

EXECUTIVE ROLES: Chair, Vice, Treasurer & Secretary

Calgary Board Leadership

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Session Guiding Principles

- Everyone has wisdom
 - learn from and support each other
- Unhinge from distractions
 - But do what you need to do
- Invite general questions or comments
 - Not specific situations as a large group
but happy to discuss later

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

Introductions – who is here?

Stand 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?*

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

Individual Roles of the Executive Members

Chair

Vice Chair

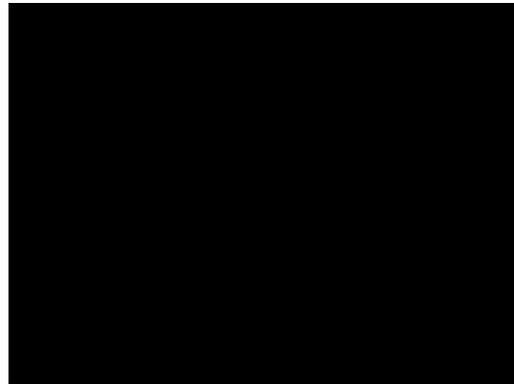
Secretary

Treasurer

Meeting Chair: What not to do...

https://www.youtube.com/watch?v=u5u_T4NSqoI&list=TLINNdyF5xVwoCkgRnq7i6D9kqpwroM4

Domineering Chair – Strive!



Roles 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

Example Chair Job Description

- Provides leadership to board & organization,
Attends all board meetings
- Knowledge of the organization & commitment to its mission, goals & objectives
- Chairs meetings – Board and Executive
- Orients board & committee members
- Serves ex officio to committees
- Acts as one of the signing officers
- Evaluates board decision making & effectiveness
- Ensures mission focus, adheres to bylaws / constitution and accountability

Chairing a meeting

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

Meeting management

- Manage Time
- Manage Agenda
- Manage People

What are some ways to do these well?

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
 - See handout for examples and options

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
- 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)

Outside Meetings – Other Chair Responsibilities

- **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**

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**
- **Other duties?**

What could your Chair or Vice Chair do to make your group more effective?



- In board meetings?
- Outside board meetings?
- *What can you do to support this?*

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

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

Meeting Minutes

- **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: text of motions presented and description
 - Follow up actions required, by whom and by when
 - Date, time and location of next meeting

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 standard safe place where the official minutes are stored
- ***What other things have you found helpful?***

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

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?

Records and Documentation

- **At meetings, it is helpful to have:**
 - Agenda Package
 - Bylaws / Legislation
 - Policies
 - Quorum Guidelines
 - Meeting Minutes (*from previous year*)
 - Strategic Plan

Records and Documentation

List of key records commonly kept & constantly updated: (Board in a Box)

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

Example Secretary Job Description

From sample bylaws on Service Alberta – Corporate Registry website: **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.

Example (*continued*)

- 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.
- ***What are some examples from your bylaws, policies, procedures describing the role or responsibilities of the secretary (if any)?***

What is a Treasurer?

- ❖ 1 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?

- What is stated in corporate legislation and other legislation and regulation
- What is stated in your bylaws

Everything else is optional...

Financial Management

Financial Management = *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 and statutory remittances

AI Finance Functions in Organizations

Transactional

- clerical tasks that support the accounting function, such as copying, filing, and making bank deposits
- attention to detail , understanding of basic accounting principles

Operational

- range of accounting functions, such as paying bills and producing monthly financial statements
- nonprofit accounting knowledge, including managing grants and contracts

Strategic

- systems development, financial analysis, planning, and communication about the organization's financial position
- Chief Financial Officer (CFO) level knowledge and skills

Barr, Kate, and Jeanne Bell, "An Executive Director's Guide to Financial Leadership," *The Nonprofit Quarterly*, Fall/Winter 2003, 8-15. Accessed March 31, 2014, <https://nonprofitquarterly.org/management/19126-an-executive-directors-guide-to-financial-leadership.html>

Sample Job Description – Board Treasurer

- Attend all board meetings
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Understand financial accounting for nonprofit organizations
- 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
- Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- Present the annual budget to the board for approval
- Review the annual audit and answer board members' questions about the audit

Roles and Responsibilities (BoardSource 2008).

Leadership Roles

Executive Committee

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 etc.
- **Evaluation** – board, meetings, organization, staff etc.

Decision making – some way of taking ideas / options to decision

- **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 final decision)

Communication & Advocacy

- Create a healthy & respectful environment
- 2 ears, 1 mouth
- 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

Planning

- Set realistic goals – develop or review strategic plan for organization
- Identify quick wins & successes
- Can timeline goals, performance measure & 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?

And 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

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

Reflections & Resources

What could your Executive do to make your group more effective?

And how can you support this?

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?*

Board Governance Resources

Government of Alberta Resources

The Community Development Unit, Alberta Culture

- provides customized, personalized facilitation and consultations services

www.culture.alberta.ca/communitydevelopment

The Board Development Program, Alberta Culture

- bulletins, workbooks & workshops on Board roles and responsibilities

www.culture.alberta.ca/bdp

Other Resources (not an endorsement):

Propell:us www.propellus.org

Volunteer Alberta www.volunteeralberta.ab.ca VARC

Board Source www.boardsource.org

Useful Financial Resources

Fiscal Policies and Procedures Template and Guide (Compass Point, June 2012)

<https://www.compasspoint.org/guide-and-template-fiscal-policies-and-procedures>

Financial Responsibilities for Not-for-Profit Boards (Alberta Government & The Muttart Foundation, 2008),

http://culture.alberta.ca/bdp/workbooks/Financial_Responsibilities09.pdf

Standards Program for Canada's Charities and Nonprofits (Imagine Canada, 2012)

<http://www.imaginecanada.ca/node/172>

Financial Management Resources: National Council of Nonprofits

<http://www.councilofnonprofits.org/resources/financial-management>

An Executive Director's Guide to Financial Leadership (Barr and Bell, 2014)

<https://nonprofitquarterly.org/management/19126-an-executive-directors-guide-to-fi-nancial-leadership.html>

A Guide to Financial Statements for Not-For-Profit Organizations (CPA Canada, 2013)

<http://www.cica.ca/focus-on-practice-areas/governance-strategy-and-risk/not-for-profit-director-series/npo-briefings/item65428.pdf>

Thank you!

Questions and comments are welcome

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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>