




COMMITTEES & EXECUTIVE ROLES

- Benefits of Committees
- Types of Committees
- Where Committees fit in your Governance Framework
- Executive Committee – Purpose, Positions and Leadership

INTRODUCTIONS – WHO IS HERE?

Raise your hand if you answer yes:

- *Who is a board member? Staff members?*
- *Board chair or president?*
- *Vice Chair? Secretary? Treasurer?*
- *New Executive member?*
- *New to the board?*
- *Have been a board member for more than 5 years?*
- *Serve on more than one board?*





COMMITTEES

- Relationship to Board
- Types of Committees
- Terms of Reference

BOARD BENEFITS OF COMMITTEES

- Preparatory work leading up to board decisions, such as developing policy options and recommendations for consideration by the board
- Carry out tasks on behalf of the board
- Work with the staff to implement certain operations and activities*
- Serve as a training ground for future board members
- Increase Board’s ability to be more nimble and responsive to emerging issues



TYPES OF COMMITTEES

Standing Committee	Ad-hoc/Task Force	Advisory Committee
<p>Set up on a permanent basis and deal with matters that are consistently in play.</p> <p>Examples include:</p> <ul style="list-style-type: none"> • Executive Committee • Finance Committee • Program Committee <p>Sub Committee Established by standing committees for specific focus within the standing committee's purview.</p>	<p>Established for specific, immediate or temporary tasks. Upon completion of the project or task, the committee is dissolved.</p> <p>Examples include:</p> <ul style="list-style-type: none"> • Building committee • Special event committee 	<p>Established to investigate, report, and make recommendations. Committee members usually provide a unique perspective that creates a broader picture and leads to more meaningful decisions. They provide a direct link to the community or membership. Examples include: seniors or youth advisory committees, regional focus groups.</p>

COMMITTEE LEVELS OF AUTHORITY

Committees receive authority from the board:

- ❖ **Limited Advisor:** The committee investigates and reports; the board makes decisions.
- ❖ **Active Advisor:** The committee investigates, reports, and suggests action. The board will probably follow the committee suggestion.
- ❖ **Limited Agent:** The committee can take some action as delegated by the board through the terms of reference. Still reports to board.
- ❖ **Active Agent:** The committee takes action. The board can, if it wishes, ratify the action later. (*Caution*)



ACTIVITY – DELEGATING AUTHORITY

I will put up a brief description of a purpose, goal, and/or outcomes that a board wants to delegate to a committee to work on.

In pairs discuss what type of committee you think it should be and what level of authority you think they should have.

We will then discuss briefly as a large group.



ACTIVITY – DELEGATING AUTHORITY EX.1

Purpose of committee: Plan a large fundraising event for the organization.

Should this be:

- 1) Standing Committee, Limited Agent
- 2) Ad Hoc Committee, Active Agent
- 3) Advisory Committee, Active Advisor



ACTIVITY – DELEGATING AUTHORITY EX.2

Purpose of committee: Find out what others in a similar field or with a similar purpose do.

Should this be:

- 1) Ad Hoc Committee, Active Advisor
- 2) Standing Committee, Limited Agent
- 3) Advisory Committee, Limited Advisor



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ACTIVITY – DELEGATING AUTHORITY EX.3

Purpose of committee: Review bylaws and suggest updates and changes.

Should this be:

- 1) Ad Hoc Committee, Active Advisor
- 2) Advisory Committee, Active Agent
- 3) Standing Committee, Limited Agent



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TERMS OF APPOINTMENT

Recommended practice

- Fixed terms of office (e.g. of 2-3 years)
- Rules on the number of consecutive terms a member can serve

Source: Seel, p. 95

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ENSURING EFFECTIVE BOARD OVERSIGHT

“Committees and task forces only do work that legitimately is the responsibility or prerogative of the board, and care must be taken to ensure that these structures complement rather than interfere with the staff operations of the organization and the general oversight should be provided by the full board.”

Source: Rens, p. 149

“Committees should each have terms of reference, even if it is functioning only in an advisory capacity.”

Source: Bourgeois, p. 164

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TERMS OF REFERENCE

Terms of reference “outline the way in which a group of people agree to work together to accomplish common goals.”

Source: Adapted from Health Quality Ontario – Creating and sustaining patient and family advisory councils: Guides for common challenges, p. 7



EFFECTIVE TERMS OF REFERENCE

- ❖ Describe the purpose, structure and operating rules
- ❖ Define the responsibilities and accountabilities of the group
- ❖ Are easy to understand

Source: Adapted from Health Quality Ontario – Creating and sustaining patient and family advisory councils: Guides for common challenges, p. 7



EXECUTIVE COMMITTEE

- Executive Positions
- Executive Committee
- Leadership

THINGS TO TALK ABOUT...

Individual Executive roles

- Meetings – time & agenda
- People / group management and leadership
- Leadership: Advocacy & planning

Roles of Executive Committee

- Leadership between meetings
- Organizational structure and accountability



BOARD LEADERSHIP CAPACITIES

- Ability to share a compelling vision
- Modeling and ensuring accountability
- Commitment & knowledge of board development and improvement
- Support and participate in evaluating board, self and any senior staff
- Approve/ monitor budget & fiduciary duties
- Develop & maintain positive relationships
- Help facilitate effective meetings



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INDIVIDUAL POSITIONS OF THE EXECUTIVE MEMBERS (OFFICERS)

Chair
Vice Chair
Secretary
Treasurer



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FOR THE BOARD CHAIR...

- **Help the Board make the wisest decisions possible**
- High standards of excellence and preparation
- Positive, productive relationships with board members, volunteers and staff
- Clear level of decision making or delegation
 - *Is the decision made by the board or by others?*
- Agenda and meeting facilitation / host
 - *Done with support from others?*
- Consider policy revision and succession planning



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CHAIR POSITION DESCRIPTION SAMPLE

- ❖ Provides leadership to board & organization,
- ❖ Attends and leads all board & executive meetings
- ❖ Knowledge of the organization & commitment to its mission, goals & objectives
- ❖ Serves ex officio to committees
- ❖ Acts as one of the signing officers
- ❖ Evaluates board decision making & effectiveness
- ❖ Ensures mission focus and accountability



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CHAIR RESPONSIBILITIES — OUTSIDE MEETINGS

- **People - Leadership & Mentoring**
 - Orient & build the team
 - Build relationships – committees & staff
 - Ensure accountability & performance measures
 - Share your passion & knowledge - (and know your group, foundations, bylaws, policies etc.)
- **Communication & Advocacy**
- **Organization & Succession Planning**



CHAIRING A MEETING

What are we going to resolve or accomplish at this meeting? (purpose & Purpose)

Meeting management

- Manage Time
- Manage Agenda
- Manage People

What are some ways to do these well?



ABOUT AGENDAS (THE WRITTEN KIND)

Ensure the following (work with others):

- Send out agenda before the meeting so members can be prepared
- Clearly state group norms or ground rules
- Put times on the agenda
- Identify outcomes or what needs to be done for each meeting / agenda
- Link items to strategic plan and goals – include mission and vision
- Agenda should be decisions and discussion focused (not passive listening)



WHAT IS THE PURPOSE OF OUR MEETING?

PURPOSE

Is this meeting essential?

What are we trying to achieve by having a meeting?

What do we need to accomplish that requires us to come together?



How will our meeting link to our organization's purpose or goals?

Who needs to be in the room?



WHY HAVE AN AGENDA?

- Acts as a meeting guide
- Important to democratic process
- Connects meeting to purpose/ outcomes
- Encourages focus
- Documents key group / team activities

AGENDA

SOME IDEAS...

- Set reasonable timeframes and structure
- Start and end on time
- Discuss mission-driven questions
- Facilitate meetings so each perspective is heard respectfully and on topic
- Build in generative governance conversations
- Anticipate 'difficult' participants

AGENDA

WHAT IS THE FOCUS OF OUR AGENDA ITEMS?

AGENDA

Source: Adapted Governance as Leadership; Reframing the Work of Nonprofit Boards by Chait, Ryan and Taylor. 2005.

SUMMARY: GOVERNANCE AS LEADERSHIP

	Fiduciary	Strategic	Generative
Key Question	"What's wrong?"	"What's the plan?"	"What's the question?"
Board Focus	Define problems Review performance	Solve problems Shape strategy	Frame problems Engage in sense-making
Board Process	Parliamentary procedure	Logical and empirical discussion	More informal and creative

Adapted from: Governance as Leadership: Reframing the Work of Nonprofit Boards. Chait, Ryan & Taylor.

AGENDA

ACTIVITY – TOOLS AND TECHNIQUES FOR THE CHAIR

- We will go through a series of images
- For each image you can either think to yourself or talk to your neighbour for 30sec about how the board chair could use this item to make board meetings more successful.
- After you've had some time to think I will call out for some of your ideas.



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MEETING ACTION PLAN

Meeting: _____

Date: _____ Chair: _____

Secretary: _____

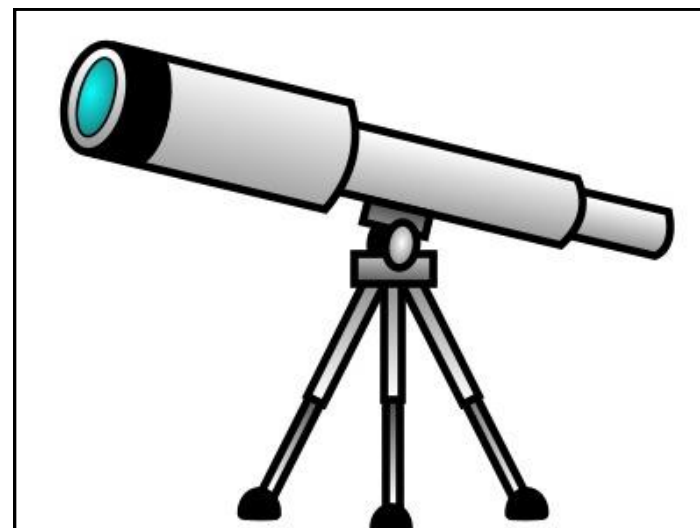
Action to be Taken	Person Responsible	Deadline	Completed

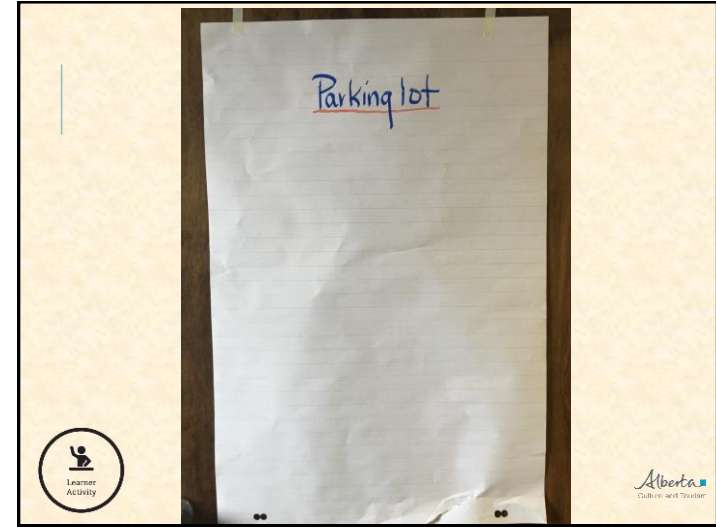
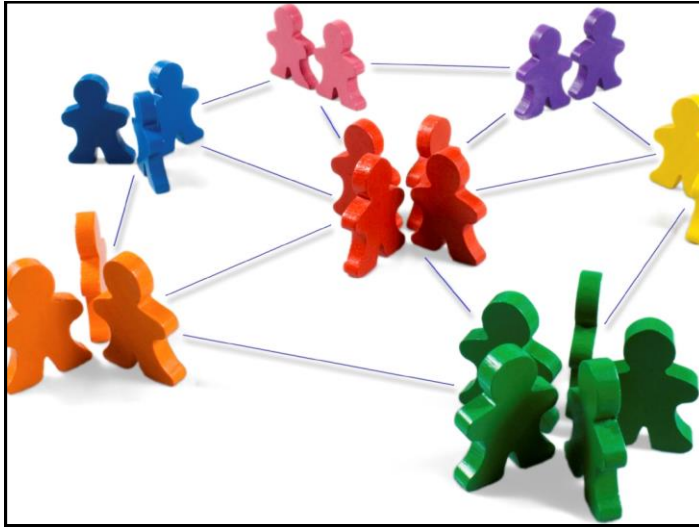
Next Meeting Date: _____ Time: _____


Location: _____



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INFORMAL LEADERSHIP

All participants have a leadership role to play

- ❖ Use meetings to create broader leadership and ownership within your team
- ❖ Share facilitation
- ❖ Help keep the focus on purpose, topic, and timing
- ❖ Rotate time-keeper, note-taker, vibe-watcher.
- ❖ Ask questions, give feedback, admit mistakes
- ❖ Other ideas?



VICE CHAIR / PRESIDENT- ELECT

- Attend all board meetings
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Acts in absence of the Chair
- Learns (shadows) duties of the Chair
- Prepares to serve as Chair in future
- May chair committee(s)
- Acts as signing officer
- May act as governance officer (e.g. bylaws)
- Other duties?



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SECRETARY'S RESPONSIBILITIES

WHAT:

- Meeting Administration
- Record Meeting Minutes - Decisions
- Correspondence, Records & Documents Tracking

WHY:

- Maintain organization's history
- Serve as contact person for organization's records & documents
- Help organizational effectiveness & efficiency
- Reduce liability
- Help represent the organization



SECRETARY'S RESPONSIBILITIES: ADMINISTRATION OF MEETINGS

WHAT

- Notice of Meetings
- Agenda - Prepare and distribute agenda
- Include minutes, reports & correspondence
- Ensure minutes are recorded accurately
- Sign approved minutes & keep official record
- Keep Track of Important Dates & Filings
- Annual Return
- Bylaw Amendments, Incorporating documents



SECRETARY'S RESPONSIBILITIES: ADMINISTRATION OF MEETINGS CONTINUED

HOW

Consistent style, format (create a template)

Cover the following (at minimum):

- Who was at the meeting, who wasn't
- Date, time (start and end), location
- Items discussed
- Reports presented
- Decisions made: record and provide descriptions of motions
- List of Action Item, completed by whom and by when
- Date, time and location of next meeting



SECRETARY'S RESPONSIBILITIES: TIPS FOR MINUTES

- Record **decisions and actions** but not the discussion (in general)
- Keep them brief but informative
- Help the Chairperson ensure business and actions from previous meetings are brought forward to future meetings
- If possible, have the same person take minutes if you are not able to attend a meeting
- Write up & send minutes soon after meeting!
- Have a safe place where the official minutes are stored

What other things have you found helpful?



SECRETARY'S RESPONSIBILITIES: CORRESPONDENCE

In a timely fashion:

- Share correspondence received with board members
- Send out all organization correspondence
- Ensure contact information for organizational correspondence are up to date (email, telephone, mail, street addresses)
- Ensure an up-to-date contact list of board, members, funders and key contacts of the organization



SECRETARY'S RESPONSIBILITIES: CUSTODIAN OF RECORDS

Ensure that the records of the organization are maintained as required by law and made available when required by authorized persons and to reduce liability.

TIP:

Become familiar with legislation

- Societies Act
- Freedom of Information and Protection of Privacy
- Others?



SECRETARY'S RESPONSIBILITIES: RECORDS AND DOCUMENTATION

At meetings, it is helpful to have:

- Agenda Package
- Bylaws / Legislation
- Policies
- Quorum Guidelines
- Meeting Minutes (*from previous year*)
- Strategic Plan



SECRETARY'S RESPONSIBILITIES: RECORDS AND DOCUMENTATION CONTINUED

List of key records and information commonly referenced &/or updated:

- Bylaws, Societies Act Registration
- Policies and Procedures
- Minutes and Agendas
- Financial Documents
- Annual Returns
- Organization/Member Contact List
- Strategic Plan
- Annual General Meeting



SECRETARY POSITION DESCRIPTION SAMPLE

SECRETARY

- It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same.
- He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.
- In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

From sample bylaws on Service Alberta – Corporate Registry website



SECRETARY POSITION DESCRIPTION CONTINUED

SECRETARY

The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board

The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and

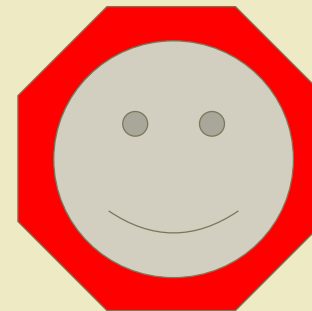
Collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Where does your organization describe the role and responsibilities of the secretary?

From sample bylaws on Service Alberta – Corporate Registry website



CHECK-IN






RESPONSIBILITY OF THE BOARD



“...one of the fundamental roles of the board of directors is stewardship of the organization's resources. This duty includes the responsibility to protect the organization's assets and to oversee its financial affairs.”

(Source: 20 Questions Directors Should Ask About Financial Responsibilities, p.1)

“Each member shares equally in the carrying out of the mandate of the organization, as well as the responsibility of prudent management of the organization's finances.”

(“Financial responsibilities of Not-for-Profit Boards, Muttart p. 8.”)




RESPONSIBILITY OF THE BOARD


“Board members are responsible for the overall management of the organization's resources – the responsibility does not simply fall to the Treasurer of the organization.

Source: “A Guide to Financial Statements of Not-For-Profit Organizations” Chartered Professional Accountants (CPA) of Canada, p.8.



WHAT IS A TREASURER?

- ❖ One of the traditional Officer or Executive roles
- ❖ Nonprofit context: Oversee financial management and report to the board and members financial status of organization.



FINANCIAL RESPONSIBILITIES OF NP BOARDS


Who is Responsible?

- The Board of Directors
- Individual – voting for financial policies and the budget
- Collectively – fiduciary responsibility
- The board may delegate authority for some financial management duties to senior staff, finance committee or a treasurer

What is Required?

- Look to your incorporation legislation and other legislation.
- What is stated in your bylaws

Everything else is optional...



FINANCIAL MANAGEMENT

Financial Management OR managing how:

1. Income is generated (contributions or earnings)
2. Money is spent
3. Net assets are protected/ invested
4. Finances are presented and accounted for

Activities Related to Financial Management:

- Budgeting
- Accounting and financial statements
- Reporting and analysis
- Developing and monitoring financial policy
- Managing cash flow
- Transactions and internal controls
- Managing grants and contracts
- Financial risk management
- Annual reporting & income tax filing



TREASURER POSITION DESCRIPTION SAMPLE

- Attend all board meetings
- Maintain organizational knowledge and personal commitment to goals & objectives
- Understand financial accounting
- Serve as the chair of the finance committee
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Ensure that appropriate & timely financial reports are available to the board basis
- Present the annual budget to the board for approval
- Review the annual audit and answer board members' questions

Roles and Responsibilities (BoardSource 2008).



ROLES OF EXECUTIVE COMMITTEE

Decision Making - support the group to make the best decision possible

Communication – internally & externally

Advocacy – represent the organization

Planning – strategic and succession planning

People Management – leadership, group dynamics, accountability

Evaluation – board, meetings, organization, staff etc.



DECISION MAKING -

- **No decision is necessary** – someone else will make the decision
- **Spontaneous** decision – everyone goes along (trivial)
- **Simple majority** – 50% +1
- **Clear Majority** - When it is important that the majority of the group support the decision & when a bylaw or other governance rule applies (66% or 75 % etc.)
- **Compromise** - when a decision must be made and group unity is secondary “the agree to disagree” syndrome
- **Consensus** – when risk of a wrong decision is high, when group decision is essential, when the group feels it is important to show commitment to the input, which is being given to an outside decision maker

Everyone must be willing to support the final decision



COMMUNICATION & ADVOCACY

- Create a healthy & respectful environment
- Be clear & manage your message
- One board member but can represent the board or organization externally
- The board represents your membership / community to the public & stakeholders



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PLANNING

- Set realistic goals – develop or review strategic plan for organization
- Identify quick wins & successes
- Revue & approve timeline goals, performance measures & meetings (budget cycle etc.)
- Succession - what do you need to do to ensure others can continue?
 - Can you mentor or support others to step in & learn?



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MEETING MANAGEMENT

- Ensure others are on task: minutes, reports etc.
- Ensure rule of order are followed (bylaws etc.)
- Set intention / expectations - *“we are going to spend 10 minutes on this and then move on”* (and follow through)
- May need different processes or tools to engage people and come to good conclusions
 - Sticky notes, pairs or small group conversations etc.
- Evaluate meetings regularly – may be a short debrief at each meeting or set it as an agenda item every few meetings



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DON'T FORGET...

- Establish accountability and action items with timelines / due dates
- Acknowledge and celebrate success
- Say thank you & express gratitude often
- Food / refreshments?
- Have fun



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REFLECTION ON ...

What is the legacy of your Executive?

What do you want to do / get accomplished while you are on the board?

What do you want to leave for those that follow you?

What is one thing that you can take back to your board / group?



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**QUESTIONS AND
COMMENTS ARE WELCOME**

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THANK YOU!

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Community Development website:

<http://culture.alberta.ca/communitydevelopment/default.aspx>

The Board Development Program

<http://culture.alberta.ca/bdp/default.aspx>

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