



BOARD BASICS 101

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Board Leadership Calgary

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PARTICIPANT GOALS

- Develop knowledge on board roles, responsibilities, and duties
- Identify the common elements of non-profit frameworks
- Plan and prepare for effective board meetings
- Recognize common challenges/positives





BOARD OF DIRECTORS

Board of directors are legally accountable

Therefore, boards must understand:

- WHAT are you responsible for?
 - HOW are you responsible?
1. Directors are “guiding” minds
 2. Obligated to use authority accordingly
 3. And “manage” the org’s affairs





Legislation
& Corporate Registry
(e.g. *The Societies Act*)

Insurance

BOARD

WHAT you do
(programs, services, etc.)

WHO you recruit
to help you do it
(committees, volunteers, paid staff, etc.)

PARTICIPANTS

MEMBERSHIP



Canada
Revenue
Agency



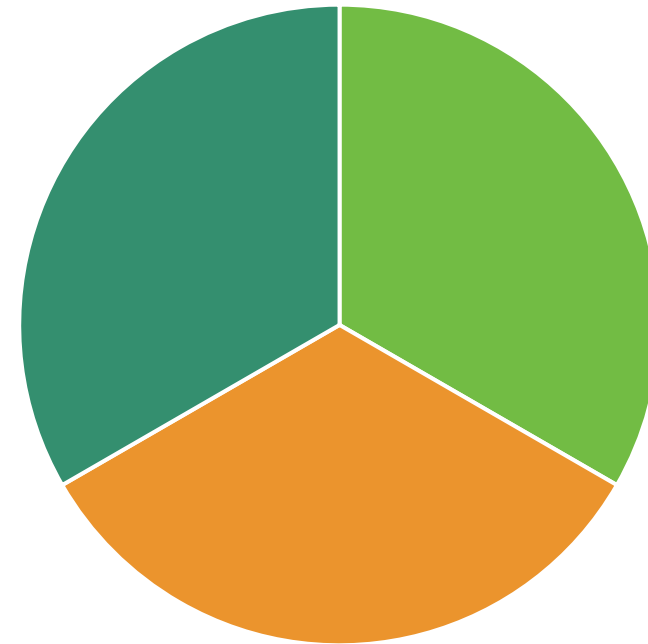
Assets, Lodging,
Land

WHAT IS A "FIDUCIARY"?



Duty of
Care

Duty of
Loyalty



Duty to Act Within
Scope of Authority

FIDUCIARY DUTIES

Duty of Care

Boards must give the business of their associations the same degree of care and diligence that prudent persons would exercise.

Make consistent and dedicated effort

Make informed decisions

Follow through on things



FIDUCIARY DUTIES

IN PRACTICE

- ❑ Attendance: Boards members must attend meetings
- ❑ Participation: Read the relevant materials and ask questions
- ❑ Be Prudent: "Care" for the work, don't rush/skip steps



FIDUCIARY DUTIES

Duty of Loyalty

Directors have a duty to the association and to its members to act for the association's benefit only, and with an eye to its best interests, without regard for personal gain.

Act honestly

Avoid conflict of interest



FIDUCIARY DUTIES

IN PRACTICE

- ❑ Conflict of Interest: Potential conflicts should be disclosed, and those in conflict should respect process to avoid (recusal)
- ❑ Optics: "Perceived" conflict of interest vs. "real" conflict...
"networks" aren't so clean when mixed with nepotism
- ❑ Confidentiality: Respect the process, avoid gossip



FIDUCIARY DUTIES

Duty to Act Within the Scope of Authority

Directors owe a duty to their associations and to their members to perform their duties in accordance with the authority granted to them in their governing documents.

- Exercise power

- Exercise obedience

- Uphold rules and regulations



FIDUCIARY DUTIES

IN PRACTICE

- ❑ Delegate Tasks: The board can delegate, but they remain accountable/need to monitor
- ❑ Dedicate Resources: Mismanagement of funds is a common source of lawsuits. Directors need to know how to manage finances/read their financials.
- ❑ Source Professionals: Use experts as required (audit)



OATH FOR BOARD MEMBERS

Basically, directors should be able to say "I will" ~

- ✓ Be thorough and professional
- ✓ Prepare for meetings
- ✓ Participate actively
- ✓ Be loyal to the organization
- ✓ Avoid conflict of interest
- ✓ Avoid exercising individual authority
- ✓ Maintain confidentiality
- ✓ Make informed decisions
- ✓ Hire the pros when certain work is required



OATH FOR BOARD MEMBERS

We're all in this together (unilateral liability). Remember that we

"Speak With One Voice"



ORGANIZATIONAL FRAMEWORK



ORGANIZATIONAL FRAMEWORK

Objects: answer *Why?* the organization was formed

Bylaws: answer *How?* the organization will be structured and governed

Policies: answer *What?* governance or operational processes are needed
**when bylaws don't address something*

Procedures: answer *How?* the policies are to be implemented

BYLAWS, POLICIES & PROCEDURES

BYLAWS

Governance, Structural
Foundational to your Assoc.
Legally binding

e.g. Bylaw:

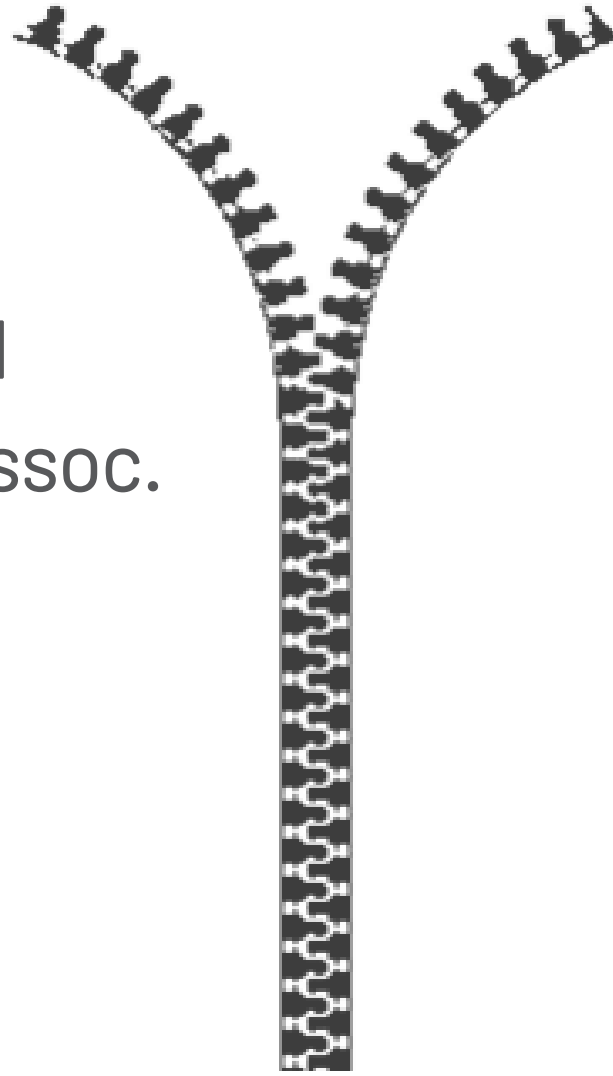
"Removal of a director"

Policies & Procedures

Expands the Gov/Ops
framework for your Assoc.
Day-to-day decision making

e.g. Policy & Procedure:

"Code of conduct"



BYLAWS, POLICIES & PROCEDURES

On the Bylaw Side

Removal from board
VS.

Removal of membership

Disciplinary process
(is it fair?)

On the Policy Side

Code of Conduct

Conflict of Interest

Confidentiality

THE 3 C'S

REVIEWING YOUR DOCUMENTS

BYLAWS Best Practices:

- Yearly review, part of board orientation
- Address need for updates ea. 3-5 years (legislation can change)

P&Ps Key Matters:

- Cannot breach bylaws (no “workarounds”)
- Requires consistency (don’t just pull them out when desired)
- Updated by board as needed
- Should be part of new board orientation

REVIEWING YOUR DOCUMENTS

For Job Descriptions: www.calgarycommunities.com

Header > Education > Resource Library

Password: community

Section > Governance > Job Descriptions

- ☐ All Exec (President, VP, Secretary, Treasurer)
- ☐ Director at Large
- ☐ Communications
- ☐ Membership
- ☐ Program (Director)

and much more, including >Employees

RUNNING EFFECTIVE MEETINGS




Meeting Management is essentially (1) PLANNING and (2) PARTICIPATION, with ongoing (3) LEADERSHIP to foster a positive work environment

MEETING AGENDAS

- A list of things to discuss, addressed in order
- Part of business records ... also “public record” ... must be kept for life
- Distributed in advance (President or Secretary)
- Good to give folks time to plan ahead; invite requests for additions
- Fine to carry business from last meeting over into the new meeting
- Helpful to plan time limits for agenda items
- AGMs and SGMs: agendas are restricted (can’t add new business at the mtg)

MEETING MINUTES: INCLUDE

- 
- Date, time, place, organization, people present/absent, quorum
 - Main speakers and topics presented
 - All motions made, seconded, by whom, vote results (carried/defeated)
 - BRIEF details of decision-making processes and factors considered
 - Action items, commitments, conflicts declared, special sessions held
 - Business to carry forward ... time of adjournment
 - Important to consider: how are the minutes authenticated (in a digital world)?

☹️ COMMON BOARD CHALLENGES

High Board
Turnover

Lack of
Understanding
of Roles and
Responsibilities

Conflict and
Communication



CONFLICT ISN'T THE PROBLEM

Lack of clarity
around roles &
responsibilities



Different ways
of doing, poor
accountability



Misinterpretation,
distrust



Confrontation

MAKING ASSUMPTIONS

BEING REACTIVE

AVOIDANCE

ATTACKING CHARACTER

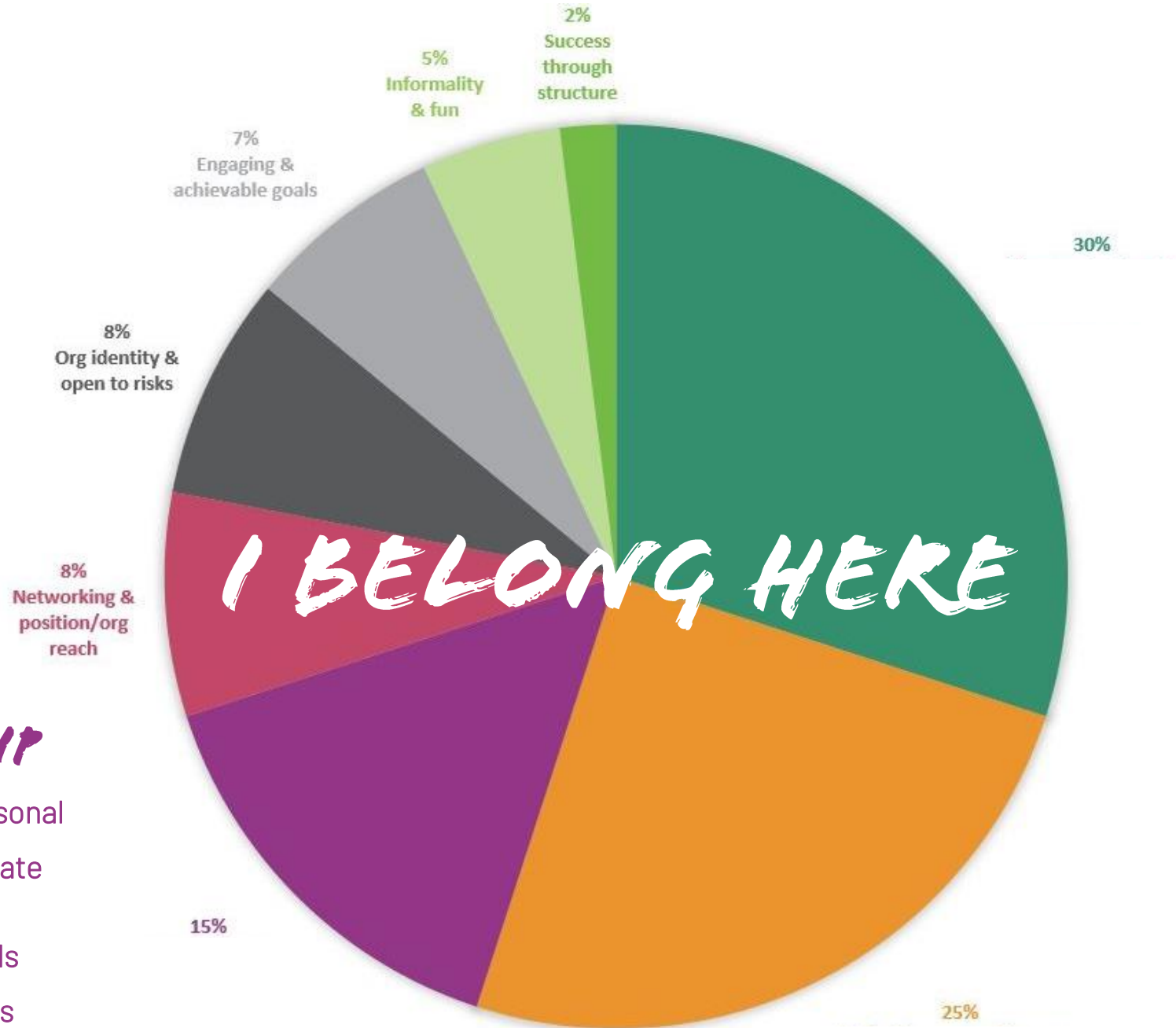
DISMISSIVENESS

INFORMAL COMMS

GOSSIP



Grow Your Community Hub (2017)

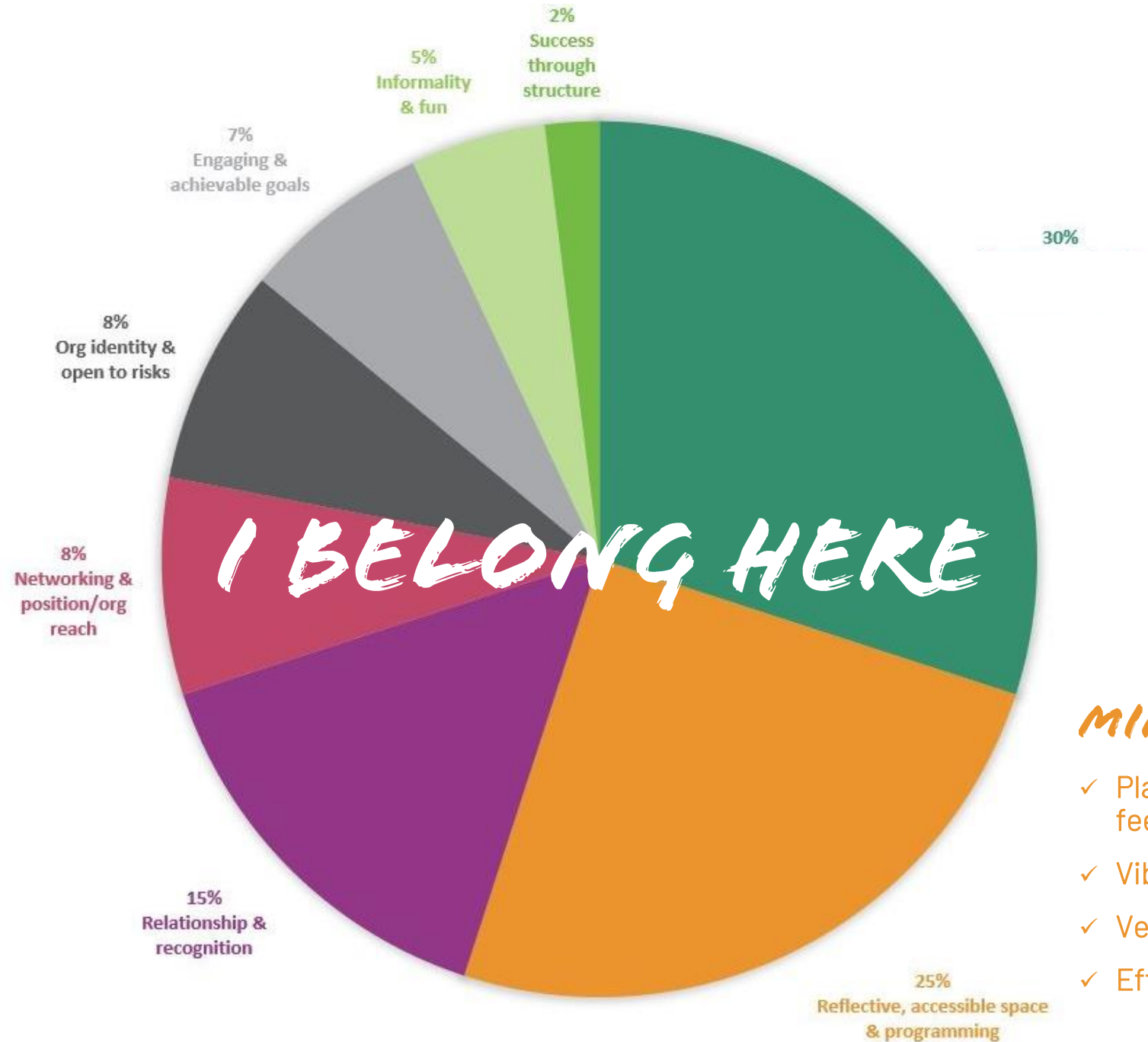


RELATIONSHIP

- ✓ Effort on the interpersonal
- ✓ Recognition is deliberate
- ✓ Acknowledgement of personal growth/needs
- ✓ The org culture invests in teambuilding values



Grow Your Community Hub (2017)

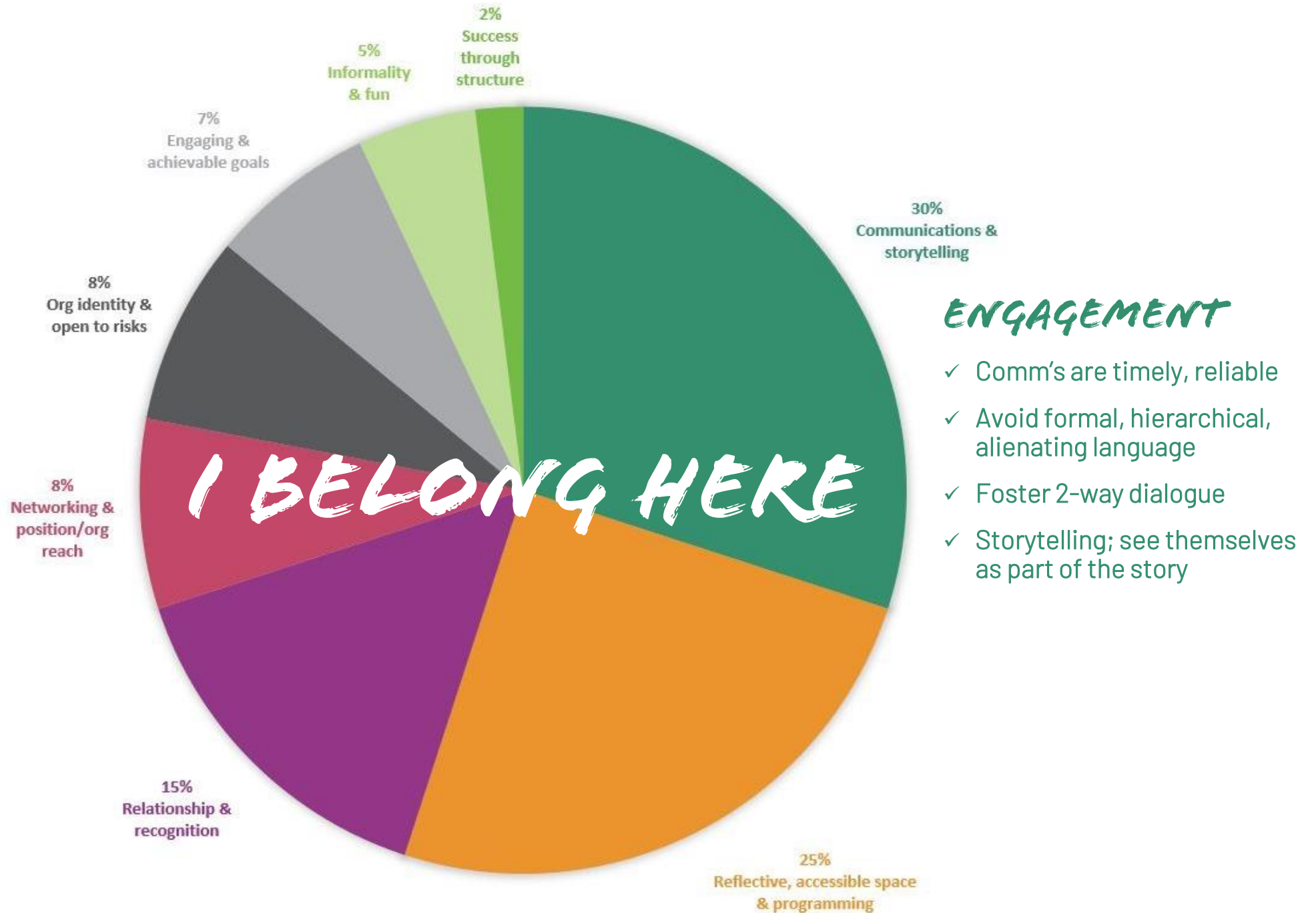


MINDFULNESS

- ✓ Place, space, or service feels mindful & welcoming
- ✓ Vibrant range of offerings
- ✓ Versatility to be nimble
- ✓ Effort to address barriers



Grow Your Community Hub (2017)



MY STOP, START, OR CHANGE PLAN

STOP

What is one action, task or activity that you will stop doing? OR



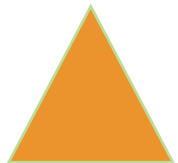
START

What is one action, task or activity that you will start doing? OR



CHANGE

What is one action, task or activity that you will start doing? OR





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THANK YOU!