



BOARD BASICS 101

Board Leadership Calgary, April 25, 2026

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WORKSHOP MODULES

1. Understanding the Big Picture
2. Not "Just" a Volunteer
3. Knowing Where Things Fit
4. The Right Tool for the Right Job
5. Making the Most of Meetings
6. Common Positives



PART ONE:

**UNDERSTANDING
THE BIG PICTURE**



REMEMBER!



As we work through these topics, remember some of the reasons you first got involved, the reasons you were inspired to join the board!



IT'S IMPORTANT TO REMEMBER WHY WE FIRST GOT INVOLVED!

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



Board Governance Roles and Responsibilities



Governance:
Setting and
monitoring
the direction

Management:
Directing
activities and
resources

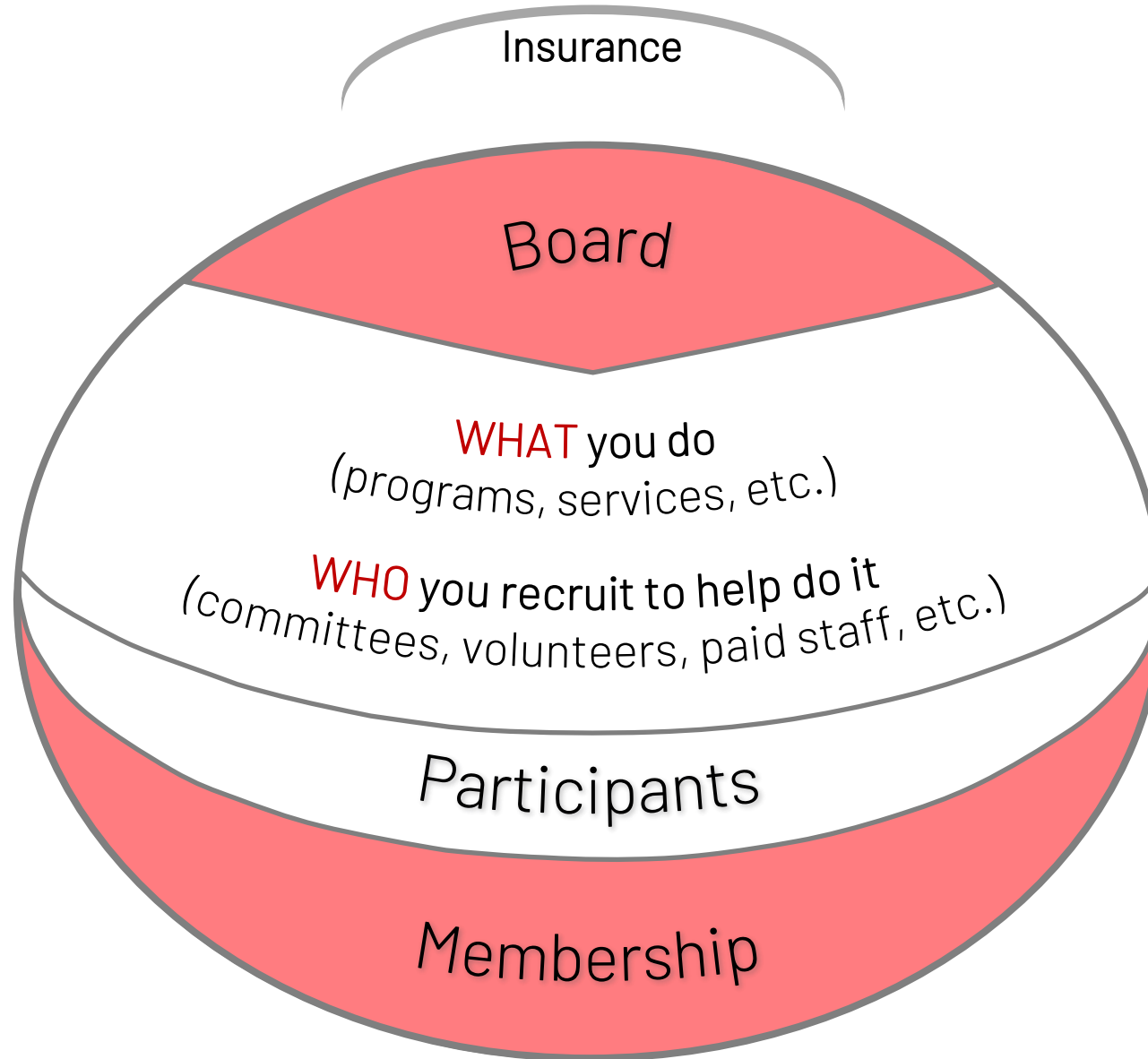
Operations:
Carrying out the
Activities

A VISUAL FRAMEWORK



Legislation
& Corporate Registry

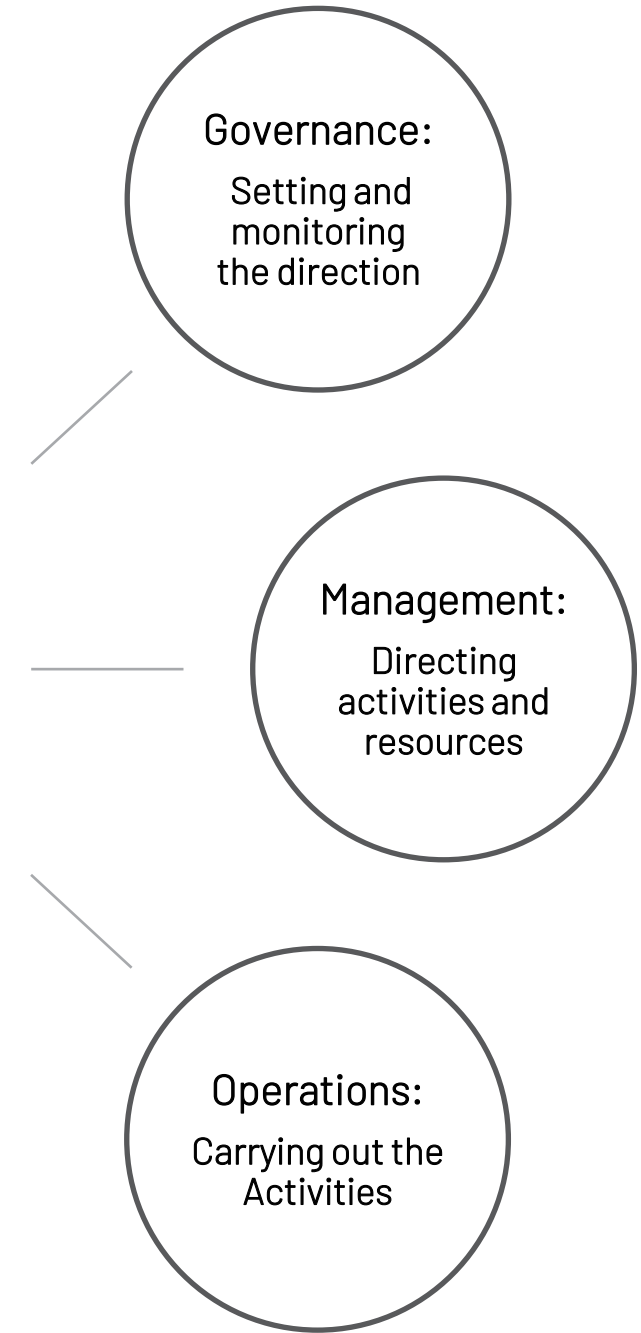
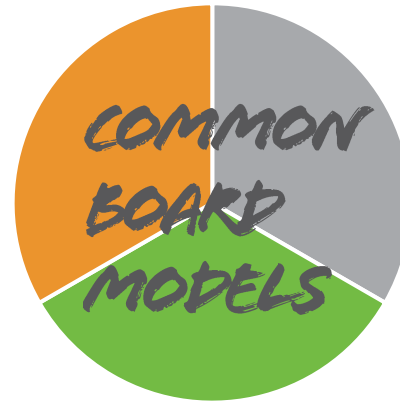
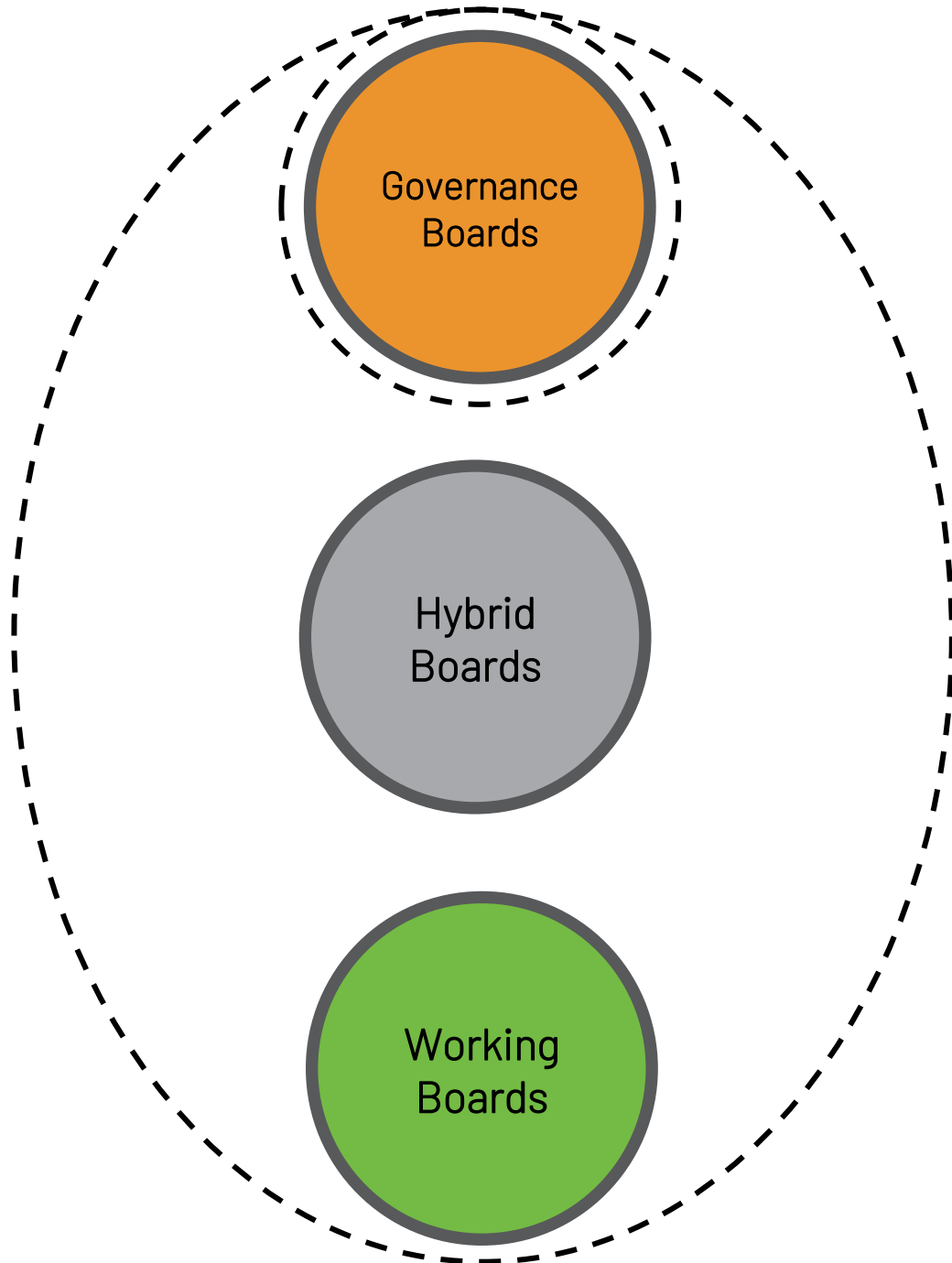
(e.g. *The Societies Act*)



Canada
Revenue
Agency



Assets, Lodging,
Land



PART TWO:

**NOT "JUST"
A VOLUNTEER**



WHAT IS A "FIDUCIARY"?

A fiduciary (representative) is the highest standard of care at either equity or law. A fiduciary is expected to be extremely loyal to whom they owe their duties.

(Latin) of, relating to, or involving a confidence or trust

Examples:

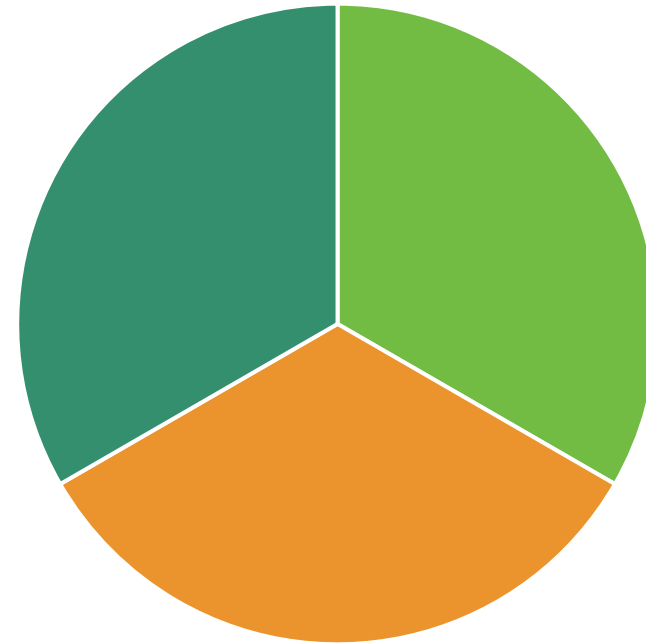
Doctor	→	patient
Attorney	→	client
Board	→	organization



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.

Due diligence, informed decisions

Not just attendance, participation

Follow through on commitments



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

Respect confidentiality



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, uphold rules

Dedicate resources, delegate tasks

Outsource the pros (as needed)



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

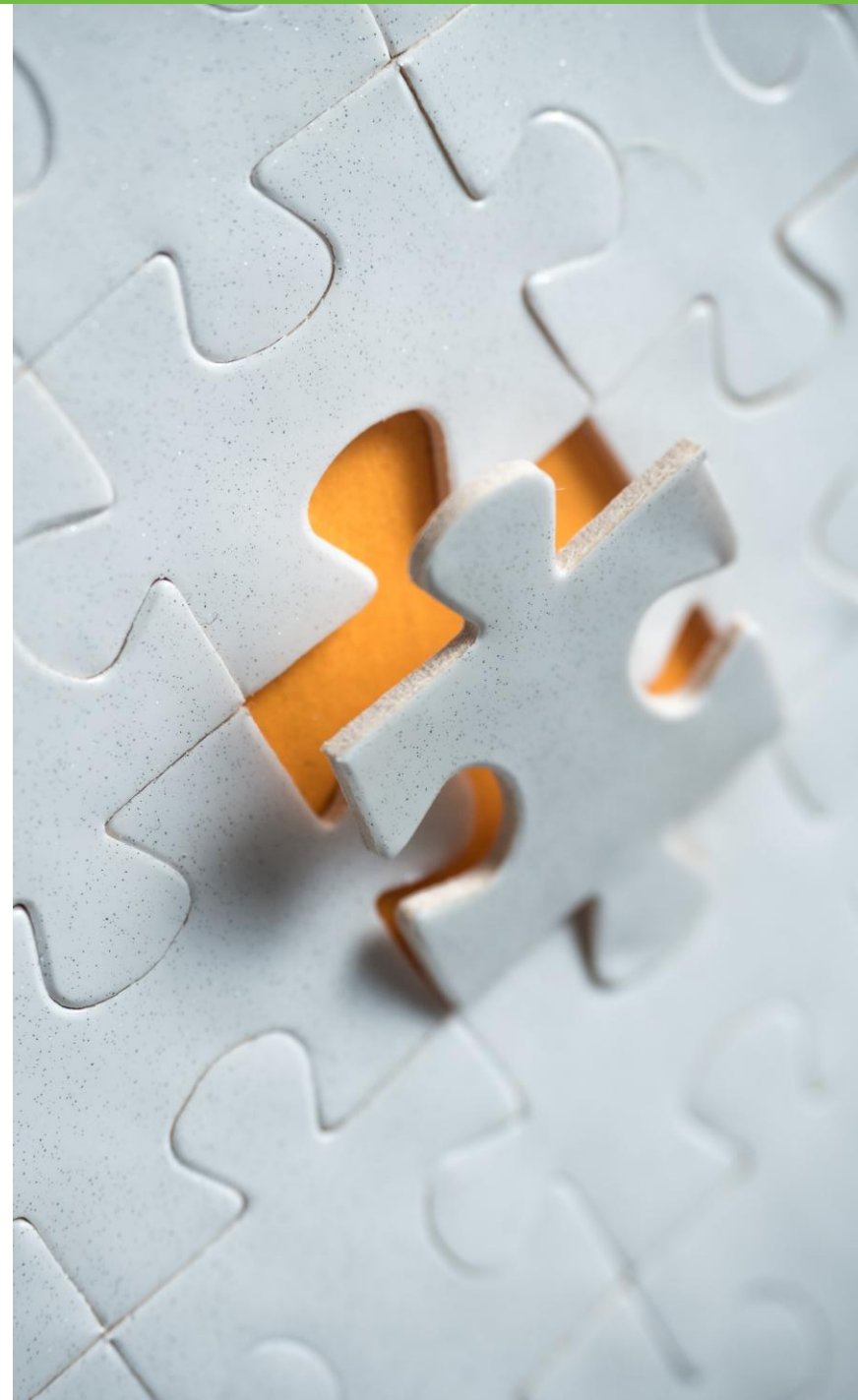
We're all in this together (unilateral liability). Remember that we

"Speak With One Voice"

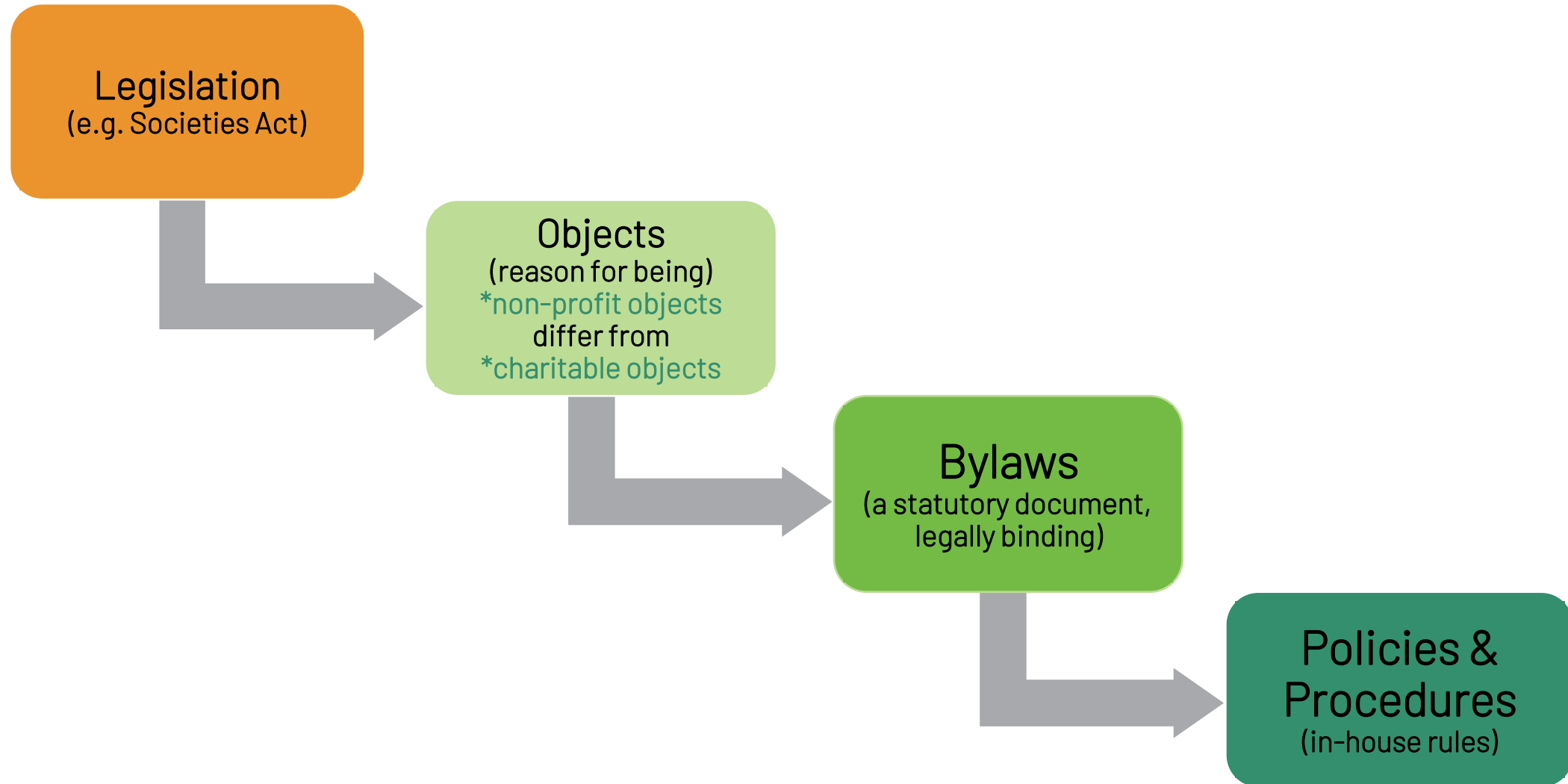


PART THREE:

**KNOWING WHERE
THINGS FIT**



LEVELS OF AUTHORITY



KEY POSITIONS & COMMON ROLES

President or Chair

- Chairs meetings and encourages participation
- Promotes the organization
- Evaluates board effectiveness
- Signing authority
- De facto member of committees

Vice-President or Vice-Chair

- Performs duties in support of President
- Performs President's duties when they cannot
- Chairs meetings in President's absence

Treasurer

- Provides monthly financial reports
- Leads finance work
- Collaborates with professionals (bookkeeping, audit)
- Signing authority

Secretary

- Takes minutes at meetings
- Keeps accurate records
- Notifies members of meetings
- Files annual documents with the Corporate Registry

Directors at Large

- Common title for all Directors not on the Executive
- Part of the team, part of quorum
- Shares the board liability, even if not in a key role
- **Support the work of the board: fiduciary duties!!**

COMMON COMMITTEE ROLES

- Executive Committees – Officers
- Standing Committees – Official
- Advisory Committees – For input
- Ad-Hoc Committees – Temporary

OBJECTS, BYLAWS, P&Ps

BYLAWS

Governance & Structural
foundations of your Assoc.
Legally binding

e.g. Bylaw:

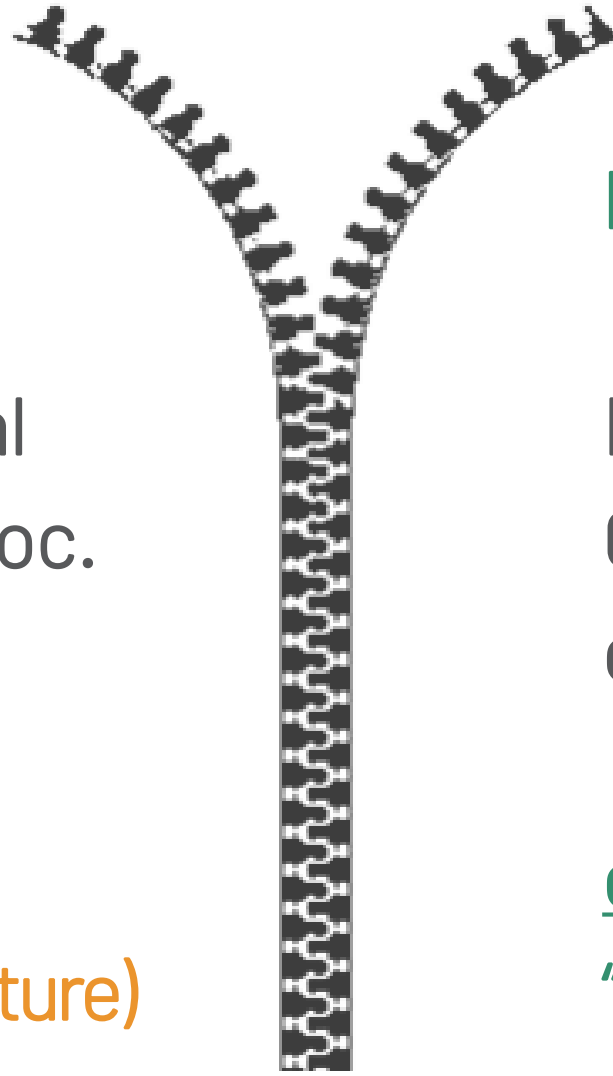
“Officer positions” (structure)

Policies & Procedures

Board or Operational
Guidance for your Org’s
day-to-day decision making

e.g. Policy & Procedure:

“Code of conduct” (behaviour)



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

Sticky spots in Bylaws

Removal from office
vs.
removal of membership

Disciplinary action
(is it fair?)

Policy Options?

THE 3 C'S

Code of Conduct

Conflict of Interest

Confidentiality

(+) Board Volunteer
Job Descriptions

PART FIVE:

**MAKING THE MOST
OF MEETINGS**



RUNNING EFFECTIVE MEETINGS



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

MEETING AGENDAS

Go with public records (minutes)

A list of things to discuss and vote on. Part of your records, good to distribute in advance, give people time to prepare, keep you on track.

Agendas

- Should be distributed in advance
 - Not all items need motions, if just discussion-based
 - It's fine to table things (move business to next time)
 - Membership meeting agendas (AGMs, SGMs) are restricted

MEETING PROCESSES

Important Steps

Board meetings and their minutes are the only written record of what you did. As such, there are important processes to follow!

Processes

- The meeting can only be called once quorum is achieved
 - Motions needed for: \$\$\$ matters, assets, business decisions
 - 1st Motion: "I move to discuss this" 2nd: "I agree to discuss"
 - 50%+1 approval passes: document if carried and/or failed

MEETING MINUTES

“Public record,” only proof of what you did: legally required for lifetime

Must match all agenda items, in order. Include motions made, seconds, vote results. BRIEF details of discussion. Legal reference.

Things to Record

- Location, time of start/end, those present/absent, agenda changes
 - BRIEF details of discussion points, for future reference
 - All motions made (1st), the seconder, results, *named voters
 - “In camera” (confidential) segments can have sealed min’s

PART SEVEN:

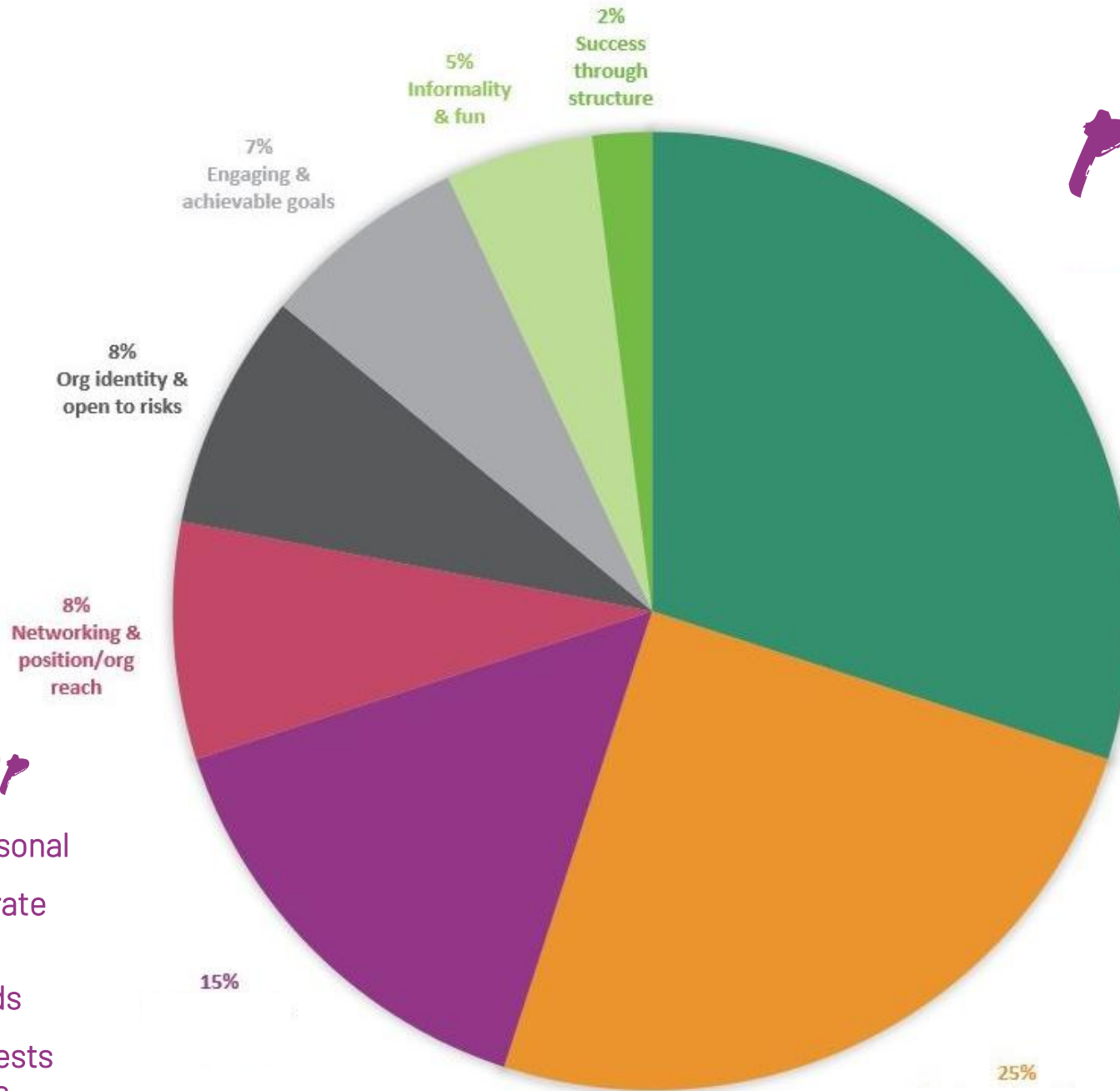
COMMON POSITIVES





Grow Your Community Hub (2017)

POSITIVES

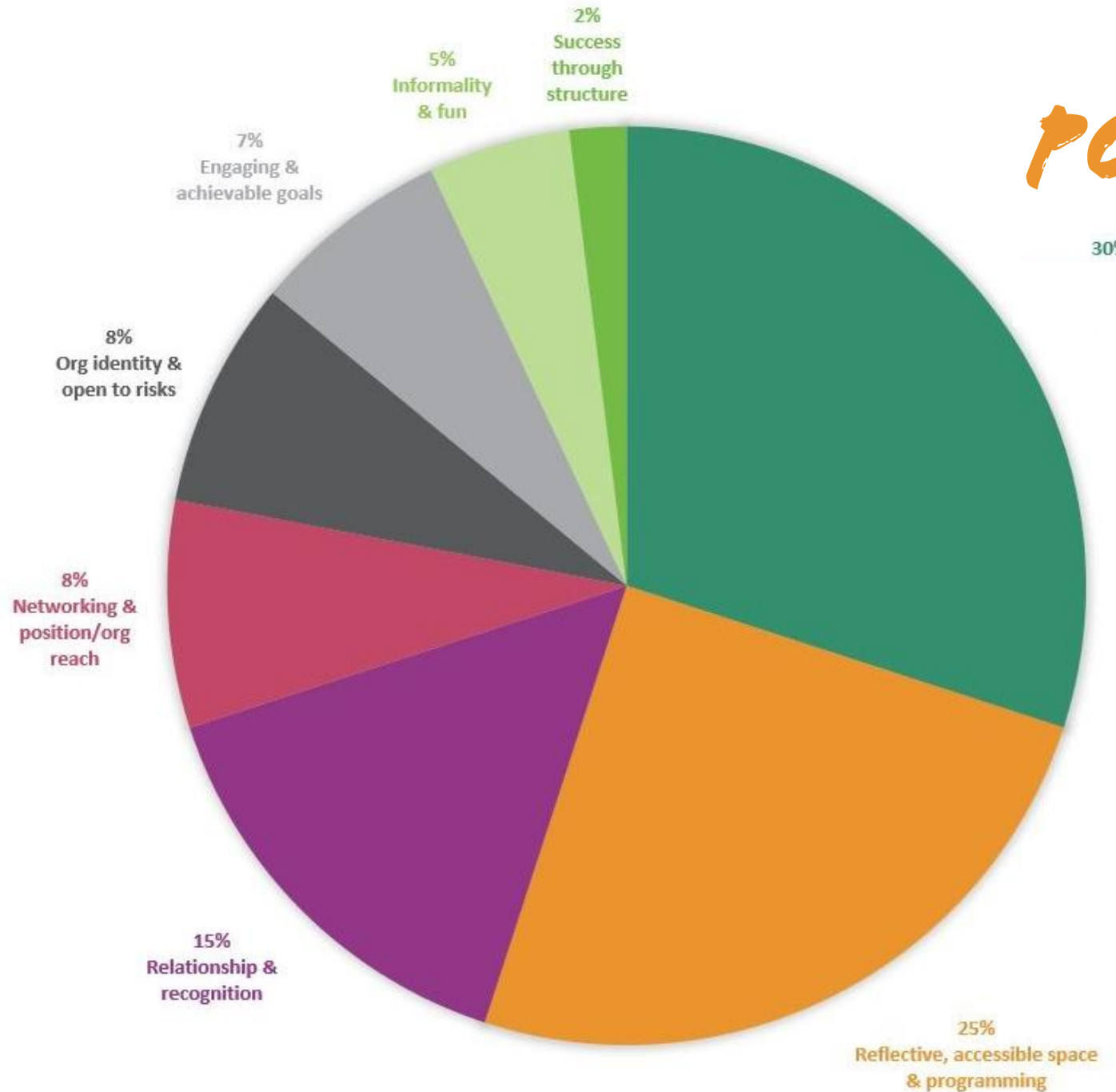


RELATIONSHIP

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



Grow Your Community Hub (2017)



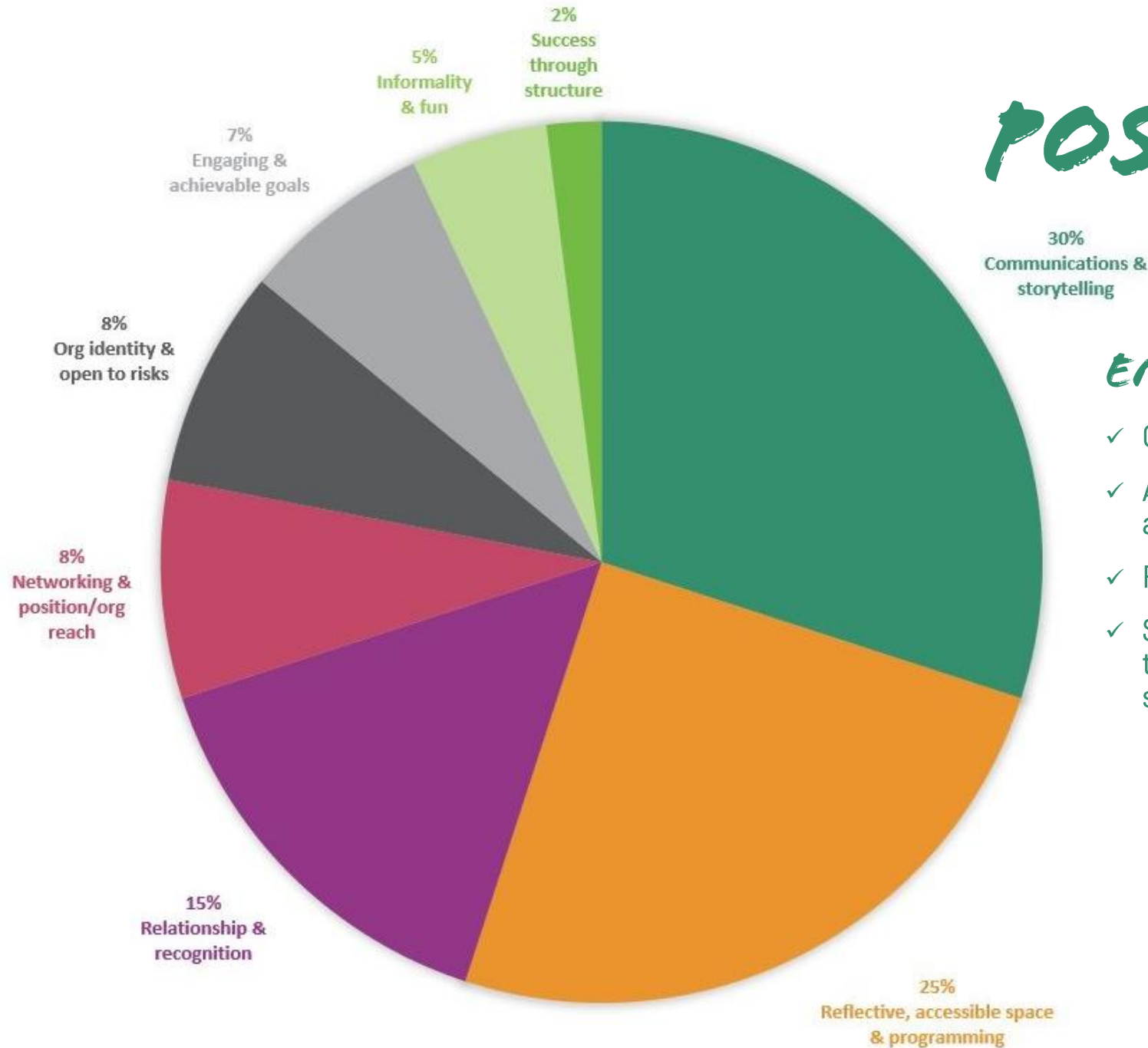
POSITIVES

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)



POSITIVES

ENGAGEMENT

- ✓ Comm's are timely, reliable
- ✓ Avoid formal, hierarchical, alienating language
- ✓ Foster 2-way dialogue
- ✓ Storytelling: folks see themselves as part of the story



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THANK YOU!