous:

G1 – Story teller, uses infinite detail

G2 – Report reader

G3 – Sidetracker, minor branching or totally off–topic

G4 – Unprepared

G5 – Repeater, covers old ground again, may be difficult to recognize as they use different wording the second/third time around

G6 – Rooted in Granite, won't budge, won't listen

Techniques:

►   Simply interrupt

►   Remind them that they are straying from mission

►   Force speakers to finish one thought at a time

►   Invoke closure ************************************

►   Move on to a new issue

Emphasize:

►   Positive accomplishments

►   The overall mission, or relevant goal *****

►   Become client–centred

►   Turn negatives into positives (Rephrase 'kernel of good')

Members

−   Preparation − above all, do your homework!
−   Lateral facilitation − help out the chair
−   Essential participation − take initiatives
−   Active listening, supporting & differing (Insert notes here)
−   Accountability for assignments − What if the pilot goes to sleep?
−   Loyalty and solidarity − outside the meeting
−   Who do I represent?***

This has become a major issue in non–profit organizations. It is sometimes difficult in confederations for members to fully understand their role on the Board. Since a board is elected or appointed to represent all the members, directors are expected to exercise their prudence and judgement on behalf of them.

Unfortunately, the Board meeting can be seen as a forum for continuing to debate constitutional political or organizational issues. This confusion is usually caused by two factors:

► By charter, appointments are often made by the regional sub-units of the parent organization, who may be independently chartered such as the Metis Society, in our case. The appointment is then confused with a responsibility to funnel local points of view to the provincial board. We have all seen how this fails to accomplish much on the level of our provincial government except feeble compromise. But when members act creatively and courageously with the interests of the greater membership at large, then vision can be sustained and mission accomplished.

A useful technique is to prominently post the mission state-
ment at every meeting, and seek "Mission-mindedness" by
constantly testing decisions against it.

► Develop a Mission statement for your Board. It should be a very brief (perhaps 3 or 4 sentences maximum) to state clearly the purpose of the Board.

What rules can the delegate follow, to help decide what is appropriate and what is not?

► Is the greater good of members of the public served by the decision?

► Are there alternate paths for resolution of the local position?

► Is it possible that one position or the other is transitory?

► Is the decision revocable/is a trial period appropriate/is there a sunset clause, or a "kill" trigger?

► Can exceptions be made?

13

CONTROLLING DISCUSSION

Things To Stop:

Drifting from policy to administration:

> *Script:* (Member) . . . "Now that we're about to approve this budget, shouldn't we have a motion to approve individual capital items as they arise, just to add some extra control?"

Response: ("You are now talking about administrative policy and detail which are the functions of the Executive committee (Control) and the Administrative Committee (Admin policy and procedures).

<div align="center">or</div>

("That control is already in place.")

Sarcasm:

> *Script:* (Member) . . . "I don't know what the fundraising committee does down there except have a good time at press conferences, why should we approve their budget?"

Response: ("Your sarcasm is having this effect . . .")

("How does that advance the cause? Let's move on")

("Your remark is out of order!")

Zip-Zap or "Gotcha":

> *Script:* (Member) . . . "I've been telling you all year that the direct mail program won't work, now look at this mess on the financial statement!

Response: ("How does that address our problem?)

("We all approved the plan and controlled it. The project didn't work and instead of recriminations, let's choose a course of action to:

a) Contain the damage
b) Improve our next decision

Intimidation:

Script:	(Member) . . . "I know more than you do about this and I'm telling you, that program idea is stupid and won't work"

Response: ("Steamrollering doesn't mean we're right, let's listen to Mary")

("That choice of language is unhelpful and out of order")

Garrulous Speakers:

G1 - Story teller, uses infinite detail

Script:	(Member) . . . "Back when we . . ."

Response: ("You did a good job in those days, but what do you want us to decide")

("(Interrupts) Excuse me, but time is short, can you summarize in a question or request for action?")

G2 - Report reader

Script:	(Member). . ."I'd just like to give you some background to our committee's proposed motion . . . (reads on)"

Response: ("We've all had a chance to read your report, and I'm sure questions may be raised in "Discussion")

("You've done a great job, not only on the committee project, but on such a thorough report, we have no questions. Let's vote to receive it!")

G3 - Sidetracker, minor branching or totally off-topic

Script 1:	(Member) . . . "While we're looking at the year-end financials, what did we ever do about the photocopier renewal?"

Response: ("That doesn't need the board's attention now")

("That's a tactical, or staff-level detail, not for us")

G3 - Sidetracker, minor branching or totally off-topic (Continued)

Script 2:	(Member) . . . "This has nothing to do with what we're talking about but I'd really like to say . . ."

Response: ("Why not save that for the discussion period?")

("Remember our meeting rules - no new business!"

Script 3:	(Member) . . ."This isn't on the agenda, but if we don't do something about the action by . . . we'll be in big trouble. We've only got one choice as far as I can see, sue them!"

Response: ("Who is the responsible person to produce the analysis and options? How soon can we expect them to report, and to who?")

("I suggests that a team of _____ and _____ look into this right after the meeting" or "the executive committee is aware of it")

G4 - Unprepared

Script:	(Member) . . . "I haven't had time to read the education committee report, but I don't think its smart to market this program to Africa"

Response: ("It's fair on this motion to hear from those who have studied the complex proposal, otherwise we'll spend a great deal of time covering old ground. Is there anyone else to comment? No? . . . Those in favour? . . .")

G5 - Repeater, covers old ground again, may be difficult to recognize as they use different wording the second/third time around

Script:	(Member) . . . "As I said before, and maybe I didn't explain myself well, . . ."

Response: ("Before you go on, let's see if the others understood you")

("No need to repeat, call the vote")

G6 - Rooted in Granite, won't budge, won't listen

Script:	(Member) . . . " This idea is impossible, Our province won't vote for it"

Response: (" . . . . ")

G7 - Several ideas

Script: (Member) . . . " I don't think we should accept this plan, send it back to committee, but their idea about the budget cuts is good we should do that, but we should also contact the members to see what they think about this, why not a special edition of the newsletter . . . and . . ."

Response: ("Let's stick to the issue here, is there any further information we need to vote on the committee proposal?")

G8 - Won't Quit

Script:	(Member) . . . "I know you all just voted "yes" on that motion but I don't think this is a minor matter, we're going down the wrong street..."

Response: ("The issue is moved, let's go on to the next. Perhaps you can detail your concerns in writing for the committee to consider")

G9 - Very negative and long-winded, but on-topic

Script:	(Member) . . ." . . . ."

Response: ("There's an idea in what you've said that builds directly on the mission, and I think we should try to expand on that part of your comments.")

WORKSHOP
(Continued)

Make up your own pet peeve about meeting behaviour in a script form, and we'll see how others deal with it!

Script: (Member, or Chair)...." _____

_____

_____

_____

_____

Response: _____

_____

_____

_____

WORKSHOP

CONTROLLING DISCUSSION

Things To Stop:

Drifting from policy to administration:

Script:	(Member) . . . "Now that we're about to approve this budget, shouldn't we have a motion to approve individual capital items as they arise, just to add some extra control?"

Response: ("You are now talking about administrative policy and detail which are the functions of the Executive committee (Control) and the Administrative Committee (Admin policy and procedures).

<center>or</center>

("That control is already in place.")

Sarcasm:

Script:	(Member) . . . "I don't know what the fundraising committee does down there except have a good time at press conferences, why should we approve their budget?"

Response: ("Your sarcasm is having this effect . . .")

("How does that advance the cause? Let's move on")

("Your remark is out of order!")

Zip-Zap or "Gotcha":

Script:	(Member) . . . "I've been telling you all year that the direct mail program won't work, now look at this mess on the financial statement!

Response: ("How does that address our problem?)

("We all approved the plan and controlled it. The project didn't work and instead of recriminations, let's choose a course of action to:

a) Contain the damage
b) Improve our next decision

G3 - Sidetracker, minor branching or totally off-topic (Continued)

Script 2:	(Member) . . . "This has nothing to do with what we're talking about but I'd really like to say . . ."

Response: ("Why not save that for the discussion period?")

            ("Remember our meeting rules - no new business!"

Script 3:	(Member) . . ."This isn't on the agenda, but if we don't do something about the action by . . . we'll be in big trouble. We've only got one choice as far as I can see, sue them!"

Response: ("Who is the responsible person to produce the analysis and options? How soon can we expect them to report, and to who?")

            ("I suggests that a team of _____ and _____ look into this right after the meeting" or "the executive committee is aware of it")

G4 - Unprepared

Script:	(Member) . . . "I haven't had time to read the education committee report, but I don't think its smart to market this program to Africa"

Response: ("It's fair on this motion to hear from those who have studied the complex proposal, otherwise we'll spend a great deal of time covering old ground. Is there anyone else to comment? No? . . . Those in favour? . . .")

G5 - Repeater, covers old ground again, may be difficult to recognize as they use different wording the second/third time around

Script:	(Member) . . . "As I said before, and maybe I didn't explain myself well, . . ."

Response: ("Before you go on, let's see if the others understood you")

            ("No need to repeat, call the vote")

Make up your own pet peeve about meeting behaviour in a script form, and we'll see how others deal with it!

Script: (Member, or Chair)...." _____

_____

_____

_____

_____

Response: _____

_____

_____

_____

Regrettably, local appointees may be held to account on parochial interests by the nominating group. This is inappropriate because the Director is responsible to authorities, the public and members–at–large for his conduct and trusteeship while a member of the Provincial Board. A partial solution is to use a "statement of expectations" which is understood by the nominating body, and signed in acceptance by the delegate. This would clearly require him to put the mission of the Provincial body foremost.

Staff

- Research/knowledge synthesizer – information manager/ for the committee, helps digest and interpret it. May develop options and alternatives with impact statements for the committee.

- Writer/documenter – decisions and plans

- Coordinator/manager – main implementer of plans and policies

- Aid to the chair – meeting, agenda and reports

- Educator of the board

9.0   MEETING LOGISTICS

- ► Physical surroundings

- ► Interpersonal relations

- ► Organization

10.0 DECISION RULES

We will decide by majority vote, but must seek the consensus of those most knowledgeable and involved in each issue.

We will use a rational process:

► Analyze situation.

► Set objectives.

► Develop alternatives.

► Evaluate consequences.

► Make a mission−centred decision.

11.0 *CONCLUSION*

The need to apply these rules and techniques varies with the size, type and maturity of the group. It is the leader's job to decide how and when to apply them. Effective meetings don't just happen, they require plenty of preparation, training and experience in trying out various methods.

In a voluntary organization, we have no power over members. They have to want this type of orderly meeting process, and with time they will appreciate the benefits and end up having fun!

BIBLIOGRAPHY

1. Perry, H., The Board: A winning Team – An Orientation Book for Every Director on the Board of a Non–Profit Organization, 1990.

2. Dunlop, J., Leading the Association: Striking the Right Balance Between Staff and Volunteers, The Foundation of the American Society of Association Executives, 1989.

3. Conrad, W. and Glen W., The Effective Voluntary Board of Directors, The Institute of Voluntary Organizations, 1976.

4. Dunsing, R., You and I have simply got to stop meeting this way, AMACOM, 1976.

5. Watts, R., The Role of Volunteers in Non–Profit Organizations, Canadian Society of Association Executives, 1990.

14. Tropman, J., Development and direction of Boards of Directors, The Canadian Centre for Philanthropy, 1991.

Meeting Evaluation

This form will help you evaluate a working meeting (as opposed to an information meeting). Select a meeting you want to evaluate. Circle the number on the scale that best expresses your view of the typical level of that behaviour or characteristic. You may want to survey the entire meeting group, or only the leader, or a couple of other participants. Evaluations may or may not be anonymous.

MEETING CHARACTERISTICS AND BEHAVIOURS

1. Goal

0	1	2	3	4	5
None set; irrelevant or trivial items only			Well-defined, clear, sharpened by the group		

2. Roles of Participants

0	1	2	3	4	5
Not known what to contribute, extent of involvement			Meeting output known, limits known		

3. Value of Meeting in Reaching Goals

0	1	2	3	4	5
Goals best achieved outside a meeting			This meeting and this group best for purpose		

4. Priorities Set

0	1	2	3	4	5
None set; all have equal weight			Clear delineation of relative importance		

5. Sense of Time

0	1	2	3	4	5
Much time wasted on trivia			Best time-fit between group focus and issue needs		

6. Straight Talk

0	1	2	3	4	5
Much fuzzy talk, undefined motives			Issues set up; positions and wants clearly stated		

7. Closure of Topics

0	1	2	3	4	5
Topics end, but decisions and action left unstated			All debate ends with a conclusion, decision, or assignment		

8. Leadership Assumed

0	1	2	3	4	5
Left in the air, with goals and roles not in focus			Assumed by leader or led as needed		

9. Participant Commitment

0	1	2	3	4	5
Each marks time, stays aloof protects self-interest only			Each supports groups effort, accepts decisions		

10. Participant Utilization

0	1	2	3	4	5
Some dominate continually; quiet ones not lapped			Each shares skill and insight as appropriate		

11. Procedures and Rules

0	1	2	3	4	5
Many applied to excess, with high need to control behavior			A few used to set boudaries, keep on track		

GABRIEL DUMONT INSTITUTE INC.

SEMINAR

BOARD EFFECTIVENESS

for

THE METIS NATION OF SASKATCHEWAN

LMMBoards

February 19-20, 1994

Delivered by: Robert D. Armstrong, FCGA

A G E N D A

1. *Introduction – "Why you are here"*

- ► The mixture of goals in every volunteer – what is essential

- ► The general duties and responsibilities of elected or nominated directors

- ► The seriousness of duties

- ► Assessment of organization climate

- ► Achieving synergy through real teamwork

2. *Unique Aspects of Voluntary Services Versus Employment in a For-Profit Organization*

- a. How associations/societies differ from other organizations (Role of staff, committees, decisions, activity of directors): Marketing, Governance, Resources and staff relationships

3. *Organization and Functions*

- a. The organization of an Association Board – the purpose of the various elements of the board

- b. Accountability and problem–solving
  – What is accountability?
  – Who is responsible to whom?

- c. The management process – how issues emerge, are identified and dealt with

- d. The role of staff
  – Chief Staff Officer
  – Other

i

4. *Leadership Balance*

a.   Balance of power – what trends are in other non–profits

b.   Effectiveness – the model that works

5. *Role of the Board (How duties are accomplished)*

a.   How the policy and executive processes differ from each other and from implementation.

b.   Description of the roles – policy and process, how to avoid confusing the two.

c.   What are the necessary ingredients for a good Board.

d.   The role of board members and Board meetings vs. committee work.

e.   Regionality – whom do you represent?   How should it affect your behaviour?

f.   Strategic Plan – The ultimate policy.

6. *Board Effectiveness*

►   What kind of a board are we?

►   Self–assessment of areas for improvement

►   A brief review of the structure, and management of board meetings, directed at improving individual effectiveness.

7.   *Specific Roles and Performance of Board Volunteers*

a.   Your role as a Director – some specific duties, and how to maximize the entire board's effectiveness as well as your own – keeping on track.

b.   Your role as Board Chair

8.   *Volunteer–Staff Relations*

- Understanding the purpose, workloads, motivations and constraints on staff
- How to get the best results with staff
- What staff should expect from you

9.   *Role and function of Committees*

- How the committee is distinct from the Board, its purpose
- What makes committees effective
- As an individual, what you can do to make it better

10.   *Conclusion*

- The characteristics of a good board
- Future trends in boards

APPENDICES

PREFACE

The purpose of this seminar is to provide newly elected Board Volunteers with an outline of the scope of activity they are about to face. Since every association is different in the way in which the Board executes its stewardship and leadership functions, I have prepared this document based on generally accepted principles of association management which have been effective for the majority of successful associations. Naturally there will be cases where some of the terminology, emphasis, or management practice used here are not similar to your organization. It is important to have your Chief Staff Officer indicate these areas to you. For those with previous Board experience at a local or regional level, there is still merit in using this text as a refresher, and as a guide to some of the differences that may exist in national volunteer organization. In general, the author has assumed that the new Board member–reader may have no previous experience apart from ordinary membership in an association.

This booklet is not intended as a universal Board orientation or committee manual. Associations must take the time to induct volunteers carefully and orient new Board members to those procedures unique to their organization, and enrol them to their purpose.

Standard CSAE terminology is used for the most senior volunteer, Chief Elected Officer, (CEO), and for the most senior staff person as Chief Staff Officer, (CSO). For purposes of brevity, the masculine gender is used to reflect both female and male roles, such as in "Chairman".

The words "association" and "non–for–profit" organization are used interchangeably to describe any non–business, non–governmental society or alliance of individuals or sub-groups.

1. *Volunteerism*

You have joined the ranks of those across the country who voluntarily give of themselves to help non–profit organizations to fulfil/meet their goals. You will find your new role as a volunteer to be both exciting and challenging. Volunteers will gain a strong sense of satisfaction and self worth, knowing their efforts are directed to improving the personal welfare of others, the status of a profession or the health of an industry/business sector. In this sense, volunteerism is the essence of a caring society. It is a means of maximizing the opportunities available to those who have encountered obstacles of various kinds. Your skills,

experience and wisdom combined with that of association managers and your peers will result in a solid contribution to the advancement of the organization's purpose. A secondary, but significant benefit to you will be the experiences you will gain and the personal growth that will result from a dedicated approach to voluntary service.

Voluntarism by definition can occur at any level. In it's simplest form it can be a kind gesture towards another individual, or it can take place in the more structured form of serving as a worker or on a board of directors in a volunteer organization.

Volunteerism is a Win/Win situation. Your organization gains by your involvement in that some of the load associated with policy decision–making has been shared. And you, the volunteer win by being a part of this process and in the direction of your group. Also, it can be a lot of fun!

1.1   *What is a Board?*

DEFINITION: A board is a carefully selected group of individuals who serve voluntarily, determine policies and make decisions that guide and support the organization. The members of the Board carry legal and fiduciary responsibilities.

The Key to successful Association Management is a successful balance of <u>goals</u> between:

–   Individuals on Board
–   Staff
–   Association
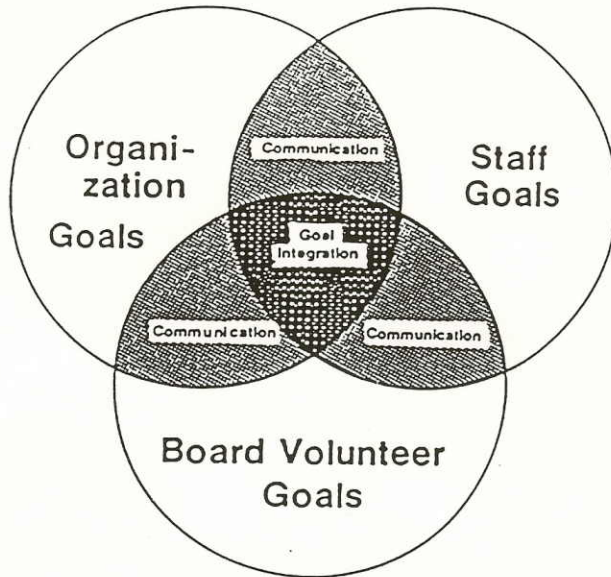
A sign of Board maturity is that through a congruence of goals, the elements recognize common purpose.

This produces commitment, and the phenomenon of,

"OBEDIENCE TO THE UNENFORCEABLE"

A Board never achieves full commitment or goal integration until there is a shift to common purpose understanding, hence the need for a thoroughly good strategic planning and management process, as well as a mature volunteer (board) management program which includes effective orientation, training, recognition and rotation, discussion on the effectiveness of Volunteer Boards has to begin with an understanding of the differences from For–Profit boards.

1.3   *The Purpose and Duties of Boards and Directors*

Over–Arching Purpose

Trusteeship of Civic Purpose

- ► Expectations and trust of the public
- ► Special status

Duties

Management duty	Sole responsibility
Fiduciary duty	Honesty and good faith
Duty of care	Reasonably prudent person
Duty of diligence	Acquainted with all business, policy, tasks
Duty of skill	Must exercise skill
Duty of prudence	Practical judgement and discrete conduct

Seriousness of Issues

- ► Personal liability

  - – Contracts
  - – Criminal or civil offenses
  - – Wages up to 6 months
  - – Income tax
  - – All other legislations
  - – Acting beyond authority
- ► 6 year statute
- ► Rarely enough insurance
- ► Trend to litigation

4

CHECKLIST

Fiduciary and Legal Responsibilities of Board Members

Board members are responsible for financial, strategic and operational supervision of the association.

Board members are urged to acquaint themselves with non–profit corporation laws. In general, board members can protect themselves from liability through the following actions:

- Exercise reasonable diligence and care in the affairs of the corporation

- Act in good faith in your "business judgement" (you will be allowed mistakes of poor judgement)

- Avoid gross negligence or self–dealing (makes you personally liable if the corporation sustains loss or injury)

- Members oppose any board actions they don't agree with and ensure opposition is in the written minutes (on those issues that will put the Association at risk)

- Place reasonable reliance on the information and reports of other –– but exercise prudence and good judgement

- Attend all board and committee meetings –– show a valid reason for absence

- Are thoroughly acquainted with by–laws and charter

- Keep informed of program activities

- Ensure that statutory or technical requirements are fulfilled (annual reports, withholding taxes, etc.)

- Discourage transactions between the corporation and directors unless conducted entirely openly and with stringent safeguards

- Make no monetary profit unless expressly provided in reimbursement within the by–laws

- Ensure the records of your organization reflect good faith efforts and conscientious conduct.

4a

RESPONSIBLE ELECTED LEADERSHIP

The following list of common complaints about boards of directors gives some indication of why some associations fail to attract good board members, and, when they have them, fail to keep them informed and responsible.

- Lack of representativeness of board members

- No written qualifications for membership

- Over-committed board members

- Poor orientation of new members

- Scanty board education and development

- Little time devoted to evaluation of services and long range planning

- No consideration of trends and legislative issues affecting the organization

- Board decisions limited to fundraising and financial activities

- Poor group or team development

- Failure to view Society/community and its needs as a whole (narrow orientation to association only)

- Self-perpetuating board membership

- Low attendance at meetings

- Little time devoted to evaluation of services and long range planning

- Confusion over policy making responsibilities versus management decisions

- Lack of board clarity on association purpose and consequent inability to interpret purpose to others

- Too much meeting time wasted on trivial matters

- "Rubber stamping" of decisions arrived at by small numbers of board members and/or staff

1.4 Synergy

Synergy is defined simply as:

> "The sum of the parts is greater than the individuals"

In effect, this means that:

> Two plus two equals Five

When we work as a cohesive team, with all participants remaining focused on the issues at hand, we will accomplish much more than we ever could as individuals. This is especially true in the case of an effective volunteer Board. However, it does involve a degree of sacrifice; we must often submit to the majority view and give some ground through a process of compromise.

This means that, at some time, each of us may have to put aside political and regional differences for the good of the Association as a whole. In any highly charged and politicized area, this can be a challenge indeed. But the results from such a position can be very positive and rewarding.

2. Unique Aspects of Voluntary Service Versus Employment in a For-Profit Organization

There are three sectors of human endeavour, the business or for-profit sector, the public sector and the voluntary or non-profit sector. The for-profit sector provides funding for both the public and voluntary sectors. The public sector, funded through taxes and the voluntary through contributions (both financial and manpower) and fundraising programs. there are four major differences between the for-profit organization and that of the voluntary service organization:

AN ASSOCIATION IS NOT A FOR-PROFIT ORGANIZATION!!!

The first difference is the marketing approach. The primary marketing target in for-profit organizations is the consumer or industrial client; a product being only as valuable as the demand for it by the consumer. The marketing target in the voluntary service organization is the member or contributor. Services to the client, and client satisfaction depend greatly on the ability to raise funds to subsidize program costs.

The second difference between these two sectors is in their governance. While for-profit and not-for-profits are both governed by a board of directors which are held liable for the welfare of the organization, there are numerous differences:

► The staff chief executive and senior staff of not-for-profit are rarely board members, although the Chief Staff Officer is usually present at Board and Executive meetings. The necessity for the CSO to use persuasion is a more powerful force for change than that of a single Board vote.

► External committees play a greater role in the functioning of a not-for-profit organization than they do in a for-profit organization.

► Decisions or policies for not-for-profits go much deeper than policies found in for-profit organizations.

► Individual board volunteers implement some of the decisions that they make in NFP's.

The third difference is in measuring results. Corporate goals are more clearly measurable in terms of profit, market share, etc. However, association goals are more generic, global and society oriented making measurement more difficult, but possible.

The fourth difference is found in staff relationships. In for-profit organizations the organizational goal is usually clear. The organization must focus on profit making to ensure its' survival. However, in voluntary service corporations a conflict exists in developing the umbrella goals. The manager and staff service provider tend to focus on services and processes while board members (often from for-profit organizations) focus on management and results. Voluntary sector managers also tend to favour the human relations approach to management rather than setting goals and measuring outcome.

Neither of these styles are negative but because of their divergence from for profit management styles, they are a potential for conflict. A compromise between the two approaches is necessary in a voluntary service environment.

3. *Organization and Functions*

Although the composition and nature of Boards varies according to the strategic purpose and functions of each organization, the following core structures and relationships are normally in place.

6

The association is empowered by a federal or provincial constitution or articles of incorporation and set of by-laws, under which the scope of actions and responsibilities of the association are very broadly defined.

The organization structure describes the type of operating elements, and the assigned principal functions and areas of activity. It does not describe the accountability relationships fully, or the operating dynamics and inter-element communications well enough to be used as a practical tool. The planning and management framework of your organization will explain the information and communication links which allow the elements of the structure to implement policy. You should, however, understand the key elements:

THE BOARD OF DIRECTORS – Directors are the representatives of the members, elected or appointed to develop and oversee the implementation of policy necessary to safeguard and advance the interests and purposes of the organization. In small associations, the Board may carry out the role of Chief Executive Officer.

THE EXECUTIVE COMMITTEE – carried ut the roll of the Chief Executive Officer, a small group of the Board, usually the principal officers, who are delegated the authority of the Board to act where permitted by the by-laws between the regular meetings of the Board. This committee is usually necessary for geographically, culturally, or functionally diverse organizations. In smaller regional or local bodies with narrow focus, the Board may not need to elect this delegate body.

THE STANDING COMMITTEES – a limited number of permanent committees which represent, and are accountable to the Board for, the major functional areas or resource management activities of the organization. ie:

- ▶ Programs and services
- ▶ Resource Development
- ▶ Business management
- ▶ Personnel

The trends today are to use fewer standing committees, and more task force and ad-hoc committees for flexibility and to minimize volunteer usage.

THE SUB–COMMITTEES – are as defined, the subordinate committees of the Standing committees which execute policy.
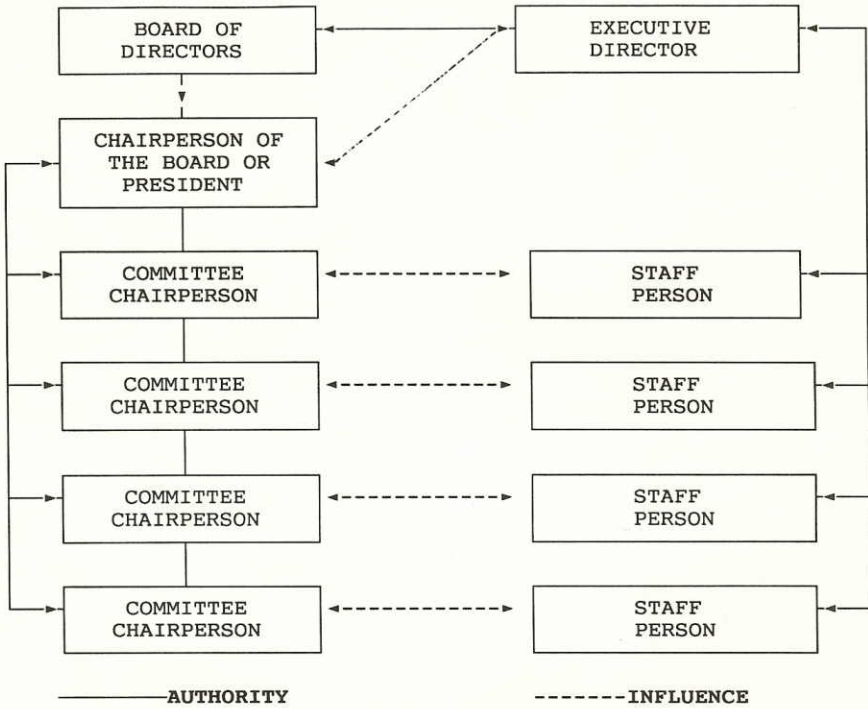
AD–HOC COMMITTEES – are mandated periodically to undertake specific issues which may require the development of policy, or the implementation thereof, and in this regard distinguish themselves from the role of a task force which is narrower, and usually built around the development of a report.

THE STAFF – are those paid persons whose function is to enable the Board and its active members to carry out the policies it develops. The balance of implementation activity between staff and volunteers varies greatly, but the "enabling" philosophy is one which best defines the relationship. The first associations had no staff!

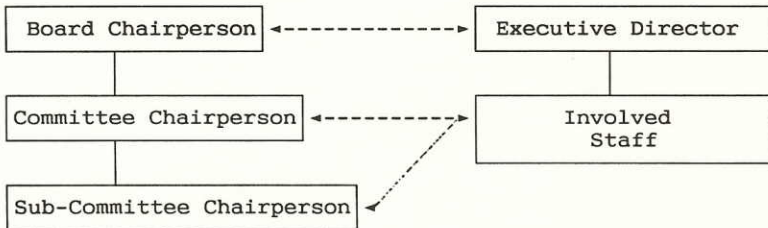**THE MEMBERS** – these may be individuals, organizations, and other associations, or combinations of all. From the members may be selected individuals or delegates to carry out various official or program services of the association.
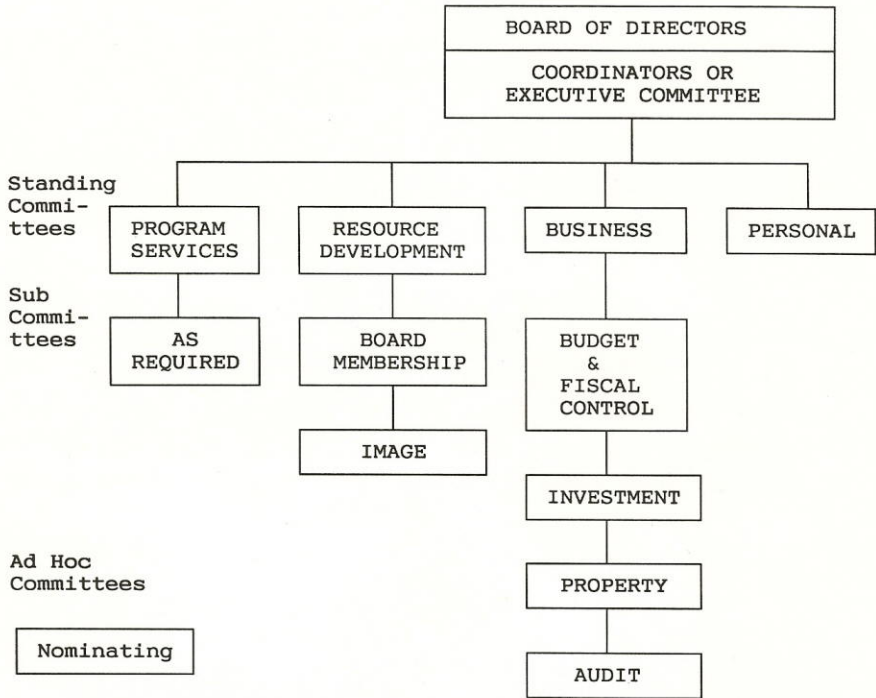
THE VOLUNTEERS – in addition to members who participate in program or service activity, many organizations utilize the resources of vast numbers of volunteers who are not members (ie, in charities).

The Organization of the Board of Directors

```
┌──────────────────┐                      ┌──────────────────┐
│    BOARD OF       │◄────────────────────►│    EXECUTIVE      │◄──┐
│    DIRECTORS      │                      │    DIRECTOR       │   │
└──────────────────┘            ╲         └──────────────────┘   │
         │                       ╲                                 │
         ▼                        ╲                                │
┌──────────────────┐               ╲                              │
│  CHAIRPERSON OF   │                ╲                             │
│  THE BOARD OR     │◄ ─ ─ ─ ─ ─ ─ ─ ─╲                          │
│  PRESIDENT        │                                             │
└──────────────────┘                                             │
  │    │                                                          │
  │    ▼                                                          │
  │ ┌──────────────────┐            ┌──────────────────┐         │
  ├►│   COMMITTEE       │◄ ─ ─ ─ ─ ─►│    STAFF          │◄──────│
  │ │   CHAIRPERSON     │            │    PERSON         │        │
  │ └──────────────────┘            └──────────────────┘         │
  │    │                                                          │
  │ ┌──────────────────┐            ┌──────────────────┐         │
  ├►│   COMMITTEE       │◄ ─ ─ ─ ─ ─►│    STAFF          │◄──────│
  │ │   CHAIRPERSON     │            │    PERSON         │        │
  │ └──────────────────┘            └──────────────────┘         │
  │    │                                                          │
  │ ┌──────────────────┐            ┌──────────────────┐         │
  ├►│   COMMITTEE       │◄ ─ ─ ─ ─ ─►│    STAFF          │◄──────│
  │ │   CHAIRPERSON     │            │    PERSON         │        │
  │ └──────────────────┘            └──────────────────┘         │
  │    │                                                          │
  │ ┌──────────────────┐            ┌──────────────────┐         │
  └►│   COMMITTEE       │◄ ─ ─ ─ ─ ─►│    STAFF          │◄──────┘
    │   CHAIRPERSON     │            │    PERSON         │
    └──────────────────┘            └──────────────────┘
```

───────────AUTHORITY   - - - - - - -INFLUENCE

Accountability and Problem Solving

```
┌──────────────────────┐               ┌──────────────────────┐
│  Board Chairperson    │◄ ─ ─ ─ ─ ─ ─►│  Executive Director   │
└──────────────────────┘               └──────────────────────┘
         │                                       │
┌──────────────────────┐               ┌──────────────────────┐
│ Committee Chairperson │◄ ─ ─ ─ ─ ─ ─►│      Involved         │
└──────────────────────┘               │       Staff           │
         │                          ╱  └──────────────────────┘
┌──────────────────────────┐     ╱
│ Sub-Committee Chairperson │◄ ╱
└──────────────────────────┘
```

```
                                    ┌─────────────────────────────┐
                                    │    BOARD OF DIRECTORS        │
                                    ├─────────────────────────────┤
                                    │    COORDINATORS OR           │
                                    │    EXECUTIVE COMMITTEE        │
                                    └─────────────────────────────┘
```

	PROGRAM SERVICES	RESOURCE DEVELOPMENT	BUSINESS	PERSONAL

Standing Committees

Sub Committees

	AS REQUIRED	BOARD MEMBERSHIP	BUDGET & FISCAL CONTROL	

IMAGE

INVESTMENT

PROPERTY

AUDIT

Ad Hoc Committees

Nominating

10

4. *Leadership – A Major Difference*

The lines of authority and responsibility are defined in the for–profit sector, however in not–for–profits a delicate balance is held between the roles and responsibilities of the board and that of the staff. Linkages are complex.

The leadership style of an association determines its effectiveness. Leadership means the focus of 'drive" between staff and volunteers. Is your association staff–driven, or volunteer–driven? Is it undergoing change? Should it?

"In a volunteer–driven association, volunteer leaders on the board and committees make basic decisions about the direction of the association and the allocation of resources. Volunteer committees often direct and guide staff activities. Committee chairs function as mini–chief elected officers with respect to the staff assigned to the committee and help determine the budgets of the staff departments over which they have supervision. Committee chairs frequently have veto power over the assignment or removal of staff, and their committees set basic policy affecting particular parts of the operation.

In a staff–driven association, the volunteer leaders serve more in an advisory capacity. The CSO guides the policy formulation of the association and is frequently the public spokesperson. Staff members make many basic decisions about the direction of the association and the allocation of resources. The volunteer members of the board may approve the decisions, but they are often asked to react to staff initiatives and are often told after the fact about changes that affect line items in the budget. Volunteer committees have little to say in the operation of staff departments or in the development of policies that guide those departments, and staff committee assignments are not heavily influenced by the committees they serve.

An association operated by staff can be volunteer–driven, that is, staff members do the day–to–day, hands–on work, but volunteers provide direction and guidance and make the basic resource allocation decisions affecting activities".[1]

It is important to understand these dynamics because they affect how you as a volunteer deal with your own objectives as well as the association's resources.

Exercise: How is your association driven? (Is it staff or volunteer?), Do you fit the above design?

---

[1]   See #3 in Bibliography section.

THE DELICATE BALANCE
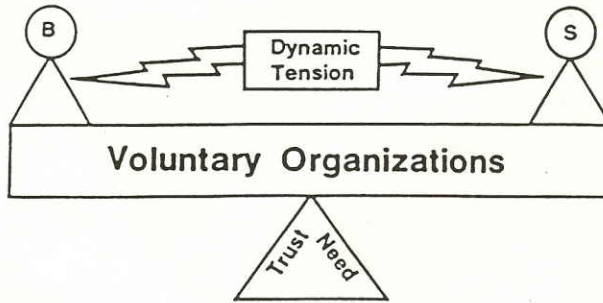
PRIMARY RESPONSIBILITY

CLARIFICATION QUESTIONNAIRE

Please check the appropriate box assigning each item to the individual or group having primary responsibility. You may check more than one box if you feel the responsibility is shared	Boards Responsibility	Executive Directors Staff Responsibility
1. Determine organization's goals.		
2. Fundraising for the organization.		
3. Keep Board members informed regarding organization's operation.		
4. Execute policy.		
5. Recommend organization policy (policy formulation).		
6. Administer all phases of organization's operations.		
7. Hire and supervise professional staff.		
8. Plan models (methods for program delivery.		
9. Implement programs.		
10. Make policy decisions.		
11. Recommend Board members for various committees.		
12. Evaluate organization's results.		
13. Assess organization's problems.		
14. Responsibility for fiscal control.		

BOARD/CSE OR CSO ROLES

THE REALITY

Respon-sible	Invol-ved		Respon-sible	Invol-ved
☐	☐	← Governance →	☐	☐
☐	☐	← Administration →	☐	☐
☐	☐	← Decides What →	☐	☐
☐	☐	← Decides How →	☐	☐
☐	☐	← Makes Policy →	☐	☐
☐	☐	← Carries Out Policy →	☐	☐
☐	☐	← Sets Goals →	☐	☐
☐	☐	← Plans to Achieve Goals →	☐	☐
☐	☐	← Reviews Plans →	☐	☐
☐	☐	← Implements Plans →	☐	☐
☐	☐	← Monitors Progress →	☐	☐

THE BOARD   THE CSO

13a

Table 1

Prevalence of Leadership Modes by Association Type, 1988 and 1978*

Type of Association	1988			1978		
	Staff– Driven	Volunteer– Driven	Balanced	Staff– Driven	Volunteer Driven	Balanced
Trade associations						
corporate members	60%	7%	33%	44%	29%	27%
individual members	44%	18%	38%	37%	33%	30%
Professional						
societies	41%	15%	44%	18%	59%	23%
Philanthropic						
Social welfare or						
social services	42%	4%	54%	33%	29%	38%
health	40%	6%	54%	34%	32%	34%

*Data are based on the opinions of chief staff executives. In 1988, the average staff size for the trade and professional associations was 16.7 people, with a median of 7.8; for philanthropic associations, the average staff size was 35.4 people, with a median of 19.0.

The *best alternative?*

THE BALANCED STRATEGY

The principal distinction in an association with a balanced mode, is that staff carry responsibilities for operating the association and maintaining it in good working order, and the volunteers, carry the responsibilities for providing information that keeps programs and activities focused. Policies, while board approved, may be initiated by either staff or volunteers.

In organizations that had balanced staff/volunteer leadership, budget goals were met, objectives were accomplished, and influence increased.

A fundamental strategy for managing a balanced leadership mode is a structure that ensures accountability. Accountability entails more than goal setting and monitoring. It includes a process of ascertaining whether commitments, general and specific, have been carried out. The process requires that one party (such as the governing board) which delegates responsibility to another party (such as the CSO) be able to ask questions and require satisfactory answers.

One area which is generally adrift in associations is the accountability of volunteer committees. Historically, volunteer committees have been accountable to the chief elected officer and the board in the same way that staff are accountable to the CSO and through the CSO to the board. Increasingly, however, boards are holding the CSO partially responsible for the functioning of volunteer committees, as well as for staff. Volunteer committees are viewed, in this context, as vehicles to do the association's work. The reasons is two–fold. First, boards are looking to CSO's, not the chief elected officers, as the principal agents to carry out their directions. Secondly, the CSO supplies staff to the committees and thus should want some participation in the management of the resource.

If this trend continues, the CSO's will move into a more centrally accountable position. The CSO and the chief elected officer represent the two most important constituents of the association – the members and the staff. The chief elected officer serves as the surrogate for the members.

WHOSE JOB IS IT?

Indicate with an O (officers, representatives, other elected leaders and members) or S (staff) whose <u>primary responsibility</u> you consider the following to be:

_____	1.	Selecting a headquarters location
_____	2.	Hiring a Chief Staff Officer (Executive Director)
_____	3.	Hiring other staff
_____	4.	Selecting program of work priorities
_____	5.	Developing position statements for lobbying efforts
_____	6.	Serving as spokesman for the Association
_____	7.	Selecting vendors for convention services
_____	8.	Editing the "journal"
_____	9.	Writing for the "journal"
_____	10.	Changing the by-laws
_____	11.	Writing a long-range plan
_____	12.	Negotiating hotel and transportation contracts for the convention
_____	13.	Conducting orientation seminars for new officers and directors
_____	14.	Identifying, developing and enlisting new officers
_____	15.	Testifying for the Association before a government committee
_____	16.	Talking to reporters about a crisis affecting the industry/profession
_____	17.	Marketing new memberships
_____	18.	Maintaining member memberships
_____	19.	Negotiating relationships with affiliate groups
_____	20.	Overseeing the work of committees
_____	21.	Planning a fiscal year budget, based on the long-range plan
_____	22.	Accounting for income and expenses.

5.   *Role of the Board*

Responsibilities of the Not-for-Profit Board

There are seven areas for which the board of a not-for-profit organization is responsible. It is important to remember that each individual member of the board is accountable for these roles, that the board can be held liable as a whole or individually. These are divided into principal and process roles:

PRINCIPAL ROLES

Policy Formulation and Determination and Selected Implementation

Determining what actually is a policy decision and what is not can often be confusing to members of the board and the staff.

A policy can be defined as a board guideline that influences and directs present and future jurisdiction. (See next page).

There are three distinct phases to the policy development role of the Board. Policy formulation, policy determination and policy implementation. Policy formulation is broad in its definition, including anything from a simple suggestion to a more formal policy recommendation. Anyone who is involved in an issue at hand has the right to bring a suggestion forth for consideration. However, in the second phase of the policy process, policy determination, the board of directors are the only ones who have the authority to accept or reject or formal policy proposal. In this policy determination, the board can request information from appropriate others to influence their decision making process but the final voting process can only involve those members who make up the board. The final stage of the policy process, policy implementations, is often carried out by the staff. When this not the case it is imperative that the board specify which party or individual is to carry out the policy implementation.

Government Advocacy

There are two ways in which advocacy can occur. The first is by helping to create a favourable image with regards to the current organizational program. The second is by implement change through the appeal to a higher authority (ie. government, umbrella organizations)

17
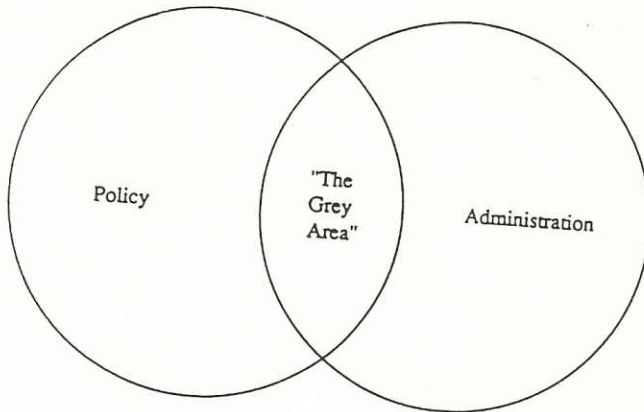
Policy functions are those decisions which:

1.   Have broad scope and implication;

2.   Commit the organization's personnel or resources in a substantial way;
3.   Are hard to reverse;
4.   Are precedent setting; and
5.   Have force over long periods of time.

Administrative functions are those decisions which:

1.   Are relatively narrow in scope and implication;
2.   Involve reversible commitments;
3.   Tend toward the application of precedent rather than its establishment; and
4.   Have force over relatively short period of time.

18

```
+-------------------------------------------------------+
|                                                       |
|              Governing Board Function                 |
|                                                       |
|  Establishes Planning Framework within which          |
|  the Board:                                           |
|                                                       |
|             Determines policy (effectiveness)         |
|             Implements selected policies              |
|             Monitors policy implementation            |
|              (efficiency)                             |
|             Legislative - Advice and Consent          |
|                                                       |
+-------------------------------------------------------+
```

```
+-------------------------------------------------------+
|                                                       |
|                  Staff Function                       |
|                                                       |
|  Participates in and supports the Board Policy        |
|    Process                                            |
|                                                       |
|  Supports the Board in the Board's implementation     |
|    of selected policies                               |
|                                                       |
|  Administers the implementation of the Board          |
|    policies which have been delegated to the          |
|    staff and for which the Board/Executive holds      |
|    the Staff Chief Executive accountable              |
|                                                       |
+-------------------------------------------------------+
```

19

Public Relations

It is each board member's responsibility to interpret the organization to the community. Each member is a representative of the organization as they educate and recruit support. Each board volunteer should participate in at least one of the following activities:

1. Appear as a spokesperson or speaker
2. Appear as a group member
3. Write

It must be remembered, however, that you represent the Board (and your Association) and any views you express must echo policy and direction set by the Board. Your personal position should not be an issue; you must subjugate your personel views and biases to those decisions by the majority of the Board.

PROCESS ROLES

Planning

A critical activity of the board is planning. This includes long range, strategic and operational planning. The board ensures that these planning processes are rigorous, future–focused and integrated. It must be confident that the operations reflect the intent of the plans as modified by current issues.

Legal Compliance

The board is legally held liable for ensuring that its' organization complies with the law. The following are a sample of the functions necessary to do this:

► Develop and maintain relevant articles of incorporation (Constitution) and by–laws

► Directing the organization according to the stated Constitution and by–laws

► Ensuring tax exempt status

► Keep clear records and safeguard documents

► Governments reporting
  – Assure compliance with all laws

Resource Management and Development

1. *Financial*

The financial activities of the board include the allocation and acquisition of funds, the development of an operating budget and careful monitoring and auditing of organizational spending.

This might involve the Board in such activities as investment recommendations, fee, contract, and advertising rate policies, contract approval, and wage/benefit program approval.

2. *Volunteer Resources*

The board has the responsibility for perpetuating itself. Each board member is responsible for recruiting members to the organization. The perpetual addition of "new blood" to the Board rather than a stagnant Board brings new ideas and energy to the Board.

3. *Staff Relationships*

The board should develop an effective working relationship with the staff. Conflicts that arise need to be negotiated and communication must occur frequently and freely between the board volunteers and the workers. The board is also responsible for the development of personnel policy within the organization to ensure staff are treated reasonably and fairly.

Evaluation

There are many areas that the board must evaluate regularly. These include:

Policy development and Strategic Planning	– Annually reviewed
Policy monitoring	– Bi–monthly
Program effectiveness and client satisfaction	– Monitored on a monthly or periodic basis
Board and staff and sub–unit performance	– Annually
Executive Director's performance	– Periodically and Annually by the Executive Committee

21

Conception: A group of people see an advantage to voluntarily coming together and start an association

Infancy: The founders are still in charge as the organization struggles to survive. Every job requires more work than the founders can do.

Puberty: The organization grows steadily but suffers from awkwardnes in its dealings with outsiders and with internal coordination. Entrepreneurial skills are gradually replaced by more professional management techniques and skills.

Young Adulthood: Accepted management practices are implemented, including formalized personnel practices. The beginning of bureaucracy and internal politics are evident.

Adulthood: The organization is mastering its environment and serving the needs of its members. Management is peaking and preparing to expand, enter new areas of service or add new functions.

Late Adulthood: The excitement of the organization has diminished. The membership will not support innovation. A complacent atmosphere lacking any sense of urgency or zeal prevails.

Old Age: The organization is losing its ability to cope with its environment and serve the real needs of members. Managers and leaders bicker and internal control is lacking. All of a sudden things seem to come apart, and few people seem to care.

6. *The Board Meeting and Board Effectiveness*

The purpose and mechanics of the meeting and policy process:

There are two major goals to the board meeting. These are to develop policy and to monitor policy implementation. Secondary benefits gained from the board meeting are information, social, and educational exchange and an important opportunity to renew motivation and purpose. While these secondary benefits are important aspects of service, the board meeting should never be used as the primary delivery of these needs. The focus when planning the meeting should always be on policy development and the monitoring function. The board must operate principally in a delegation–style, not dealing with specifics of operation. In general, the majority of policy decisions are made at the end of the current year for the following year. The first month of the fiscal period is used primarily to modify previous decisions. Fiscal months two to seven are primarily reserved for monitoring, with decisions escalating to the eleventh and twelfth months.

If the committee meetings and executive meetings are effective then it is only necessary for the board to meet four to six times a year. However, if the board meets less than four times a year, there must be effective processes to ensure that board members are involved in the operation of the Association through committees, councils or task forces. The Executive Committee may take up the slack between Board meetings.

When strategic factors impact an organization, the Board may be forced to deviate from its principal meeting objectives to develop or modify policy, to delegate, or to allocate resources for strategic solutions. This means that the Board must retain its flexibility to react to the unexpected.

How issues are dealt with:

Organizations deal with "issues" (unplanned emerging situations either internal or external which affect the progress of the association) in a variety of ways:

1.   Issue identification comes from all levels and is referred to committees, staff or Board (the responsible unit).

2.   The Executive Committee is advised by the responsible unit if the management of the issue exceeds its mandate, will require additional resources, or if it will impact other elements of the association.

23

3.   The Executive Committee will direct the resources to manage the issue (direct to Board if necessary), and ensures that the strategic planning process envelops issue.

Volunteer Dynamics of the meeting and what to expect

▶   *Always go over the agenda before the meeting*

▶   Stick to the agenda unless the CEO opens the floor for discussion of other issues

▶   Remembering the purpose of the meeting, plan how you can contribute

▶   Make sure comments are short, pertinent and well heard

▶   Don't hesitate to make pertinent suggestions or <u>constructively</u> disagree

▶   Learn about the human dynamics of effective teams and meetings, and employ the techniques

▶   If you are responsible for an agenda item, come professionally prepared, circulating material in advance where possible

We will discuss Effective Meeting Management in the second part of this seminar.

As a meeting planner and chairman, you have the ability to ensure meeting success through effective agenda preparation and management. We will now examine an agenda planning example.

<u>DEALING WITH SUBJECT</u>

▶   Start off by clarifying what you are trying to achieve, finalizing   the agenda
▶   Make sure all issues are understood
▶   Prevent misunderstanding/confusion
▶   Bring out facts/experience
▶   Terminate discussion early when more facts are required before further discussion

CHAIRMAN'S ROLE

- ►   Assist the group to best conclusion/decision
- ►   Interpret – clarify
- ►   To move the discussion forward
- ►   To bring to resolution

DEALING WITH PEOPLE

- ►   Start on time
- ►   Control the garrulous
  - –   Demand brevity
  - –   Determine if person is verbose or genuinely requires background
  - –   Verbosity – get the individual to write on paper
- ►   Draw out the silent and protect the weak
- ►   Encourage clash of idea's (not personalities) – flow of discussion/debate
- ►   Close on note of accomplishment – if final item left unresolved,   refer to resolved earlier item – thank them.

An Agenda that Works

(see charts on following pages)

3 Key Points

1.   Most groups use an "Old Business" "New Business" type of agenda. We would like to suggest another format which is one that involves participants in a different way and makes the agenda into a work sheet. (See attached sample).

2.   To facilitate preparation for the meeting, Board action requests should be used. These can be provided in lieu of a full committee report.

3.   Use the "consent" process early on "no discussion" issue. Have the members agree to cluster of agenda items which really do not require discussion.

4.   As an alternative, use a Board motion form (sample attached). All motions should be written out, and signed by both the mover and seconded.

BOARD AGENDA
(Sample)

1. Minutes of the previous meeting	Decision	10 Minutes
2. Announcements	Announcements	10 Minutes
3. Approval of Federal grant submission	Easy Decision	15 Minutes
4. Approval of mileage rebate increment	Easy Decision	15 Minutes
5. Approval of Board training plan	Hard Decision	30 Minutes
6. Discussion of proposed content of directors manual as guidance for committee	Discussion	15 Minutes
7. Approval of official letter of thanks to XXX	Decision	5 Minutes

REQUEST FOR BOARD ACTION

Board Meeting (Date)

Subject: Agenda Item # _____

Action Required: (Decision, Direction)

Background:

Alternatives Considered:

Impact of Alternatives:

Recommendation: (If form of Resolution)

Board Decision:

_____

Initiator: _____   Date: _____

Direct to: _____

28

MINUTES

Minutes are an important part of board and committee work but are seldom well done – if done at all. Minutes should be kept, however, as they are the reference material for any questions which may arise about committee actions. The important style for minutes is to reflect <u>content</u> not process.

1. Since the person who takes minutes does not have an opportunity to participate fully, a competent staff secretary should be assigned to that task.

2. A draft of the minutes should be reviewed by the responsible staff person and approved by the board or committee secretaries before the minutes are distributed.

3. Minutes should be distributed within a week of the meeting to allow for action.

4. Minutes should be concise and complete:

    Order – The items should be listed in the order that they were discussed. It is wise to adhere to the same order for both agenda and minutes for consistency and familiarity.

    Clarity – Minutes should be written clearly whether in point form or in a narrative style. In narrative presentations, not only facts but also the thrust of discussions can be reported.

    Simplicity – Simplicity can be achieved through use of impersonal pronouns – for example, "it was suggested ... and modified". Unnecessary recitation of discussion should be avoided and only the sense and fact of discussion reported.

    Facts – Through the meeting, as certain decisions are reached and noted, the report of such decisions should follow rules of order adopted by the association. It is strongly recommended that minutes reflect the form in which motions are passed, noting abstentions (by name) and the number of dissension (if any). Motions should also be numbered sequentially by year to enable easier "seek and find",   (eg. 93010 to mean the 10th motion of 1993).

5. Committee reports should be presented in writing to assure accurate reporting. (Column style).

6. Each person who makes a motion should jot down his own wording for the benefit of exact recording.

7. Record the name of every person attending the meeting. This list should include the names of persons that arrive after the commencement of the meeting and that depart before its conclusion. These arrivals and departures should be noted at the appropriate point in the minutes. Names of board members, committee members, etc., who have expressed their regrets at being unable to attend should be so indicated as members absent with regrets. List non–committee members as "guests", "observers", "alternates", "substitutes", "representatives", "by invitation", etc.

SUMMARY:

In summary, there should be a set format for minutes. It should correspond to the agenda. In reality, only two things take place in committee or board meetings. Yet, both should be either included in the minutes or attached to it:

Communication   –   the passing on of helpful information

Decisions   –   deciding to do something

7. _Specific Roles and Performance of Board Volunteers_

As discussed earlier, the board has a number of specific duties. There are however, a number of general responsibilities. These are the basis for our meeting here today.

1. Attend and actively participate in all meetings.

2. Represent the member's views and interests honestly and accurately, but remember that you are responsible to them to advise and act in their interests on matters for which you may have no detailed knowledge of their views. Your judgement and objectivity is the reason you were elected, not to serve as a referendum conduit! A second component of this responsibility is to adopt a view that you represent the membership at large. Even if you are a regionally appointed director, the purpose of an umbrella association is to act in the general interest, and it is your duty to see that this takes place. Bringing regional issues to the board through any means other than a formal dispute settling mechanism is counter–productive.

3. Be informed about the background of issues in order to discuss them responsibly.

4. Know and understand the roles and responsibilities of the board and staff members.

5. Do your homework before the meetings – Brief yourself on the minutes of the last meeting and know your policy and procedures manual.

6. Be aware of both your legal and financial responsibilities.

7. Endorse the collective decisions of the board publicly (even if you don't share them personally). Be a booster and not a complainer outside the board.

8. Insist on adequate preparation from the staff.

9. Accept promotion of special projects only if you are confident that you can do well for the organization.

10. Remember you hold a position of trust, maintain Board business and client confidentiality.

11. Be actively involved in one or more committees.

The Board Chairman's Responsibilities include:

1. The calling of required meetings

2. Developing relevant and productive agendas, circulate in advance.

3. Controlling but not dominating the meeting
    - approval of minutes
    - limit "other" to essential important policy
    - no "adding" to the agenda once approved

4. Consensus building

5. Dealing with difficult members

6. Ensuring that all are heard on major issues

7. Liaising with the senior staff executive

8. Agree on a decision process: Majority (preferred)
                                                       Consensus
                                                       Minority report
                                                       Time Limited

9. Understand and use the appropriate parliamentary process

_8a._   _Volunteer–Staff Relations_

The Function of the Staff and the Roles of the Staff Members

The primary responsibility of the staff person in a volunteer organization is to maximize the effective use of the volunteer resources. While the board adopts a general stewardship role in the organization, the staff are primarily concerned with operational aspect. This includes supporting and implementing the board policy process and those particular board policies that have been delegated to them.

WHAT STAFF CAN REASONABLY EXPECT OF BOARD VOLUNTEERS

- ► Fulfilment of commitments within agreed-upon deadlines.
- ► Organizational knowledge and ability.
- ► Candid performance appraisal and assistance in performance.
- ► Leadership rather than "followership"; initiative rather than response.
- ► Support in controversial situations.
- ► Easy access by phone or visitation.
- ► Sensitivity to staff's organizational problems.
- ► Loyalty, confidentiality.

THIRTEEN EFFECTIVE WAYS TO TURN OFF STAFF

1. Forget that staff members have the same feelings and emotions you do.
2. Treat your staff condescendingly.
3. Agree to a course of action privately, then change direction publicly without notifying staff of the reasons.
4. When meeting with a staff person, sign letters, answer man many phone calls, dictate a letter to your secretary -- all of these designed to demonstrate to staff how little you think of them or their time.
5. Communicate how busy you are to avoid a staff person's request for meeting.
6. Fail to achieve an agreed-upon task within the time frame allowed.
7. Step out of the board volunteer role into the staff role.
8. Once a deadline has passed, force staff to inquire repeatedly about progress.
9. Fail to recognize staff accomplishments.
10. Let a staff person know, in no uncertain terms, that you are doing him a favor by agreeing to a task.
11. Fail to return phone calls.
12. Put a staff person in a position of having to render an opinion about his colleagues or organization.
13. Instruct a staff person to do many hours of research or documentation without recognizing ongoing task loads or checking with his supervisor first.

34

etc.) separate from the other committees whose main role is to research, monitor plan and adjust the compensation package of senior staff in conjunction with the CSO. Through them (senior staff) the budget and performance rewards are controlled in conjunction with policy. The role of the Board is to ensure that there is an appropriate policy in keeping with the organizations goals and responsibilities, and that staff are compensated according to it by the responsible committee.

Administration committees must guard some relationships very carefully. for example, they must not usurp the leadership and performance management role of the CSO and senior staff executives. Also, they must not bend to pressure of members for information. The purpose of compensation is not only to reward, but to focus activity on corporate goals. The process they follow is a sensitive one, at the heart of association success.

Essentially, the human resources committee fulfils the duty of the Board to hire and manage the CSO.

In the case of most small associations staff support is extremely limited, is able to meet major co-ordination needs, but not sufficient to provide operational support. For example, there is no ability to provide sector support. The secretariat is not a secretarial pool.

9. *Role and Function of Committees*

The Committee is the principal structural element for the achievement of organizational goals. Although the goals are shared with the board and staff, their principal distribution node is the committee. Although there are many jokes about the ineffectiveness of them, committees must, and can be marshalled to accomplish the association's mission. Conversely, the total organization cannot be managed as a committee.

Occasionally we find the committees of an organization focused under a super-committee or Council which will cover a goal area or in a professional or trade association, a major functional are such as communications, professional affairs, management, etc.

a)   Formation:

In Section 4 we briefly discussed the various types of committees. Standing committee chairs are normally appointed by the Board, and are occasionally elected by members. The committee members may consist of members, and non-members. The members may or may not be officers. Normally a committee chair will be a board member, but where this is not the case a liaison with the Board is assigned. Advisory committees may

36

consist entirely of non–members, appointed by the board to advise itself, or a major council/committee. The Board can contribute to effective committee work initially by understanding the goals of the organization, and designing, staffing and empowering only those committees which are essential. The second method of improving effectiveness, is to use true performance management and by reworking the results achieved by effective committee/staff team.

b)   As committee chair, your role is to:

–   Ensure that the committee's mandate or commission is clear

–   The committee plans in accordance with the corporate goals, and implement the plan rather than wandering off track.

–   Conduct effective meetings are required to meet the plan.

Effective Committee meetings require:

–   Adequate notice and meeting schedules
–   Effective working agendas
–   Meeting management – control but do not dominate
–   Ensuring a participation style which produces results on time
–   New members are properly oriented
–   Staff are utilized properly, participate and are adequately informed on all phases of activity.

c)   As a committee member, you are at the nucleus of organizational progress. If you perform, the association moves ahead. If you are sluggish, it does not.

You must:

–   Commit only to what you can achieve
–   Learn your task and get oriented quickly
–   Attend meetings and communicate effectively
–   Contribute by meeting participation
–   Complete your off–site work

Your personal priorities as a committee chair may have to be subsumed as staff pursue a balanced pursuit of priority organizational results. Perhaps the best strategy to achieve productivity with harmony is the development of an attitude of mutual support based on effective communications and

recognition of needs. You can help the staff: to be more effective by doing your own work thoroughly and by understanding that they have very little discretionary time.

Some steps you can follow to enhance this:

- Meet your commitment deadlines
- Be accessible to staff
- Be knowledgeable about your task and the organization
- Provide leadership and loyal support

Be efficient and effective in your use of their time. Motivate them by linking your requests to organizational goals and by pointing out how their efforts have contributed to a specific accomplishment. And finally, appreciate that the staff are constantly faced with changing faces and management styles. The more rapidly you can achieve a working relationship, the happier they will be.

10. *Conclusion*

A good Board:

- ▶ Inspires and leads

- ▶ Partners with a devoted, capable staff

- ▶ Consultative role

- ▶ Priority short/long term needs

- ▶ Alliances with agencies of similar goals

- ▶ Experiments with goal achievement

- ▶ Rich self–management process, cleanses self

- ▶ Actively uses information to fulfil purpose

- ▶ Organizes the Association for effectiveness

- ▶ Does not engage in delegate detail (policy)

- ▶ Is future–oriented

Future Association Trends

- ▶ Associations will become more staff–driven

- ▶ Chief elected officers will function as Board Chairs

- ▶ Operations will be more business–like, based on market and member research

- ▶ Governing units will change – Stratplan, policy Board, Management committee

- ▶ Accountability will improve

- ▶ New consensus mechanisms will develop

- ▶ Trade and professional associations will serve as models for other associations

APPENDIX I

BIBLIOGRAPHY

1. American Society for Association Executives, Achieving Goals: Making Your Mark as a Board Member, 1980.

2. Collard, E. and Haff, S.M., Relationships: The Key to Effective Committees, The Non Profit Board Book – Strategies for Organizational Success, Independent Community Consultants, 1985.

3. Dunlop, J., Leading the Association: Striking the Right Balance Between Staff and Volunteers, The Foundation of the American Society of Association Executives, 1989.

4. Krieger, Steven, Duties and Responsibilities of Directors of Non–Profit corporation, Canadian Society of Association Executives, 1989.

5. Management Assistance Inc., Manual for Board Members of Not–for–Profit Organizations, 1986.

6. National Charities Information Bureau, The Volunteer Board Member in Philanthropy, 1983.

7. O'Connell, B., The Board Member's Book – Making a Difference in Voluntary Organizations, The Foundation Centre, 1985.

8. Swansea, A., Who's in Charge Here? Board of Directors and Staff – the Division of Responsibility, Non Profit World, Vol.4 No.4, The Society For Non Profit Organizations, 1986.

9. Today for Tomorrow Conference, Board Manual Revised, 1981.

10. Vancouver Volunteer Centre, Resource Kit for Board Action.

11. Vineyard, Sue, Evaluating Volunteers, Programs and Events, Heritage Arts Publishing, 1988.

12. Waldo, C., A Working Guide for Directors of Not for Profit Organizations, Greenwood Press Inc., 1986.

13. Cribbin, J., Leadership: Strategies for Organizational Effectiveness, AMACOM, 1981.

14. Tropman, J., Development and Direction for Boards of Directors, The Canadian Centre for Philanthropy, 1991.

APPENDIX II

WHAT DOES A GOOD BOARD DO?

WHAT DOES A GOOD BOARD DO?

Here are the ten features of a good non-profit board of directors.

1. *Knows Its Role*

The members of an effective board do what they are supposed to, and not the jobs of everyone around them. They:

► Let the staff person do his/her job with the appropriate amount of freedom for their experience and responsibility level, and enough to ensure personal growth.

► Don't re-do the work of committees.

► Don't waste time re-analyzing detailed data without cause.

► Don't try to do the work of the Chief.

2. *Accomplishes Its Primary Duties*

Fully conversant with the trusts, fiduciary duties, and responsibilities, a productive board sets about the planning and implementation of essential policies.

► It recognizes that it is not appointed to ruminate, procrastinate, contemplate or obfuscate. It is active in moving the Board ahead. It addresses the realities of the present, but with an eye on the future it constantly pushes forward, in spite of the "heat in the kitchen".

3. *Is Serious About Its Work*

All members of good boards are committed to their roles. They put their secondary motivations aside, and get their work done with quality and on time.

► Board meetings are crisp and efficient. The agenda is structured, members come prepared, and stick to the issues.

► Committees are well staffed and purposeful. They experiment and introduce the creative element of governance.

1

▶ The board uses information, not opinion and emotion in decision-making. It becomes killed at sorting out relevant facts from other forms of information.

4. *Sets and Achieves Tough But Attainable Goals*

The board knows what is possible, but sets its goals to accomplish what is essential.

▶ Recognizing that resource demands will always exceed supply, the board will develop its strategic skill set around decision-making.

▶ It becomes experienced in setting short and long range priorities, and one generally finds that such a group has a common set of criteria for priority setting.

▶ Effectiveness, not efficiency is a constant goal and standard or evaluation used by a good board.

5. *Acts In The Interest Of The Whole Community*

The unenviable task of a **PSB** is to satisfy the real and perceived needs of all stakeholders. This may raise the issue of equity of treatment of the public, within the force, and within communities.

▶ A good board creates its set of governance values early. These should assist them in dealing with issues such as standards of force conduct, attention to special interest groups, and criteria for equitable treatment.

6. *Usually Acts From Consensus*

It is not always possible to reach consensus, but groups which spend time on building an internal consensus usually make more effective decisions because they develop a habit of considering other viewpoints.

▶ Board members are elected or appointed to represent or personal issues whole community. Using the board as a forum to continue sectoral debates is unproductive. All board members are liable for the decisions as a whole, and the greater part each member plays in contributing to the process, the richer the output. Good boards don't have onlookers, everyone is in the game!

- ▸ Good boards spend time at developing their group skills, especially in planning.

7.   *Inspires And Motivates*

A positive style is a characteristic of an accomplished Board. It infuses and propels everyone it contacts.

- ▸ This leadership style is facilitated by an attitude of partnership and collegial collaboration with the Chief and the force.

- ▸ Trust and respect are extended, and become characteristics of style.

8.   *Seeks Consultation*

There is no isolation behaviour in a good Board. They are in contact with the community, are accessible and helpful. At the same time they do not become individual advocates, but their constant contact with the community makes the consensus process easier. Their decisions more representative than a board that is invisible to its community.

9.   *Are Mutually Supportive*

Not everyone agrees all the time, but good boards achieve the leverage of synergy. They accomplish this by listening, supporting and building on the ideas of board members. When it is necessary to differ, they are specific about their concerns which leads to information–based evaluation, and usually a rapid convergence on a consensus solution.

10.   *Individual Leadership*

It is rare to find accomplishment without strong individual leadership. Without defining the term, the anatomy of a good board usually reveals one or more strong leaders:

- ▸ Leaders are not necessarily the anointed head of the group. In fact the strongest groups have a number of leaders, and leadership rotates and emerges from different sources depending on the issue. Leadership from one inspires leadership in others.

APPENDIX III

CORPORATE DIRECTORS NEED BULLETPROOF VEST

Corporate directors need 'bulletproof vest'

A hazardous occupation

By Bernard R. Wilson

For The Financial Post

INCREASINGLY, corporate directors are becoming targets of liability suits that could wipe out their life savings and conceivably drive them into personal bankruptcy. In Canada today, more than 200 provincial or federal statutes can impose personal liability on directors of corporations found guilty of transgressions. For instance:

● Directors of a large industrial concern are facing charges under a provincial environmental protection and water resources act which can impose maximum penalties of $10,000 per day per individual and $100,000 a day for the company for the period covering the charges. In this case the period is a year, which means personal claims could exceed $3.6 million each.

● A provincial court recently found a travel agency's directors personally responsible to an airline for more than $25,000 the agency was supposed to hold in trust.

● In a case now before the courts, a Canadian bank seeks damages of more than $40 million from officers and directors for the alleged failure to disclose information about the troubled finances of a bankrupt company.

● Under the law, directors are considered personally responsible for a corporation's failure to pay sufficient GST. In cases of deliberate tampering with GST recording, directors can face fines of $25,000 and imprisonment up to five years.

Directors of non-profit corporations, no matter how worthy or prestigious, are usually subject to the same laws as any other board members. As for insurance, few corporations carry enough to protect directors from multimillion-dollar fines. Even where directors resign from a board, they may still be held accountable for corporate transgressions six years later.

While directors nowadays are

BERNARD WILSON *is a senior partner in Price Waterhouse Toronto and an executive of the Canadian Chamber of Commerce.*

generally aware of potential hazards inherent in board membership, surprisingly few realize the full extent of their liability, and even fewer have taken steps to protect themselves.

Ideally, a risk management program should consist of two components: (a) measures undertaken by directors for themselves, and (b) undertakings by corporations to protect their directors.

Measures directors should take to protect themselves:

● Insist that your duties and responsibilities as a director be spelled out in written job description. Without it, you have no way of knowing by what standards your performance may be judged.

● Examine the quality and makeup of the board, including independent directors with a background in finance, accounting and marketing, and information systems.

● Consider trusts, letters of credit or acceleration of payments. Where a company is in financial difficulty, insist that steps be taken to ensure that funds are segregated and available to discharge known liabilities such as taxes, unpaid wages etc.

● Keep proper documentation. Keep your own detailed records of matters discussed and decisions taken at board meetings. Make sure\the minutes record any dissenting votes or abstentions.

● Demand access to first-class professional expertise. Review the credentials and performance of accountants, lawyers, tax experts and other outside advisers to the company.

● Use audits and an audit committee. Where appropriate, insist on an audit even though it may not be required by law. An audit committee of the board can focus attention on financial and accounting issues raised by the auditors.

● Say "why" as often as "yes."

Understanding the reasons behind management decisions is both your right and your duty. Ask questions that help you understand key issues.

● Be prepared to resign. If you are uncomfortable with the company, its board or practices, or unable to devote the time and effort required

to discharge your fiduciary responsibility, step down.

Measures corporations should take to protect their directors:

● Keep directors informed about legal statutes that may apply to them, and about the dollar value of potential liability.

This should be done in writing by independent legal counsel. Environmental issues should be dealt with separately, since potential liability in this area can run into astronomical figures.

● Provide directors with formal assurance that liabilities are being recorded and paid.

● Have in place an orientation program for new directors, and a continuing educational process throughout their tenure.

● Provide directors with background material in time to do their homework before board meetings. Make sure independent experts are available during the discussions of particularly complex issues.

● Report regularly on risk areas.

The agenda of every board meeting should include a report on issues that involve potential personal liability, such as compliance issues and steps taken by management to mitigate risk.

● Obtain indemnification and liability insurance, including coverage of directors' legal costs.

● Remunerate directors to cover the work required. Fees should be sufficient to compensate directors for their growing responsibilities and for the substantial time required for preparation and attendance at board meetings.

● Remember the statute of limitations. As legal action can be launched up to six years after the fact, the insurance should cover past directors.

Like a bulletproof vest, having a risk management program is no guarantee that no harm will come to the owner. It is, however, a way of ensuring that all reasonable measures have been taken to minimize the danger. In today's legislative climate, no qualified directors should be expected to serve without a full knowledge of the hazards involved, and without the best protection individual directors and their corporations can provide.

APPENDIX IV

SHOULD STAFF CEO SALARIES BE REVEALED?

ASSOCIATION
UPDATE

"Committed to management excellence and responsible leadership"
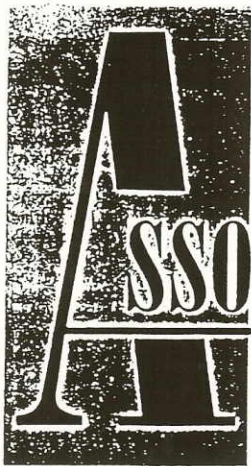
SHOULD STAFF CEO SALARIES BE REVEALED?

What does an association employee say when a member, volunteer, or curious stakeholder insists on knowing the employee's salary? CSAE has recently heard from members who have been asked to reveal information about personal compensation. Some believe the demands are due to media coverage of the United Way of America, and the debate in the private sector about publishing the salaries of CEOs.

Members who contacted CSAE said they were uncomfortable and reluctant to disclose salary information to the inquirer. One CSAE member commented, "the information in my tax return is protected by law as confidential and the same principle should apply to my association."

To assist members to prepare for that moment when the same question may be raised, CSAE conducted a survey by facsimile to a select group of association executives. The members were selected at random from all types of organizations.

The opinions of the respondents represent both ends of the spectrum on the issue. Some members are adamant that confidentiality is important and there is a limit to what people may know; others believe their members have a right to know and the employees have nothing to hide.

The following verbatim comments are intended to help members to forge (or revise) their own opinion, and are samples which reflect the comments of all respondents.

"I would prefer not to reveal my salary at all. I feel only those on the Board should have this info. I believe a response indicating the range of my salary, or how it compares to others in a 'like' position is adequate. I do feel revealing this is an invasion of privacy. I think members should know that salaries of paid staff are handled responsibly by those elected to deal with this. I must admit I am uncomfortable about this — one part of me feels 'disclosure' is appropriate, but personally I do not want everyone in my community to know what I earn. The personal aspect of this issue cannot be underestimated. My Board and I [received a] pointed letter asking for my salary to be published . . . I look forward to hearing what others have to say." ∎

"If issue arises, Board will be asked for a policy on disclosure. Policy could likely permit disclosure with a valid reason for request." ∎

"I would reveal my salary to a member if it was confidential. If a volunteer would ask, I would like to know why. As for public disclosure, they would have to have a legal right to that information . . . We do receive public

money, and if revealing my salary would be a part of accountability, I definitely would support it."* ∎

"My association bylaws provide that the elected Council 'shall appoint staff and decide their remuneration'. This is part of their authority to 'manage and conduct the business and affairs of the association'. Therefore it is up to Council to decide whether my salary should be revealed or not. Nobody outside Council has ever asked." ∎

"I personally would not reveal my salary . . . However, a member or other volunteer could contact the Secretary-Treasurer or President

Don't Miss Out

The twelfth annual survey of benefits and compensation for association executives is now underway. Over 300 of the association executives participating in the survey reported using salary surveys when negotiating compensation, and the CSAE survey is preferred. The average salary for these individuals is 10% higher than their colleagues (30% of respondents) who reported not using a survey, during compensation negotiations.

As many as half the associations represented in CSAE's membership have participated in this comprehensive survey, however the goal is even higher participation levels. The deadline to return the completed survey (and order the results at the special $35 plus GST participant's price) is June 30, 1992.

Find out why the survey received the top rating in the last membership survey. Confidentiality is guaranteed.

CANADIAN SOCIETY OF ASSOCIATION EXECUTIVES

SOCIÉTÉ CANADIENNE DES DIRECTEURS D'ASSOCIATION

APPENDIX V

BOARD SUCCESSION PLANNING

BOARD SUCCESSION

Healthy not–for–profit organizations can usually trace their success to sound, strategic management, and to a foundation of committed and active volunteers. In observing this vitality, which is not as common as it should be, I have detected one characteristic worth examining in detail.

Such organizations have successful governance enrichment processes. The result is that the governing body, and its subordinate councils, committees, task forces and regional units are organized such that they are always populated with trained and energized volunteers, pulling together towards a common goal. This is more than the outcome of strategic planning and a recruitment program. We have all been witness to organizations which have plans on the shelf and which run out of steam when the founding volunteers become burned out or move away. More than founding fathers and strategic planning are necessary to provide an NFP with the drive and longevity required to meet the lofty missions of such bodies.

The "secret" is in the process of volunteer enlistment, motivation, career direction, training and development, performance management, and succession planning. Lets look at some of these key factors:

Enlistment: This not only means recruitment, but included the process of bonding the volunteer to all or part of the organizational mission. Most people join NFP's with a mixture of personal needs and motivations, but at least part of that personel drive must be a sharing of the importance of the work of the organization. Volunteers are attracted by effective organizational focus on key results, and the communication of these needs to members. Once a sound organization is in place, and potential volunteers can see their role in it, enlistment becomes simpler.

One part of the reason that quality people volunteer is their vision of their own volunteer career development. This can only be demonstrated if the organization plan has been well thought out in advance, showing by a logical progression of tasks a position from regional committees, to regional boards, up through a national committee to a national board structure.

Convincing quality volunteers to participants is easiest when they know clearly what their early tasks, responsibilities, and commitments will be. This calls for a clear volunteer position profile which can be used to help in recruitment and in performance review.

Many volunteers react negatively to the concept of performance review for volunteers, fearing that it will intimidate or preclude some from participating. This is not the case, because there are many tasks that can be found for such people, but those that are truly volunteer management potential will not be scared off by the prospect of assessment.

This process identifies the leadership potential within an organization, and nurtures and promotes it.

Although the steps outlined are important, there is another critical process which must take place at each step of a volunteer's career advancement – orientation. Too often this take the form of on-the -job learning, or cursory lectures from staff on office procedures or bylaws! What does work is a clear explanation of the roles and responsibilities of the position, the unit mandate, its critical events, programs and services, as well as a historical perspective on the unit. This is not something which can be done in an hour, however, the gradual progression of a volunteer through the organization will make this easier, since not all the information will be new.

Good succession planning not only depends on the previously described volunteer development process, but also on careful assessment, and nomination processes and skills. For the senior board positions, skill and experience profiles should be in place before selection begins.

In the final analysis, the healthy organization will find a wealth of talent through such a system, and if it is careful about its reward and recognition events, as well as job rotation, will continue to have fresh, competent and committed volunteer leaders.

APPENDIX VI

A SELF–APPRAISAL FOR THE SOON TO BE ELECTED LEADER

A SELF–APPRAISAL FOR THE SOON TO BE ELECTED LEADER

There are no right or wrong answers. Just a better understanding of your chance for a rewarding experience.

1. Why do I want to be president/chair?

2. Am I willing to sacrifice time, money and other goals?

3. Will my health and spirit withstand the barrage and demands?

4. Can I identify with and work with the staff as a team member?

5. Am I emotionally fit to withstand the jealousy, fears, etc. of peers?

6. Can I take disappointment without passing the buck?

7. Can I communicate effectively? Can I deliver the message to others?

8. Can I subordinate my personal biases to respond to the needs of the full constituency?

9. Do I have adequate support and understanding in my own backyard?

10. Can I deal with being a past president?

GABRIEL DUMONT INSTITUTE INC.

CODE OF ETHICS

for

THE METIS NATION OF SASKATCHEWAN

LMMBoards

February 19-20, 1994

Delivered by: Robert D. Armstrong, FCGA

PREAMBLE

Introduction

This Board Code of Ethics and Rules of Professional Conduct provides uniform rules and principles of professional conduct and ethics by which board members will conduct themselves in discharging their professional duties and responsibilities. Any member who contravenes any of these rules and/or principles shall be accountable to the Metis Society of Saskatchewan or the appropriate affiliate and may be subject to discipline or expulsion from the board.

A board member must always be mindful of his responsibility as a member of the governing body, and he shall carry on his duties with fidelity to his constituents, fairness to employees of the affiliates, and loyalty to the board, acting at all times in a professional manner.

Why Do We Need A Code of Ethics?

First, the Code is directed at ensuring and safeguarding the quality of decisions made by the board; second, it is directed at maintaining order and dignified relationships among members in the conduct of their duties.

Why should this board be concerned with safeguarding the standards of performance of its members? There are several strands to the answer. The first is that a board as a whole has an important social role. The business community, governments, and the public generally rely on the board for fairly weighted decision making. The economic and social implications of the board's work are evident, and the board must accept fully the obligations imposed by the public interest content of the calling. Second, most members of the affiliates, because they do not share the board's expertise and knowledge of the " big picture ", have difficulty in understanding the rationale behind decisions made by the board. Frequently they have to rely on the quality and amount of information they receive from management and the board in order to feel comfortable with the direction taken by the board; this can be very important since it is ultimately the staff which will be the vehicle by which the board direction is carried out. Third, the very nature of the board's work involves dealing with confidential personal and business matters and often with the future of the affiliates. For all these reasons it is essential that the profession should enjoy the confidence of the public, of its affiliates, and of employees. This necessary confidence can only be won and maintained only if the board itself takes steps to ensure the competence and integrity of its members and the standards of performance which they deliver.

A code of professional ethics alone is not sufficient to support public confidence. It is buttressed in practice by other mechanisms addressed to creating and maintaining professional standards including;

-    the initial training and any continuing competence requirements of the board members.

-    the establishment and maintenance of appropriate disciplinary action to ensure board members' compliance with these standards of behaviour and professionalism.

The second broad aim of the Code, maintaining ordered and dignified relationships between members in the conduct of their duties and responsibilities, is apparent in rules relating to such matters as duties to the constituents, to the public, conflict of interest, and relations between the Society and government bodies.

Similar rules are found in most professional, business and volunteer boards; indeed such rules express the traditional essence of the Society, reflecting as they do the sense of a profession as an intellectual self-regulating body. At all times, professional courtesy and cooperation are expected and honest dealing is demanded.

How Does the Code Work?

There are three mechanisms. First the Code provides a set of standards which members can regard as a minimum level of acceptable conduct. It makes it clear to a member the kind of behaviour professional colleagues deem essential. It is, therefore, useful to the member in assessing day-to-day actions and responsibilities.

Second, it provides to the public an assurance that the Society and its affiliates are imposing on themselves high standards by which they are willing to be judged. It provides to constituents, employees, and the public generally a measuring rod against which to assess the board's performance.

Third, the Code forms the basis of the disciplinary procedure though which allegations of misconduct are addressed.

Disciplinary Procedure

In joining the board, one is obliged to be governed by its ethical code. In theory this agreement is founded on contract. The new entrant voluntarily assumes obligations which are over and above the requirements of the law. Indeed most, if not all, of the precepts in the Code are unknown in the general law, and breach of them would constitute neither crime nor tort. But such a breach can be a very serious professional matter. The board has the right to discipline members guilty of fault or misconduct in the practice of their duties to the Society, and a breach of the Code would, in most cases, be cause for disciplinary action.

For those disciplined, penalties may have serious consequences, as reputations and self-esteem may be impaired. While, in general, the courts would leave it to the board to decide what its own standards and code of behaviour should be and what penalties are appropriate for breach, there are obviously issues of public policy at stake in the exercise of these considerable powers by domestic tribunals.

The courts have, therefore, been prepared to intervene in certain circumstances, such as when

a) the principles of natural justice have not been observed by a governing body such as this board

b) there is a question of law at issue, and

c) the restriction imposed by a code go beyond what can reasonably by related to professional standards of behaviour, particularly if a member's livelihood is in jeopardy, although this is unlikely in the case of this board.

The fact that disciplinary disputes within voluntary boards so infrequently reach the courts can be taken as an indication that the rules formulated for the conduct of the profession have been applied with responsibility and fairness and have won widespread acceptance and support.

Conflict of Interest

Even though it is recognized that an board member's first duty and loyalty must be to the Society and to the constituents who appointed him, on rare occasions, however, there may well be conflict between the requirements of business or personal matters and professional ethics. While such conflicts are inevitable, in most cases they will be resolved by good sense and goodwill on both sides and will not become fundamental issues of conscience. But if the board member finds himself irreconcilably at odds with board or Society policy on a matter of professional ethics, a very difficult situation emerges. If he is satisfied that his own view is the only tenable one and that the issue is sufficiently grave, resignation may be his only option. In reaching his decision on such very difficult questions, so long as there is no breach of confidentiality, the board member will have served his function with dignity and purpose.

Conclusion

It would be wrong to overemphasize the punitive or prohibitive aspect of the Code of Ethics. Far from being onerous, the fact that the Code does require high standards, and that the public is aware of this, should be a source of pride for most board members as well as the Society, its affiliates and the constituents at large. They are happy to be judged by the Code's precepts and consistently aim at performance well above the required minimum. Thus the Code plays an important part in assuring that board members will perform their duties and responsibilities with competence and integrity.

DEFINITIONS

101   Society
The Metis Society of Saskatchewan

101.1   Affiliate
The use of the word affiliate refers specifically to the various societies and institutes affiliated with the Society, such as the Gabriel Dumont Institute of Native Studies and Applied Research Inc, the Dumont Technical Institute and any others with such an affiliation.

102   The Board
The combined Board of the affiliate organizations, known also as the " Super Board ".

103   Constituents
The persons to whom the board are primarily responsible and reportable, namely the members of the Society.

104   Employees
Persons employed by any of the affiliates.

105   Gender of Pronouns
Masculine pronouns when used herein also include the feminine.

106   Member
An individual serving on the board.

Duties to the Public

A member-

201   Public Interest
Shall safeguard the interests of the constituents, employees, the board and the general public.

202   Breach of Trust
Shall not breach the trust of the board, Society or an affiliate.

203   Known Omission
Shall disclose in his communication to the affiliates any material fact or information known to him which is not confidential at the board, the omission of which would make that information misleading.

204   Material Discrepancy
Shall immediately disclose any material discrepancy that becomes known to him concerning any information on which he has issued a communication, or with which he is associated.

205   Independence
This rule does not apply as long as appropriate disclosure of any conflicting relationship is made in full to the chairman or the board.

For the purpose of this rule, independence is a question of fact based upon a member's ability to exercise his professional judgement with objectivity, but
i)   a member is not independent if he is a director, officer, or employee of the organization or of an affiliate of the organization, or is a partner, employer, or employee of a director, officer, or is one of the immediate family of a director or officer.
ii)   a member is not independent if he, one of his immediate family, his partner, or one of the immediate family of his partner owns or controls, directly or indirectly, a material interest in a share or a debt obligation of the organization or any of its affiliates; and
iii) a member is not independent if he is associated in any manner with an organization or firm which is conducting business with the Society of any of its affiliate organizations.

2)   For the purpose of this rule,
        i)   the immediate family of the member means the spouse, father and mother, son and daughter, and other relative of that member, and a relative of the spouse of that member who has the same home as that person;
        ii)   a partner of the member means any person with whom he carries on in partnership in a business who does business with the Society of affiliates.

3)   A not-for-profit organization may be subject to statutory provisions which preclude a member from serving on the board if any of his partners is an officer or director of the organization. Accordingly, the member should not accept an appointment to a position as an officer, director, or other position where he might have the right or responsibility to make decision affecting the management of the institution, corporation, or organization.

There may, however, be instances which would not preclude a member from accepting an honourary or advisory position other than as an officer or director with a not-for-profit organization were he does not assume administrative or financial responsibilities or make decisions affecting the management of the organization.

4)   A member shall, within ninety (90) days after he becomes aware that his appointment contravenes this rule, either:
        i)   eliminate the circumstances that cause him to be in contravention, or
        ii)   resign from the board.

206   Support of Board Decisions
Shall support in full all decisions agreed to by the majority of the board even where it requires that his personal feelings or biases are at odds with the board position.

If a member is unable to adhere to this rule, he must resign his position on the board.

207   Acknowledged Standards of the Profession
Shall adhere to the acknowledged standards of the board.

The phrase "acknowledged standards of the board" expresses a wide meaning, namely that body of principles and practices which have been generally adopted by the profession and which are applied in the decision-making process.

Secrecy of Confidential Information

A member-

301   Confidentiality
Shall as a board member be aware that it is an implied term of the agreement with the Society or affiliate that the member will not disclose the board's affairs to any person, save with the board's consent or within the terms of certain recognized exceptions as follows:
a)   where disclosure is required in or for a legal process;
b)   where a member becomes aware of an apparent or suspected criminal activity and he decides to report it to authorities or forthwith obtain advice from any member of the appropriate Provincial or Territorial Law Society as to his duties and obligations as a citizen in the context of his board activities (a member so doing shall not be in violation of this Rule regarding confidentiality by reason only of the seeking or following of such legal advice or reporting);
c)   where a member is properly acting in the course of his duties; or
d)   where such information is required to be disclosed by the board or any of its Committees appointed thereby in the proper exercise of its duties.

302 **Information Used for Personal Advantage**

Shall not, without the board's consent, use confidential information relating to the business of the Society or affiliate to directly or indirectly obtain a personal advantage.

Duties to the Society

A member-

401 **Conduct**

Shall always be mindful of his duties and responsibilities toward the Society, and on all occasions shall act in a manner which will enhance the image of the Society.

401.1

Shall comply at all times with the principles, obligations and responsibilities in the Code.

402 **Compatible Activities**

May engage in any profession, trade, industry, office, or duty except where these undertakings are detrimental to the public good or to the standards of the Society, its boards or affiliates.

403 **Unlawful Activity**

Shall not lend his name, himself, or his services to any activity which he knows, or which a reasonably prudent person would believe, to be unlawful.

404 **Discredit**

Shall not lend himself knowingly to any practice, pronouncement, or act which would discredit the board or Society.

405 **Detrimental Situations**

Shall report to the board any situation of which he has sufficient personal knowledge and which he thinks may be detrimental to the board or Society.

406 Criticism of Member

Shall not criticize another member without first submitting his criticism to that colleague for explanation. The member thereafter shall inform that colleague as to the action he has taken concerning the criticisms. The definition of the word colleague includes any board member. The lodging of an Ethics complaint against a colleague is considered a criticism under this rule.

407 Legal Action Against Member

Shall, before entering into a legal action against another member which might discredit the board, advise that member of his intention. He shall also give the board as much notice as is possible of his intention, outlining the basis of the proposed action.

408 Discrimination

Shall not discriminate against a person because of the race, colour, sex, age, religion, national extraction, sexual orientation or social origin of such person.

409 Reputation

Shall report any fact known to him which puts, or seems to put, the reputation of the Society or the board in doubt.

410 Bankrupt

Shall immediately notify the board if he becomes bankrupt.

503 **Public Statement**
Shall not make a public statement:
a)   on the incompetence of another member of the Society or board or
b)   detrimental to the reputation of another member of the Society or board.

504 **Advancement**
Shall not seek professional advancement through unfair means or conduct detrimental to another member of the board.

505 **Assistance to Students**
Shall encourage and assist students enrolled in programs offered by the affiliates in their professional development and in obtaining the experience and proficiency required for certification.

506 **Compliance**
Shall comply with the Constitution, the By-laws and the Code of Ethics and Rules of Professional Conduct of the Society and its affiliates and with any order or resolution of the Association under the By-laws.

507 **Competence**
Shall sustain his professional competence by keeping himself informed of and complying with developments in board standards in all functions in which he participates.

Criminal Offenses

A member-

601   Responsibility and Control
A member of the board who has been charged with an offence under the Criminal Code of Canada must so notify the chairman of the board immediately and must, at the same time, submit his resignation from the board, to be effective as of that date.

601.1   If a member does not act in accordance with the rule as laid out in 601, he is subject to immediate suspension from the board.

602   The suspension referred to in 601.1 shall remain in force until:

a) the board member is found not guilty of the offence charged, or

b) the charge is withdrawn or a stay of proceedings is entered, or

c) the member is found guilty of the offence charged or a related offence.

A member found guilty of the offence charged, or a related offence, shall be dismissed from the board immediately.

603   A member found not guilty of the offence charged or has had their charge stayed or withdrawn shall have their case reviewed by the board acting in camera and a determination shall be made at that time whether or not to reinstate the member.

604   Reinstatement under rule 603 shall not include the payment of fees, expenses or honoraria to which the member may have been entitled during the period covering his suspension.

605   The member shall be advised in writing of the determination of the reinstatement review.