



BOARD ORIENTATION & ROLES AND RESPONSIBILITIES

HANDOUTS PACKAGE



TABLE OF CONTENTS

ORIENTATION FOR BOARD MEMBERS	3
BOARD MEMBER SELF-EVALUATION	4
BOARD EVALUATION	5
HOUR GLASS MODEL OF BOARD – STAFF RELATIONS	6
GOVERNANCE	7
ROLE OF BOARD MEMBERS.....	8
PROTECT YOURSELF!	9
RESPONSIBILITIES OF A CHAIRMAN IN MEETINGS	10
RESPONSIBILITIES OF BOARD MEMBERS	11
HOW TO KILL ANY GROUP	12
COMMITTEES	13
COMMITTEE AUTHORITY	13
COMMITTEE REPORTING	14
COMMITTEE TERMS OF REFERENCE	15
COMMITTEE TERMS OF REFERENCE.....	18

ORIENTATION FOR BOARD MEMBERS

A new board member will feel far more comfortable and useful if they are given the information necessary to allow them to have a proper understanding of the board and its policies and procedures. Proper orientation and presentation are vital for a satisfactory experience. Orientation should include verbal information and face-to-face introductions as well as written background material. This information can assist the board member in working effectively. Consider the following for inclusion in your orientation package:

1. The organization's mission, vision and values statements.
2. History of the organization.
3. Bylaws.
4. Regulations and policies (policy manual).
5. Business and / or strategic plans (at least statements of goals and objectives).
6. Annual reports
 - history of the board
 - history of the community it serves
 - past programs
 - past financial reports
7. Financial structure of the board, sources of income, current budget.
8. Operations information:
 - current programs and activities
 - upcoming calendar of scheduled dates
 - structural chart
 - agenda format
 - job description
 - meeting schedule
9. List of members (phone, fax, mailing address, email address, etc.) and their positions.
10. A list of executive officer positions and their job descriptions or duties.
11. A list of staff and their job descriptions or duties.
12. Minutes of recent meetings.
13. Insurance Policy.
14. Board member roles and responsibilities.

A good orientation can set a positive tone by providing necessary information and establishing a strong foundation for the board member. More experienced board members can assist in the orientation of new board members.

Sources:

http://non-profit-governance.suite101.com/article.cfm/board_orientation#ixzz0KbHISbmp&C

http://www.createthefuture.com/board_orientation.htm

<http://www.gnb.ca/0131/pdf/s/bosdoc.doc>

BOARD EVALUATION

If your board is to be useful to the people it serves, it must constantly evaluate its position in the community and its effectiveness as a unit. Consider the following questions:

1. Does the Board have full and common understanding of its roles and responsibilities?
2. Does the Board have goals and actions resulting from relevant and realistic strategic planning?
3. How often are board mission, vision, goals and objectives reviewed?
4. How often are the bylaws, policies and regulations reviewed?
5. Is the board representative of all its members? Of the community as a whole?
6. Is there a positive relationship with their members? With the community?
7. What are the requirements of board members?
8. How are the prospective nominees to the board recruited?
9. Is the contribution of each member given consideration?
10. Does each officer have a clear job description?
11. Does each committee have a clear terms of reference?
12. What are the strengths and weaknesses of our public relations?
13. Are there good working relations with the board, the executive and the staff?
14. Do we have a sense of progress and accomplishment?
15. What are the procedures for channeling criticisms and problems?
 - from the community?
 - from the membership?
 - from the staff?
 - Between board members?
16. How do we address the issue of board development?
17. How well are we meeting our financial obligations and expectations?
18. Do we operate as an organized, cohesive unit?
19. Do we inspire others in our role as leaders?

Sources:

http://managementhelp.org/boards/brd_eval.htm
<http://culture.alberta.ca/bdp/bulletins.aspx>
www.boarddevelopment.org

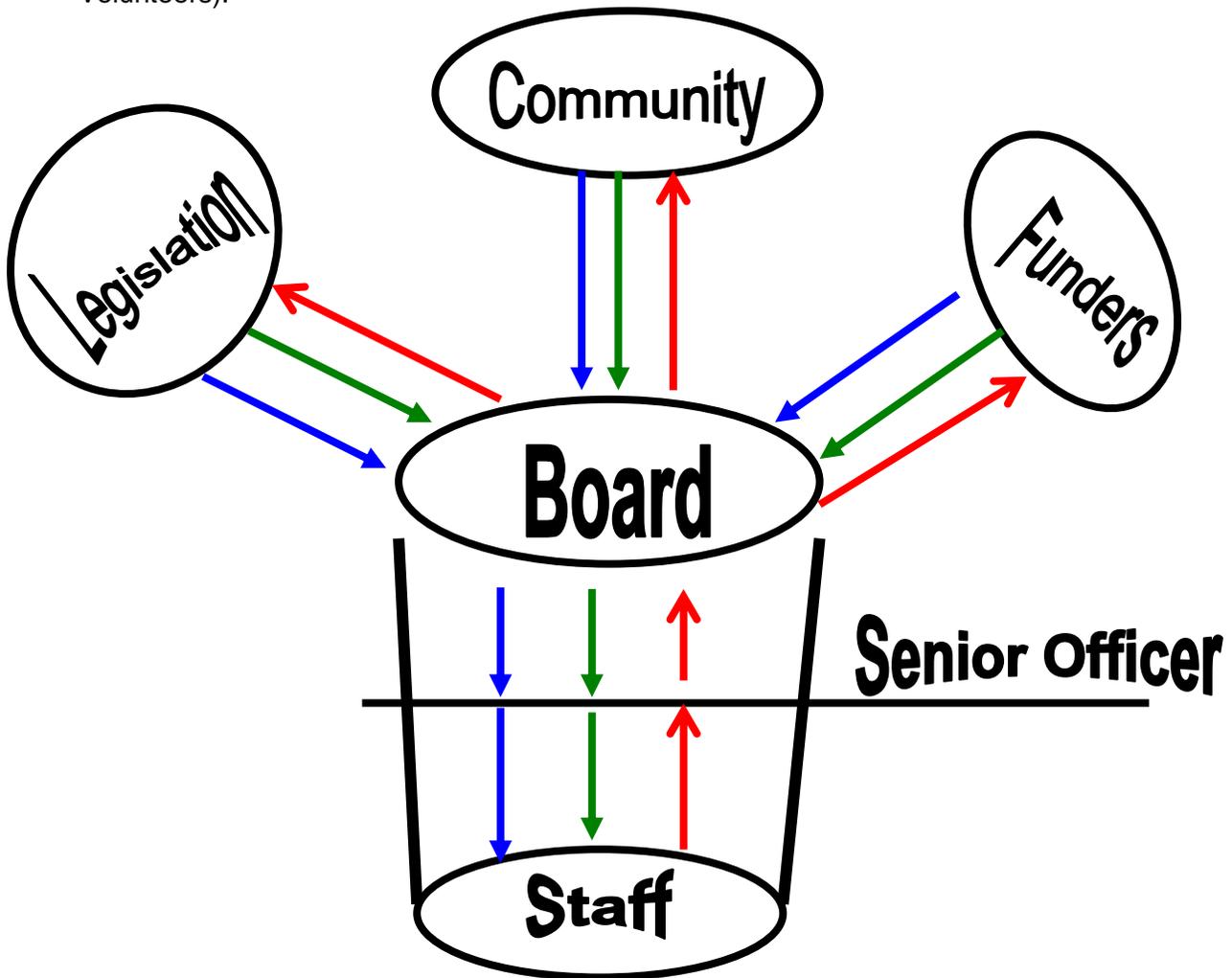
HOUR GLASS MODEL OF BOARD – STAFF RELATIONS

The Hour Glass Model looks at Board / Staff Relationships as an inter-connected system.

There are linkages that flow within the system, they are:

- The flow of Authority 
- The flow of Responsibility 
- The flow of Accountability 

The model looks at these linkages from the perspective of Legislation, Community and Funders relationship to Board; Board to Senior Officer (Executive Director, General Manager, or other title) and Senior Officer to Staff (paid and / or unpaid, i.e.: Volunteers).



Source: Miriam Mahnic, Alberta Culture

GOVERNANCE

If you are a society in Alberta, the expectation is that you will **GOVERN** the organization in a democratic, efficient and effective way, according to your bylaws and policies on behalf of the people you serve.

WHAT IS GOVERNANCE?

A governing board has the ultimate responsibility for the organization's purpose, continuity, progress, and identity. It does this by establishing policy in the following function areas:

GOVERNANCE FUNCTIONS

1. FRAMEWORK GOVERNANCE

The Board determines values and principles statements, vision, mission, target and aim policies (goals and objectives).

2. BOARD SELF-GOVERNANCE

The Board determines how they organize themselves to get the work done (committees, committee terms of reference, meeting times, honoraria, etc.).

3. OPERATIONAL GOVERNANCE

The Board sets direction for how the operations of the organization will be arranged. This encompasses the following three areas:

- Program Governance
The Board monitors the results of program policy.
- Personnel Governance
The Board sets policy for board staff relations, Executive Director limitations, etc.
- Financial Governance
The Board sets policy for budgeting and financial reporting.

4. ADVOCACY GOVERNANCE

The Board sets policy for community / organization relations, and garners community support.

Source: Roles and Responsibilities of Not-for-Profit Boards (Alberta Culture and Community Spirit)
<http://culture.alberta.ca/bdp/bulletins/RolesResp09.pdf>

ROLE OF BOARD MEMBERS

1. LEGAL AUTHORITY

The board is, in most cases, the legal authority for the organization. Essentially, services are carried out in the board's name, even though staff, committee members or volunteers may provide the actual service delivery.

2. FUND MANAGEMENT

Responsibility of the board is most evident where contract or funds for services are rendered or negotiated. The board has the major responsibility for financial management, and often for fundraising as well. Often, the board carries out this task through the establishment of funding policies and procedures. Funders and community members expect board directors to be knowledgeable regarding all policies, expenditure procedures, and funding arrangements.

3. HIRING STAFF / VOLUNTEERS

If the organization requires it, the board's responsibility includes hiring a chief executive officer, chief administrative officer, or managing director. Typically, the board hires the director and the director hires the support staff. In the case of terminations, the board may act as a review body for recommendations put forth by the managing director.

4. VISIONING / POLICY SETTING

The bulk of the work that boards do regards setting a vision and mission for the organization, and writing policy that reflects the vision and mission.

5. MANAGING / DELEGATING

The board, as a collective, keeps the major authority in an organization. It delegates that authority, however, to various others, such as committees, a managing director, or support staff. The board does not directly supervise support staff, but works through the managing director. Committees that report to the board should have a board member in their ranks.

The basic role of the board is to support, assess and clarify services and functions of the organization. To that end, day-to-day service decisions are the domain of the managing director and staff that are hired to provide front line services. Boards function to develop policy that will ensure the smooth delivery of those services.

6. COMMUNITY RELATIONS

One of the most important things that a board can do for their organization is to present a positive image to the community. While each board member may have a vote regarding issues facing the board, their influence and power comes as they **collectively** make decisions regarding their organization. The strength of the board is most apparent when the board shows its solidarity in issues that face the public eye. Included in this function is the way that the board communicates with other boards and groups, and with individuals and customers.

PROTECT YOURSELF!

In order to protect yourself, and to minimize the potential of any claim being successful, it is recommended that directors do the following:

- A. Attend all meetings of the board of directors;
- B. Receive and read all reports to be reviewed before each meeting;
- C. Read the minutes of all meetings and take steps to have the minutes amended as necessary to accurately record the meeting;
- D. Maintain a record of the documents and minutes that record the discussions held;
- E. Insist that any experts consulted (for example, accountants, engineers, lawyers) express their opinions in writing;
- F. Insist that the minutes record all disagreements between the directors and all abstentions;
- G. Notify all members of the board of directors by letter if there is a refusal to record your disagreement or abstention in the minutes;
- H. Ask the chairman or president of the organization about the availability of directors' liability insurance or an indemnity by the organization;
- I. Insist that the board be well run and organized so that specific persons or committees are given specific functions and tasks;
- J. Insist that the organization be managed in a manner which allows it to carry out its objects, meet its legal obligations, and is financially responsible; and
- K. Learn as much as you can about the organization before consenting to act as a director (for example, find out about the organization's objects and activities, how does the organization fund its activities and carry out its objects, what government department regulates the organization).

These precautions should be taken if you are asked to serve on any committees that report to the board of directors.

Reprinted from LawNow, June / July 1999 – Avoiding The Liability Traps, Brian P. Rurka and Allan J. Guty.

RESPONSIBILITIES OF A CHAIRMAN IN MEETINGS

The chairman's responsibilities in meetings includes:

- calling the meeting to order on time
- directing the business and conduct of the meeting
- maintaining order
- seeing that all who are entitled to speak are heard
- summarizing issues
- putting to a vote all questions which are properly moved and stating the results of the vote
- providing time for discussion on a motion
- laying out decision alternatives
- limiting long-winded speakers
- making decisions promptly and fairly
- knowing when informality is more efficient than strict parliamentary procedure
- refraining from making speeches and debating a motion
- being fair, just and impartial
- signing all necessary documents
- introducing guest speakers
- setting the agenda
- appointing committee members
- knowing when it is time to quit

Source: Alberta Recreation, Parks and Wildlife – Role of the Recreation Board Chairman

RESPONSIBILITIES OF BOARD MEMBERS

- Attends meetings regularly.
- Reads background material and minutes.
- Is willing to serve on committees.
- Speaks up when he / she has something to say.
- Does not dominate the discussion.
- Keeps comments relevant.
- Listens when others speak.
- Brings out quiet members.
- Keeps confidential discussions CONFIDENTIAL!
- Is open to community and staff feedback.
- Receives and gives constructive criticism.
- Understands how to compromise.
- Understands how to negotiate.
- Gives praise when due.
- Is prepared to make decisions.

Source: A Board Member's Handbook – Northern Alberta Development Council

HOW TO KILL ANY GROUP

1. Don't attend the meetings.
2. If you do come, come late. And spend a lot of time telling people why. After all, it is much more interesting for them to learn about how you burnt dinner and how your kid took forever getting their coat on than it is for them to discuss the boring topics on the agenda.
3. While you are there, start side conversations or introduce things that are off-topic or not on the agenda. Insist that you talk about these issues.
4. Do not come prepared. Ask everyone what page everything is on. Ask to borrow someone's agenda. Ask for a pencil. Ask for some paper. Ask for a drink of water. Ask them to give you the background information verbally. When they do, pick out one small aspect of what they said and start a discussion about it.
5. Find fault with officers and members. Be sure to share these with people outside the group.
6. Don't accept an office – it's much easier to criticize than to actually do things. Nevertheless, get really annoyed if you are not appointed to a committee.
7. If you are appointed to the committee, don't attend the meetings and say what a rotten committee it is.
8. If you are asked by the chair to offer an opinion, clam up and say nothing. After the meeting, tell everyone how things should have been done.
9. Don't do anything more than is necessary. When others roll up their sleeves to do the work, you can help things along by saying how cliquy everyone is.
10. Hold back your dues as long as possible. Better yet, don't pay at all.
11. Don't bother recruiting new members. If you do find new members, make sure they're just as crotchety as you are.

Source: <http://www.handinet.org/text/Groupkill.txt>

COMMITTEES

Committees are a mechanism by which a board partitions its work. A committee serves as a prompt and efficient method of handling the board's business. There are three distinct types of committees as described below. Regardless of type, committees always operate through a **terms of reference** approved by the board through a motion.

Standing Committees

Standing committees are set up on a permanent basis and deal with matters that constantly come before the board.

Sub Committees

Sub committees are established by standing committees, usually have a short term and involve a focused short-term project or task. Upon completion of the project or task, the committee is dissolved.

Ad Hoc Committees

Ad Hoc committees are established by the Board for specific, immediate or temporary tasks. Upon completion of the project or task, the committee is dissolved.

COMMITTEE AUTHORITY

Committees receive authority from the Board of Directors in four varying degrees.

Limited Advisor

The committee investigates and reports. The board makes the decisions

Active Advisor

The committee investigates and suggests action. The board will probably follow the committee suggestions.

Limited Agent

The committee can take some action with the consent of the board.

Active Agent

The committee takes action. The board can later ratify the action taken.

COMMITTEE REPORTING

Committees report in three ways: for information, for discussion, and for action.

For Information

When a committee wants to update the board on an issue or upcoming event, but is not looking for a decision or input, the committee report is **for information**. In the interest of time, the report can be given in written form prior to or during the meeting in order that the board might study the findings, make recommendations for follow-up, approve the report and its findings, reject the reports, or accept or file the report.

For Discussion

When the committee wants to generate feedback and input from the board on a particular issue, idea or plan, but is not looking for a decision, the committee report is **for discussion**. To improve the quality of discussion, some written background should be included in pre-meeting materials to allow board members to review the issue prior to the meeting.

For Action

When the committee wants the board to make a decision on an issue, the committee report is **for action**. Background information and clearly stated recommendations should be included in pre-meeting materials to allow board members time to review the recommendations and their impact prior to the meeting. The board may delay the action (postpone to a specific time), accept or file the report (this does not commit the organization to recommendations), approve or adopt the report (this commits the organization to recommendations), reject it in part or entirely, return the report to the committee for additional work (with instructions on what is expected and when to report back), or refer it to another officer or committee for study and clarification.

Sources:

<http://www.boarddevelopment.org/en/1/committees.aspx>

<http://www.managementhelp.org/boards/brdcmte.htm>

COMMITTEE TERMS OF REFERENCE (Sample One)

- 1. Committee Name**
- 2. Committee Type**
 - Is this a standing committee, sub-committee, or ad hoc committee?
- 3. General Purpose**
 - What is the general purpose of this committee?
- 4. Key Duties and Responsibilities**
 - What is the committee expected to achieve?
 - How will it do its immediate job?
 - How will it work towards future policies?
- 5. Appointment and Committee Composition**
 - What experience, knowledge and ability is expected of committee members?
 - How long do members serve?
 - What is the size of the committee?
 - Is outside organization representation needed?
- 6. Meetings**
 - How often will they be held?
 - How will they be scheduled?
- 7. Resources**
 - Financial: Budget process, restrictions, approvals, financial powers, etc.
 - Human: What staff and staff time is allotted to the committee?
- 8. Specific, Annual Objectives**
 - What are the specific, measurable objectives to be achieved this year?
- 9. Reports and Target Dates**
 - To whom does the committee report?
 - How often?
 - Verbally or in writing?
 - Does the board ratify what the committee does after the fact, or must the committee seek approval before (powers of the committee)?
- 10. Review and Evaluation**
 - How will this committee be evaluated?
 - What will success look like?
 - Who will evaluate?
 - When does the committee's job end?
- 11. Approval and Review**
 - How long has it been since the terms of reference were reviewed?
 - When will the board look at it again?
 - Is there a review date on the board's planning agenda?
- 12. Annual Goals**
 - Specific goals established by the Board of Directors.
 - Specific goals established by the committee.

COMMITTEE TERMS OF REFERENCE (Sample Two)

1. Committee Name

- What is the name of the Committee?
- What is the (mailing) address of the organization?

2. General Purpose

- What is the general purpose of this Committee?

3. Geographic Scope / Links

- What are the geographic boundaries for this Committee?
- Are there other organizations that this Committee will be linked to?

4. Committee Membership and Composition

- How is membership defined (is it individual or is it representative of a group, organization or agency)?
- What is the membership criterion? What has to be in place before a member can join?
- How are members accepted into the organization? Is it by invitation only, appointment, an expressed desire to join, etc.?
- How long do members serve?
- What experience, knowledge and ability do Committee members bring to the table?
- What is the size of the Committee?
- Are there different categories in the membership (e.g.: voting versus non-voting, group versus individual, professional categories, etc.)?
- How are members recruited?
- What is the role of the general public or other stakeholders?

5. Activity / Commitment Level

- What is the anticipated time commitment required of members?
- Are there different levels of involvement?
- How are meetings, projects and activities scheduled?

6. Meetings

- What kind of meetings will you be having? How often will they be held?
- How will they be scheduled? How are meetings called?
- Who will chair the meetings?
- How is the agenda prepared? Who is responsible for this?
- Who will take and distribute the minutes?
- Who will keep the official records of the organization (e.g.: minutes, financial records)?

7. Leadership / Governance Structure

- What leadership positions or officer positions do you have within your Committee (e.g.: chairperson, president, secretary, treasurer, etc.)?
- How is status decided (e.g.: election, appointment, general consensus, etc.)?
- Will the status be shared (e.g.: co-chairs, rotating meeting chairperson, etc.)?
- Is there an additional time commitment?
- What is the term of office?
- What is the role of the leader?
- Will you be requiring a leader job description?
- What powers are conferred upon the leader? Are there additional rights and obligations?
- Are there additional resources offered to the individuals or groups taking on leadership or officer roles?
- What part does the lead agency or group have in the decision-making process (e.g.: Voting? Veto?) ?

8. Working Principles / Making Decisions

- Describe the way you want your Committee members to work together.

- Where does the Committee get its permission to operate?
- Who has the authority to act on behalf of the organization (e.g.: fundraising, PR, etc.)?
- How will decisions be made in your Committee?
- Who gets to vote? Are organizations with more than one person in attendance allowed more than one vote?
- How will quorum be decided?
- How much notice is required when making major decisions? In what circumstances do motions need to be taken to the general (whole) membership?
- How are budget decisions made? Are budget decisions made by the organization sponsoring the funds, or by the group as a whole? How will this work during times of conflict or when differences of opinion occur?

9. Resources

- Financial:
 - How and from where will the Committee acquire funds?
 - How will the Committee manage its money?
 - What is your budget process?
 - Who has financial powers (e.g.: purchasing, ordering, fundraising, etc.) and how are they conferred? Who has the authority to spend money?
- Human:
 - What staff and staff time is allotted to the Committee? Is there an individual or group that can donate time, funding, or a position (full or part-time)?
- Roles: Who is responsible for what?
 - If there are paid positions, or positions that require supervision, how will this be handled?
 - To whom do staff and / or volunteers report?
 - How will you meet your administrative requirements?
 - Who will keep the official records for your Committee?

10. Key Strategic Directions / Goals and Targets

- What are you trying to achieve?
- What conditions must be met?
- What constraints or barriers apply? How will you overcome these?
- What are the specific, measurable objectives to be achieved this year?
- To whom does the Committee report? How?

11. Communication

- How is internal communication handled?
- What are the protocols for external communication?
- Who can say they represent the organization? Is there an official spokesperson for the Committee?

12. Review and Evaluation

- How will this Committee be evaluated? How will the organization be held accountable?
- How often? When will the Terms of Reference be reviewed? Do you have your review date scheduled?
- What will success look like? How will you measure it?
- Who will evaluate?

13. Recognition

- How will you celebrate your successes and accomplishments?
- How will you recognize your partners? Contributors? Funders?

COMMITTEE TERMS OF REFERENCE WORKSHEET

#	ITEM	DECISION	REVIEW DATE / NOTES
1	NAME ADDRESS		
2	GENERAL PURPOSE		
3	GEOGRAPHIC SCOPE LINKS		
4	MEMBERSHIP & COMPOSITION		
5	ACTIVITY / COMMITMENT LEVEL		
6	MEETINGS		
7	LEADERSHIP / GOVERNANCE STRUCTURE		
8	DECISION MAKING / WORKING PRINCIPLES		
9A	RESOURCES – FINANCIAL		
9B	RESOURCES – HUMAN		
10	KEY STRATEGIC DIRECTIONS		
11	COMMUNICATION		
12	REVIEW & EVALUATION		
13	RECOGNITION		