



building capacity

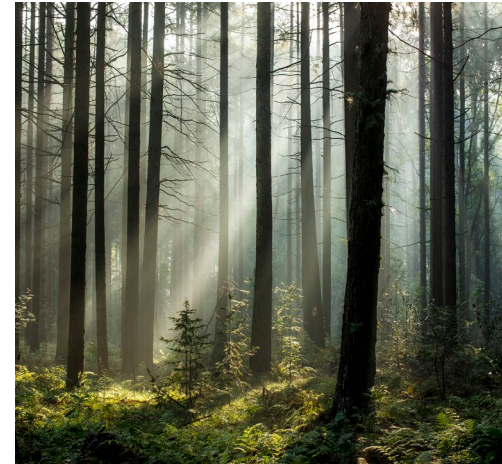
**INDIGENOUS
LEADERSHIP
DEVELOPMENT
INSTITUTE_{INC.}**

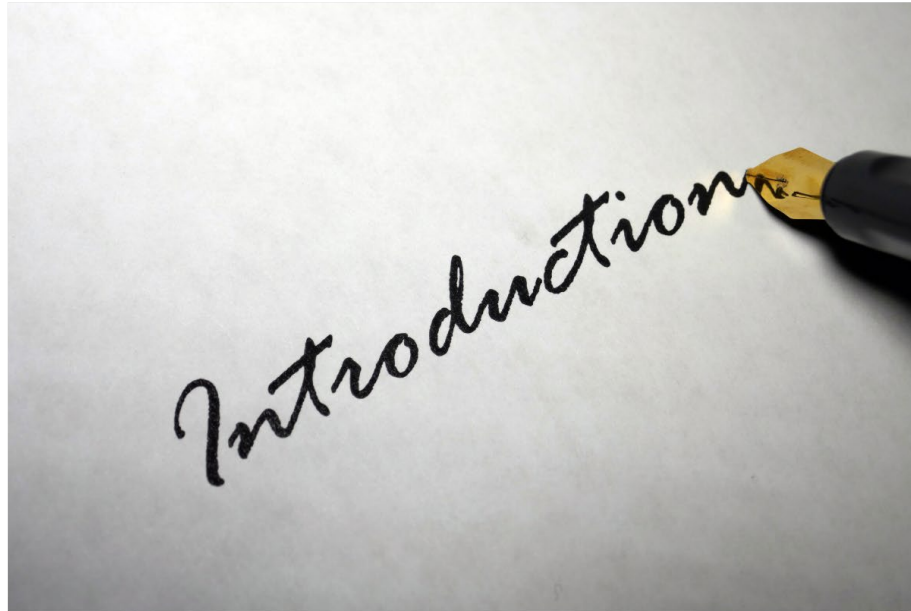
Board Governance

Executive Training Calendar Course

April 16 & 17, 2026

I would like to acknowledge
that we are on ***Treaty 1***
territory of the Anishinaabeg,
Ininewak, Anishiniwak,
Dakota, Dene, and Inuit
relatives also the homeland of
the Red River Métis Nation.





What's is a Name

How did you get your name?

What is your previous experience on Boards?

What do you like to do when you are not working?

Learning Objectives

- Understanding Governance as an Indigenous Board Member
- Governance Foundations
- Board's Roles and Responsibilities
- Governance versus Management
- Terms of Reference
- Chair's Role
- Board Members Expectations
- Signs of Board in Trouble
- Board Meetings
- Strategic Planning
- Controls and Liabilities



What is governance?



Governance is...

- The exercise of authority, direction and control of an organization to ensure that its purpose is achieved.
- Finding a balance between traditional ways and board responsibilities can be challenging.
- It's providing that strategic leadership by:
 - setting direction,
 - making policy and strategic decisions,
 - overseeing and monitoring organizational performance, and
 - ensuring overall accountability.

- Most Indigenous Boards want to honor and respect in traditional ways.
- Expectations today are more complex, the rules are constantly changing, and huge amounts of information must be managed.

“How do we manage all of this demanding and changing information and honour tradition at the same time?”

- Bring the best forward, bring the best practices, the spirit and the values that tradition provides and whenever include them in today’s Board Management.

- Board members are expected to tell the **truth** and be **honest** (Due Diligence).
- They are expected to **respect** the wishes of the community (Duty of Loyalty).
- It will take **wisdom** and **courage** to make many of the very difficult decisions they are expected to make.
- **Humility** becomes important when they realize how complicated and how demanding many of the business and welfare decisions will be and that is okay to ask for help.
- Probably the most powerful of the teachings, **love**, will provide the determination to persist in making life better for their community.



Foundation of Board Governance

- Understanding – Articles of Incorporation and By- laws
- Terms of Reference - Board Policy
- Communication and Committed Leadership
- Importance of clear Leadership Roles
- Understanding importance of Strategic Planning
- Appropriate mix of skill sets for quality Board members
- Indigenous boards often include elders / knowledge keepers
- Importance of the training and assessment for Board Leaders
- Succession planning of Boards, Officers, and recruitment of the CEO/Executive Director

cont...

Foundation of Board Governance

- Regularized and consistency in Board orientation, ongoing Board education
- Distinguishing between Governance (Board of Director) Role and Administration (Management) Roles
- Board Policies and procedures are in place to support the Board in performing its role
- Appropriate Information to support decision-making at each Board meeting – timely review and preparation

Board Governance - New Boards

- Board's initial action in the strategic planning process is to create or update the organization's mission, vision, and/or values statements.
- The basis for all decision making at the board and staff levels.
- Board protocols are identified and known – Indigenous board may implement traditional methods to deal with difficult and complex decisions, sharing circles, elders and knowledge keepers

Position Roles and Responsibilities

- Must be clearly defined
- Provide transparency and accountability
- Take the 'personal' out of challenges.
- 99% of the time, workplace issues are not personal / people issues but are “roles and responsibilities” issues.

Mission and Strategic Planning

Board has established:

- Mission, Vision and Value Statements
- Communicated them to members and stakeholders; and periodically review their appropriateness
- Created a vision for the future and established a Strategic Plan to achieve it.

Mission Statement

A mission statement is the purpose of the organization to guide the entity to its goal and path to decision-making; a framework for the development of strategies.

At planning time, the mission statement should be reviewed to ensure it is still understood and relevant. As the environment changes, the need change and the scope or nature of the mission changes.

- What are the changes that have impacted our organization?
- Where are we now?
- Where do we want to go?

Vision Statement

- **Vision** statements answer the question, "What will success look like?"
- A vision statement should align the group's energies and serve as a guide to action.
- Vision statement focuses on the potential inherent in the organization's future or what they intend to be.
- It might contain references to how the organization intends to make that future into reality.
- Consistent with the organization's values.

Values

Values are ideals that guide or quantify our personal conduct, Interaction with others, and involvement in the organization.

This helps us to distinguish what is right/positive from what is wrong/negative and provides direction to decision-making (Principles/Teachings).

Board determines:

- What values will guide decision making?
- How do we want our staff and volunteers to behave?
- How will clients be treated?

Prioritizing Values exercise

Write down the most important values that you personally hold dear

- e.g. honesty, integrity, family, friendship, etc.

Mission

- What do we do today?
- Who do we serve?
- What are we trying to accomplish
- What impact do we want to achieve?

Vision

- Where are we going moving forward?
- What do we want to achieve in the future?
- What kind of future society do we envision?

Values

- What do we stand for?
- What behaviors do we value over all else?
- How will we conduct our activities to achieve our mission and vision?
- How do we treat members of our own organization and community?

Terms Of Reference

Written vs. Unwritten

- Terms of Reference provide guidelines for decision making
- Written Terms of Reference include By-laws, Policy, Motions and Contracts.
- Unwritten Terms of reference are Norms.



Norms

Every group has a set of norms: an unwritten code of conduct about what is acceptable and expected behaviour.

- Some norms will be strictly adhered to while others permit a wide range of behaviour.
- Sanctions (e.g., disapproval) may be applied in the case of "deviation".



Common norms in groups include:

Taboo subjects

- Whether, or not, policy is followed
- Volunteering one's services,
- How conflict is managed,
- How meetings are conducted.



Addressing Norms

- Stating in the Terms of Reference that Norms exist and are to be addressed as they affect the deliberations of the committee.
- Incorporating existing norms in a positive way into the Terms of Reference.
- Always have a comprehensive orientation process for new committee members.
- Incorporate a “Mentor” approach to support new members.

Important Norms to Clarify

- What are the responsibilities of the board/council members?
- Who sets the agenda for meetings?
- In what ways does the Executive Director (ED) have input into board meetings?
- In what ways does the leadership of the ED differ from the leadership of the Chair?
- What authority does the ED have?
- What authority does the Chair have?

Traditions, Culture, Protocols

To what extent do you want the Board's corporate role and responsibilities in decision-making to reflect the institutions of the Indigenous Governance Culture, Traditions, and Protocols?

- Written
- Unwritten



Terms of Reference – By-Law, Board Policy

- Describes expectations, responsibilities and authority of Board Members
- Provides a common understanding for Board Members
- Provides a guide for assessing performance of Board Members
- Board must create their Terms of Reference – for the Board Members in accordance with Mandate – Articles of Incorporation and the By-laws – Mission – Vision – Values.

Terms of Reference for a Board Member

1 **Comply with the Corporations Act, the constitution, and by-laws and decisions made by the Board**

2 **Act honestly and in good faith with a view to the best interests of the organization.**

3 **Exercise the care, diligence and skill that a reasonably prudent person would exercise.**

4 **Follow through on accepted tasks and/or explain behaviour (i.e. be accountable).**

5 **Demonstrate commitment to the organization through your actions.**

6 **Serve actively on at least one committee.**

7 **Read the pre-meeting package and bring it to the meeting. Call someone for clarification if needed.**

8 **Participate actively in all discussions and decision-making.**

9 **Report potential conflict of interest possibilities as soon as they are realized.**

Terms of Reference for a Board Member

- 10 **Maintain regular attendance at monthly Board meetings.**
- 11 **Give a minimum time commitment of (x) hours per month, which includes board meeting preparation time, board meeting time, committee meeting time, and special events.**
- 12 **Attend the Annual General Meeting.**
- 13 **Read and remain aware of the by-laws and policies of the organization.**
- 14 **Assist in assessing the performance of the Board, Chair, Executive Director and self.**
- 15 **Become involved in fund raising to the degree that time, expertise and experience allow.**
- 16 **Maintain confidentiality.**
- 17 **Advocate for positions you support.**
- 18 **Be at meeting on time and follow time lines in the agenda.**

Exercise

Board Checklist



Rate your board with the following scale:

Definitely no = 1, Seldom = 2, Often = 3, Always = 4

Board Members Duties



Duties of Board Members – Accountability to the Board

- What Makes Great Boards Great?
- “It’s not rules and regulations. It’s the way people work together”.
- What does this mean?
- Create a climate of Trust, Respect and Candor.
- Foster a Culture of Open Dissent.

Importance of Role Clarity

- Clarity around Accountability to Board, Membership
- Understanding of Roles & Responsibilities
- Continuity in board Membership/Minimal Turnover
 - Term limits?
- Appropriate areas or mix of skills to fulfill scope of Responsibilities.

Membership – New or Seasoned Members

- Building an effective Board, whose members respect, trust, and challenge one another with candor.
- Sharing ideas and opinions in open debate, understanding respectful dissent is NOT disloyalty.
- Being connected and responsive to individual accountability on strategic and operational issues.
- Board Role in performance evaluation

Recruiting Outreach

Recruitment is key part of the development cycle and should be an ongoing process so you have a pool to pick from when needed

Boards at a minimum should:

- Assess their needs in terms of skills, experience and diversity
- Have a clear board job description
- Have an application and screening process

Recruiting

- Use social media to recruit board members.
- Post that you are seeking board members, share stories of agency successes and board member achievement.
- Follow the social media accounts of people and organizations that you would like to have on your board

Personal Characteristics

- Dedication
- Ability to make time commitment
- Good Judgment
- Strong communication skills
- Compassion and respect for others
- Willingness to learn
- Ability to work well with others
- A sense of wider community and passion for the mission of the organization
- Knowledge and understanding of Indigenous culture and issues

Board Orientation

- Orientation is important for sustaining members interest and contributing to the organization
- Includes a discussion about the values and mission of the organization, details about governance and bylaws, information about committees, and getting familiar with organization's office and staff
- Each members should be provided a copy of the board member orientation manual
- A personal check-in with new members 3-6 months

Question: What does your Board Orientation look like?

Board Training

Effective Boards need to provide training on understanding the governance structure.

Other areas are to consider:

- Board evaluation
- Risk Management
- Working with teams
- Conflict management
- Organizational ethics
- Cultural diversity
- Strategic Planning
- Effective communication and social media

Professional Development

- For skill specific training and orientation, conduct regular surveys with board members to determine training needs.
- Training topics may coincide with trends and challenges facing organizations (fundraising, risk management, AI) .
- Think outside the box. Many training topics are free online , videos, conferences, podcasts, webinars or online training course.

Question: Do you do this as a Board?

Succession Planning

- There is a succession plan in place that ensures that the Board membership collectively has the knowledge, skills, and experience to be effective and efficient.

and

- There is a succession plan in place for the Executive Director.

Succession Planning

- Organizations need to ensure they are able to retain leadership, skills and experience, while allowing for growth and introduction of new people.
- Good health of an organization is a balance of new and experienced board members.
- Planning for board succession can be incorporated into the strategic planning of an organization

Succession Planning Steps

1. Develop a list of key positions, volunteer and paid, who could disrupt the execution of your strategic plan and its components by their departure
2. Develop an inventory of skill sets required for each position
3. Identify current staff or volunteers who could step up to replace a vacancy, either on a temporary or long-term basis
4. Document sources of people with the required skills, either on a temporary or long-term basis
5. Document what information will need to be readily accessible to those choosing the successor, and for the successor

Leadership and Communication

- Board acts on behalf of the members and therefore it is imperative that they communicate to, and from, the membership in order to know their wishes.
- Board is in a fiduciary – Trust – relationship; it is necessary they provide oversight of the organization's activities, property and finances.
- Oversight means “looking over” the activities of the organization to ensure that they are in compliance with all written guidelines such as the Mission, Vision and Board Policy.

Transparency and Communication

- There are established policies for communicating and receiving feedback from stakeholders.
- There is a process in place to ensure that complaints and grievances are managed effectively through the Executive Director.

Policy Management Functions

Board Ensures that Policies exist for key areas

1. **Framework Policies:** Clarity beliefs, mission, goals and objectives, developed by the Board.
2. **Governance Policies:** Set the principles and rules; constitution, by-laws, organization structure, roles and responsibilities and functions of individuals involved in the organization – generally developed by the Board or Board committee with input from senior staff.
3. **Operational Policies:** provide a framework for developing procedures for management and administration of the organization's programs, personnel and finances on day to day operations.

What is in place on Governance and Polices?

- Board has a Policy Manual that explains their philosophy of governance and is consistently used to guide all Board decisions-making.
- Clear separation and understanding of the duties of the Board, the Chair of the Board and the duties of Senior Manager - CEO/ED.
- A formal orientation process that includes a written job description for Board members to help the Director understand, and ensure they agree to the obligations, which they are undertaking.
- Board Committee meetings are managed in order to use the time of the Board members efficiently.

Operational Goals

Effective, Efficient and Meaningful

- **Effective** means accomplishing your goals. This implies that the board has clear goals and works to achieve them.
- Being **efficient** is a “return on investment” concept. Using board members time and resources to obtain the maximum return is an efficiency consideration.
- **Meaningful** activities are those that are effective, efficient and relate directly to the Mission, Values, and Vision of the organization.

Policies Provide

1. Continuity (especially for new Board members).
2. Efficient use of Board resources (Once time is taken to develop a guideline it can then be used for future relevant decisions).
3. Basis of communication to rights holders/ stakeholders as to the values and procedures of the organization.

Purpose of Governance

The **Primary** purpose to set the strategic direction for the organization

The **Secondary** purpose to ensure **control**, that the organization is actually headed in the chosen direction

The **Third** purpose is to define the bright red line between Management and Board of Directors responsibilities

Management

- **Management** is about the organizations day to day operations and following the direction set out by Board
- Governance guidelines like Policy and By-laws assist in managing the resources
- Management keeps the records and is accountable to Board

Distinction Between Governance by the Board and Management

- The Board has a *policy manual* that explains their philosophy of governance and is consistently used to guide all Board decision-making.
- There is a *clear separation and understanding of the duties* of the Board, the Chair of the Board and the duties of the CEO/ED.
- There is a *formal orientation process* that includes a written job description for Board members to help the directors understand, and ensure they agree to the obligations, which they are undertaking.
- Board and *committee meetings are managed* in order to use the time of the Board members efficiently.

Distinction Between Governance Board and Management

- Board of Directors provide overall direction to the CEO/ED
- Board determines and directs what needs to be done for the org
e.g. Strategic Plan, finance & Human Resource policies and emerging
Issues that impact organization
- Board delegates certain responsibilities to Management (CEO/ED)
- Management implements the Board directives and develops
funding submissions, workplans and annual budgets for Board
Review and approval
- CEO/ED reports to Board and in regular communications to Chair
- CEO/ED evaluated on Management performances annually

DECISION	GOVERNANCE	MANAGEMENT
Mission	Create or modify	Relates all decisions to the mission
Values/Principles/Ethics	Guidelines for behaviour of board members and all staff	Ensures all staff behaviour follows guidelines
Vision	Determines where organization is going	Adjusts resources to reach the vision
Strategic Plan	Co-create	Co-create
Funding	Ensure	Manage
Board policies	Guide board behaviour	Advisory role
Operational Policies	Oversight of policies to ensure match to Mission, Vision and Values	Use to guide staff and volunteer behaviour
Communication	With stakeholders and Executive Director	With staff & stakeholders
Oversight	Of Executive Director	Of staff
Budget	Co-create with E.D.	Co-create with board

Governance vs. Management

- If the organization is incorporated then it must have a Board of Directors that has specific responsibilities under the *Act of Incorporation*.
- The *Act* specifies certain responsibilities but leaves the structure of meetings and daily operation to the decisions of the board.
- Board decisions guiding the organization are recorded in the bylaws, policies and motions.

<u>RESPONSIBILITIES</u>		Yes/No/Action
Mission	Is the Mission clear and easy to follow?	
Values	Are values listed and followed?	
Vision	Is there a Vision (goals) that guide decisions?	
<u>ROLES</u>		
Leadership	Does group demonstrate leadership?	
Communication	Does group communicate to & from stakeholders?	
Oversight	Are accountability policies in place and monitored?	
<u>DUTIES</u>		
Care	Is Duty of Care recognized as a responsibility?	
Loyalty	Are Loyalty responsibilities recognized & accepted?	
Obedience	Are all Terms of Reference followed?	
<u>OPERATIONAL GOALS</u>		
Effectiveness	Are you being Effective by responding to goals?	
Efficiency	Are Efficiency considerations recognized?	
Meaningfulness	Are meetings meaningful?	



See you in an hour

Board Membership Roles and responsibilities

- Adopt a system of checks and balances within the Board
- Ensure the integrity of the Decision-Making and Reporting processes at all times
- Formulate and implement Policies on related Organization transactions
- Install the Corporation's Organization's internal controls

Board Members – Job Descriptions

- Board Member – general duties of each member
- Chair of the Board
- Board Member/Officers
- Vice-Chair
- Treasurer
- Secretary
- Committee Chairperson
- Senior Staff Manager - CEO/ED

Board Roles

The board is expected to demonstrate Leadership, Communicate to and from stakeholders, and provide Oversight of the actions of the Board, Staff, and Volunteers.



Chair's Role

- To organize, structure and chair effective Board meeting
- To ensure the integrity of the Board's process and represents the Board as needed to outside parties
- That meeting discussion content will be only those issues that are according to Board policy clearly belong to the Board to decide – not the management
- Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point

Responsibilities of the Chair

- 1 Assures that the board fulfils its governance role.**
- 2 Keeps the board focused on the organization's mission, values and vision.**
- 3 Ensures the board prepares an annual work-plan and monitors the work-plan.**
- 4 Monitors board to make sure the board follows its own bylaws, policies and procedures.**
- 5 Maintains regular communication with the Executive Director (ED).**
- 6 Prepares board's agenda with input from board members and the E.D.**
- 7 Chairs board meetings and executive committee meetings.**
- 8 Ensures that committee chairs are appointed, and that committees are functional and supported.**
- 9 Serves as ex officio member of committees and attends their meetings when needed.**
- 10 Delegates what can properly be delegated to spread the workload and to provide leadership experiences.**

- 11 Provides leadership to the board team.**
- 12 Stimulates board development efforts.**
- 13 Ensures there is a process to evaluate the effectiveness of board members, the Board, Executive Director and Chair.**
- 14 Deals with board members who are not meeting expectations.**
- 15 Leads the orientation of new board members.**
- 16 Leads in developing and maintaining positive member interactions.**
- 17 Encourages board member participation in board meetings and activities.**
- 18 Oversees board and organizational accountability.**
- 19 Represents the board to the community.**
- 20 Takes a leading role in fund raising efforts.**

Expectations of Chair in Meetings

- Be prepared for meetings
- Start the meeting on time or as soon as a quorum is available.
- Welcome everyone to the meeting and thank them for coming,
- Follow the agenda.
- Keep discussions on topic.
- Maintain timed items.
- Encourage and support input from every member.
- When strong differences of opinion arise encourage input and clarification by all board

- Exercise leadership by always having a vision of where the group could be going
- Always obtain a motion on decisions made especially those requiring action.
- Close the meeting using the Pass Technique to get feedback on the meeting process.
- Close the meeting on time.
- After the meeting ask for feedback on your chairing of the meeting from those on your board/committee with whom you are most comfortable.

Vice Chair Responsibilities

- Responsible for learning role of the Chairperson and fills that role when the Chair is absent.
- Once Chairperson's terms is completed, often the Vice-chair will assume full responsibilities as Chairperson
- Assists the Chair with their role and responsibility
- Can be chairperson for specific committee

Secretary

- Responsible for the *minute* taking at the Board of Directors meetings.
- The Secretary ensures that the minutes are distributed to the Board and Executive Director.
- Manages the Board Minute book.

Secretary Responsibilities

- Takes accurate minutes (or reviews minutes taken by staff) of board meetings
- Keeper of board bylaws, policy statements and board correspondence
- Maintains database and accurate contact information of current board of directors. (Some or all of these functions may also be assigned to staff with the secretary providing more of a support or oversight role)

Treasurer

- The Treasurer meets with the Chairpersons and Executive Director to prepare budgets for the organization.
- The Treasurer reports at the Board of Directors meetings on the finances.
- The reports are done in conjunction with the Executive Director and accountant.
- Accounts for and reports on the funds, budget and expenditures of the organization.
- Often a signing authority on financial documents.

Duties of Board Members

- The Duty of Care (Diligence)
- The Duty of Loyalty:
- The Duty of Obedience

The Duty of Care (Diligence)

- The duty of care requires that a director demonstrates honesty, openness and fair dealing.
- Directors are expected to attend board meetings, review materials and information supplied to board members and evaluate courses of action.

The Duty of Care (Diligence)

- Due diligence exercised in performance of responsibilities
- Skill sets applied
- Sound judgement of individuals knowledge and expertise
- Comprehensive discussion and deliberation of issues and options
- Consideration to resource other internal or external expertise
- Decision- Making system, Policies and Oversight

Board Member - Duty Diligence

- Review the Corporations objects and bylaws
- Ensure the Bylaws provide for the indemnification of directors
- Review all internal controls especially with respect to cheque signing and control execution
- Keep information about the corporation confidential
- Avoid even the appearance of a Conflict of Interest
- Always attend meetings
- Insist that all materials be available well in advance of meeting especially when there will be a vote on a particular issue

Board Member Duty Diligence – cont'd

- Obtain written advice on all legislation and guidelines that are relevant to the activities or the organization
- Always review and read documents prior to meetings
- Insist of written opinions from legal and other professionals on any important decision
- Review all opinions given by professional consultants
- Review the minutes of all meetings and insist that they be accurate
- Keep your own notes

Board Member Duty Diligence – cont'd

- Ensure that your dissent is recorded even if this means sending a registered letter to the Board
- Encourage the development of a Board of Director's Manual
- Know what trust property or accounts the corporation holds
- Monitor tax credit receipts and payment of employee deductions and sales taxes
- Ensure that the committees and management report to the Board
- Ensure that the corporation acquires and maintains officers and directors indemnity insurance coverage

The Duty of Loyalty

- The duty of loyalty requires a director to have an undivided allegiance to the organization's mission, values and vision when using either the power of their position or information they possess concerning the organization or its property.



Principle of Loyalty of Board Members

Board member must act in the interests of the organization as a whole and not in the interest of the individual of any party that a Board member feels they represent (Duty is owed to the Organization?)

- Acting Honestly
- Acting in Good Faith
- Duty of Confidentiality
- Conflict of Interest – Duty to disclose (apparent or real)
- Code of Ethics
- Solidarity - Unity

Measures to Support Board Loyalty to Fulfilling Board Member Obligations

- Swearing-in of Board members to reading loyalty – accountability statement
- Traditional practices
- Conflict of Interest Policy – review annually
- Confidentiality Policy signed by Board member annually
- Code of Ethics/Code of Conduct – signed annually



Conflict of Interest

A term used to describe the situation in which a public official or fiduciary who, contrary to the obligation and absolute duty to act for the benefit of the public or a designated individual, exploits the relationship for personal benefit.

Conflict of Interest

- When an individual has the responsibility to represent another person a clash between professional obligations and personal interests arises if the individual tries to perform that duty while at the same time trying to achieve personal gain.
- The appearance of a conflict of interest is present if there is a potential for the personal interests of an individual to clash with fiduciary duties.

Traditional Code of Ethics

- 1.** Give thanks to the Creator each morning upon rising and each evening before sleeping. Seek the courage and strength to be a better person.
- 2.** Showing respect is a basic law of life.
- 3.** Respect the wisdom of people in council. Once you give an idea it no longer belongs to you, it belongs to everybody.
- 4.** Be truthful at all times.
- 5.** Always treat your guests with honour and consideration. Give your best food and comforts to your guests.
- 6.** The hurt of one is the hurt of all. The honour of one is the honour of all.
- 7.** Receive strangers and outsiders kindly.
- 8.** All races are children of the Creator and must be respected.
- 9.** To serve others, to be of some use to family, community or nation is one of the main purposes for which people are created. True happiness comes to those who dedicate their lives to the service of others.
- 10.** Observe moderation and balance in all things.
- 11.** Know those things that lead to your well-being and those things that lead to your destruction.
- 12.** Listen to and follow the guidance given to your heart. Expect guidance to come in many forms: in prayer; in dreams; in solitude and in the words and actions of Elders and friends.

The Duty of Loyalty

The three main issues under this duty are

- Conflict of Interest,
- Confidentiality and
- “Greater Good” decision making.

A board acts as one entity. Loyal directors support the decisions of the board, even if they might not personally agree with the decisions and might not have voted to support the decisions in the board meeting.

Closing Circle – End of Day 1

How are you feeling after today?



The Duty of Obedience

A director is obligated to carry out the purposes of the organization as expressed in the legal documents creating the organization, such as

- its certificate of incorporation, and any amendments thereto,
- its bylaws and,
- other documents defining its mission, values and vision.

- Understand scope of authority for staff and directors
- Regularly reviewing bylaws and policies
- Ensuring legal requirements related to governance, incorporation, etc. are met
- Ensuring meetings are held and documented with minutes
- Understanding the requirements of laws and standards related to the clients the organization serves

Leadership as Partnership

- The responsibilities of the Chair often require more experience and training than most people have who volunteer to chair the board.
- All of the tasks assigned to Chair must be done for the board to be effective.
- Have the Executive Members of the board share the responsibilities.

Executive Members

- The By-laws of most organizations specify a number of special positions that Board Members occupy in order to provide leadership and management of the board.
- Executive Committee: Chair, Vice-Chair, Treasurer, Secretary, and occasionally Past-Chair.
- Enhancing board leadership and management is to clarify the roles and responsibilities of the Executive Members and of the Executive Committee.

Indemnification of Board Members

- Incorporated Organizations are required by law to indemnify their directors
- **Indemnification not a given**
- Depends on organization's ability to cover any financial costs members have to prove that they conducted business and made decisions with due diligence

Remember...

- Board Members have a fiduciary responsibility.
- They **must** exercise a high standards of care in managing the organization

Liability Insurance

- Directors and Officer's Insurance (D & O)
- Covers legal costs that an organization is responsible for if liabilities have occurred
- *Canada Corporations Act* does not make it mandatory for organizations to obtain D & O
- Individuals can purchase separately

Implementing Leaderships as Partnership

- Discuss and clarify in writing job descriptions for every position on the board: Chair, Vice-Chair, Past-Chair, Secretary, Treasurer, Board Member.
- Discuss specifically the “leadership behaviours” expected of every position on the board: Chair, Vice-Chair, Past-Chair, Secretary, Treasurer, Board Member.
- Formalize in writing agreed-upon “leadership behaviours”. Include a “Board Development” time in every board meeting to monitor and develop the board’s ability to demonstrate “Leadership as Partnership”.

Leadership as Partnership

- **Initiate.** Board members must initiate suggestions, corrections, and directions to an extent similar to that of the chair.
- **Co-create or reaffirm** the mission, values, and vision and use them as their reference for all decision making.
- **Share** responsibility and accountability for all action, or lack of action, of the board.
- **Show respect** for every board member in terms of recognizing his or her right to initiate, suggest, challenge and lead.
- **Act interdependently.** Recognize strengths in every board member and accept different contributions made by each.

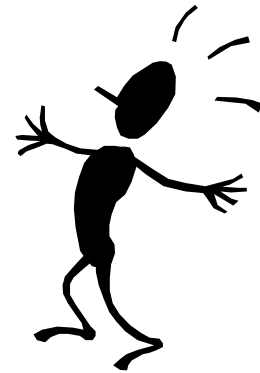
Expectations of Board Members

- Comply with the constitution, and by-laws and decisions made by the Board
- Act honestly and in good faith with a view to the best interests of the organization.
- Exercise the care, diligence and skill that a reasonably prudent person would exercise.
- Follow through on accepted tasks and/or explain behaviour
- Read the pre-meeting package.
- Call someone for clarification if needed.



- Bring pre-meeting package to the meeting.
- Be prepared to ask questions and take part in discussions.
- Arrive on time for the meeting.
- Take part in all discussions.
- Volunteer input when requested.
- Declare a conflict of interest as soon as you perceive it.
- Make comments that are non-judgmental

- Do not interrupt when someone is talking.
- Attend to time lines.
- Maintain confidentiality.
- Advocate for positions you support.
- Inquire when you need more information.
- Contribute to all decision making.
- Be Positive



Sign of a Board in Trouble

Human resources warning signs:

- Rapid turnover of E.D
- Frequent turnover of board members
- Difficulty in recruiting or retaining credible board members

Financial & Organizational performance warning signs:

- Chronic unplanned and/or unmanaged deficits
- Rapid depletion of reserve funds
- A call for an outside audit or operational review by funders or other key stakeholders
- Persistent failure to meet individual or organizational performance targets

Meeting warning signs:

- Poor attendance at board and committee meetings
- Low level of participation in discussions
- Poorly managed meetings

Warning signs related to board culture:

- Underground communications
- Poor communication btwn E.D and board chair or full board
- Unresolved conflicts within the board
- Conflict of interest issues not confronted
- Board dividing into factions
- Board feeling removed from what's going on in the organization

Decision-making warning signs:

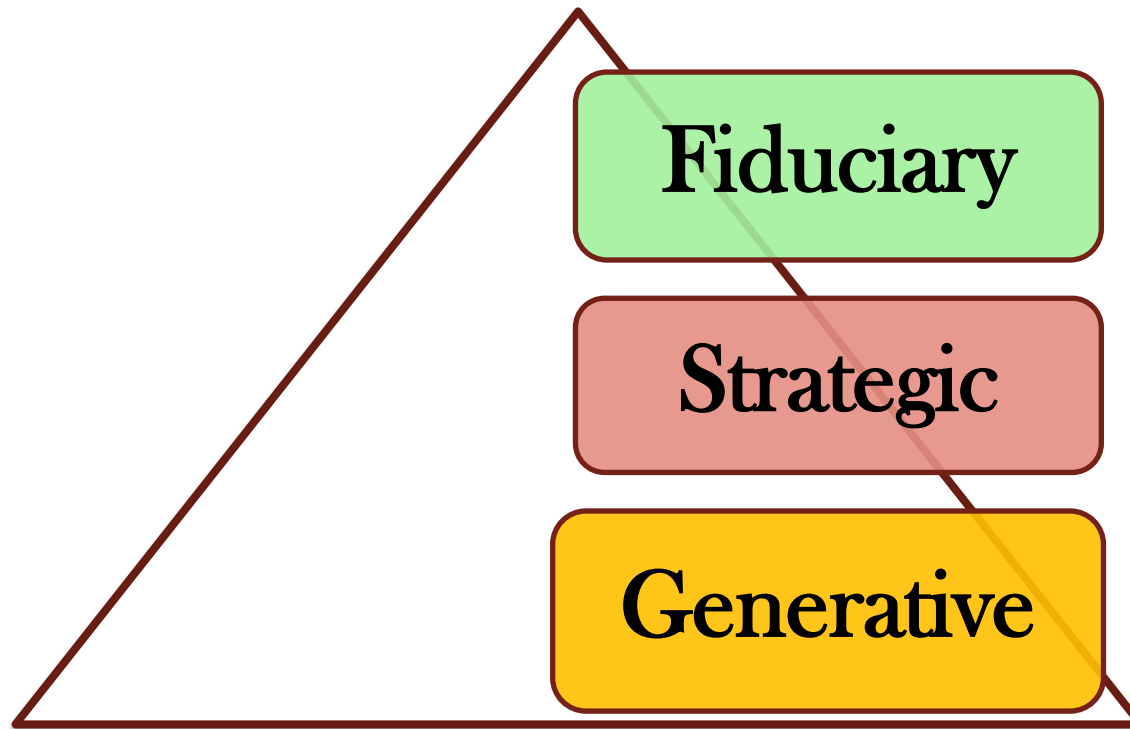
- Regular rubber-stamping of E.D. recommendations without meaningful debate
- Preoccupation with operational detail rather than big picture issues
- Board interference in operational detail, particularly personnel and collective bargaining
- Poor communication with stakeholders
- Board members ignoring or circumventing board policies and decisions
- E.D. ignoring or circumventing board policies and decisions
- Decision deadlock or paralysis

Board of Director Meetings



Board Decision – Making Models

Fiduciary, Strategic & Generative



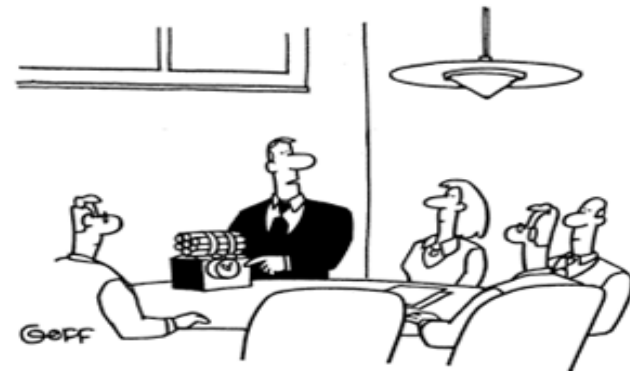
Summary of Three Leadership Forms/Models

	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 actual discussion	More informal and creative
Problems are to Be	Spotted	Solved	Framed
Decision Making	Resolution	Reaching consensus	Framing the question
Board Sees Their Role as	Oversight & authority	Strategist	Fresh perspective
Performance Metrics	Facts, figures, finances, reports	Strategic indicators, competitive analysis	Signs of learning and discerning

Adapted from: Governance as Leadership: Reframing the Work of Non-Profit Boards. Chait, Ryan & Taylor CENTREPOINT Advancing Non-Profit Management, July 2009 Calgary, AB

Effective meetings

- What Formal procedures will be applied for meeting?
- May be stated in corporation articles or other document e.g. Roberts Rules of Order



"To insure that we keep this meeting under thiry minutes, I'll just set this timer."

Holding Effective Meetings

Good meetings always start with an end in mind.
On a practical level, always ask these 4 questions when setting up a meeting :

Why are we meeting?

- Purpose

What can we accomplish?

- Specific and realistic outcomes

Who needs to attend?

- Participants and roles

How can we best accomplish our tasks?

- Process

Always indicate a START and FINISH time.

Effective Board Meetings

- Effective **decision-making process procedures** for Board Meetings
- Efficient **Agenda focus**
- Appropriate **document information** for review and decision making
- Sufficient **time** for preparation to review materials and issues for discussion
- **Record keeping** with consistency in templates for decision making
- **Review** of decisions, motions, directives

Decision Making

STYLE	DESCRIPTION	PRO' S	CON' S
Consensus	Agreement by all members obtained after extensive discussion. <i>RECOMMENDED when time allows.</i>	Maximum commitment and understanding.	Often time consuming and requires skillful membership and leadership.
Voting	A written motion is made, seconded and voted on. Often follows rules such as Robert's Rules of Order. <i>RECOMMENDED to provide clarity.</i>	Written motions provide clarity. It is also clear how much support the motion had.	Can split group. Often implications are not explored.
Plop	During discussion someone states, "This is what we should do." The group then goes on to the next topic without clarification. <i>NOT RECOMMENDED</i>	Decision is made.	Decision is unclear and not approved in any form by the group. Problematic in that it can lead to confusion and disagreements.
Bullying	One or more, outspoken people push a decision through without consensus. <i>NOT RECOMMENDED</i>	Decision is made.	Very little support for decision by group. Sabotaging may occur.
Autocratic	Chair makes a unilateral decision. <i>NOT RECOMMENDED</i>	Decision is made.	No buy in by group. Little commitment or follow up.
Tabling	Tabling the motion means it is put on the agenda at a specific time in the future. <i>RECOMMENDED when appropriate</i>	More information can be collected to make an informed decision. Issue is not lost.	Postpones decision.

Authority

- Authority applies to the power given to a person by virtue of the position they hold to make decisions and take action.
- Persons occupying positions granting them authority are accountable for how they use that authority.



Board	As a group has total authority for the organization. Authority cannot be given away.
Board Member	To present motions. To vote on motions and take part in all discussions and decisions. (No individual board member has the authority to direct staff unless specifically given that permission by the board. This includes the Chair of the Board if there is an Executive Director.)
Chair of Board	To chair Board Meetings. To set agenda. To speak on behalf of the Board. To provide leadership and management of the Board. If Robert's Rules of Order are to be followed, the Chair has no decision making authority other than that described in the Rules of Order or that may be specifically assigned by the Board.
Member of the Organization	To be informed of the activities of the organization. To make motions and vote at the Annual General Meeting.
Stakeholder	Although stakeholders will have an interest in the actions of the organization they have no authority in the organization.
Executive Director	For all staff and operational activities of the organization. For the management of legal and financial documentation. For setting operational policy. For following all governance policy and directions of the Board.
Staff/Volunteers	For activities listed and described in their Job Descriptions.
Committee Chair	For setting committee meeting agendas and chairing committee meetings. For providing leadership and direction for the committee. For ensuring that reports are provided to the Board.
Committee Member	To take part in all discussions and decisions of the committee.

Meeting Agenda

Date

Time

Place of

Meeting

Meeting Name

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officer's reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

Meeting Minutes

Date

Time

Place of Meeting

Meeting Name

1. Call Meeting to order
2. [Facilitator Name] called to order the regular meeting of the [Organization/Committee Name] at [time] on [date] at [location].
3. Roll call – Persons in Attendance
4. [Secretary Name] conducted a roll call. The following persons were present: [attendee names]
5. Approval of minutes from last meeting
6. Open issues
[Open issue/summary of discussion]
[Open issue/summary of discussion]
[New business/summary of discussion]
7. Adjournment
[Name] adjourned the meeting at time].
8. Minutes submitted by: [Name]
9. Minutes approved by: [Name]

Why are they Called Minutes?

- **Not** because we are supposed to record what happened at every minute of the meeting.
- **Not** because we are documenting the meeting in “minute” detail.
- The word comes from the Latin word for small. Minutes are a small (*minimal* really) account of what happened.

What are Minutes?

- They track accountability for actions.
- They provide a group memory.
- They are a legal record of what took place. Minutes can be subpoenaed if legal action arises.

The Characteristics of Minutes

- They are tied to the meeting agenda. (Your meeting does have an agenda, right?)
- Minutes should reflect the agenda and the agenda should include the approval of the previous meeting's minutes.

Ownership of the Minutes

- Minutes belong to the group (not the chair or the minute-taker) and the group is responsible for their contents.
- They should be reviewed, changed, and formally approved by the group.
- Minutes are not complete until they are approved.

Three Guiding Principles

1. Minutes are not a transcript.
2. Minutes are not a substitute for being there.
3. Minutes are the official and legal record of the meeting.

Four Questions Minutes Must Answer

1. What actions were taken?
2. Why (at a high level) were these actions taken?
3. Who took this action?
4. What follow-up is required.

Parts of Minutes

Motions

- Who asked that something should be done?
- What reasons were considered?
- What questions were asked?

Votes

Action Items

Setting Expectations

- Talk with chair and group.
- Decide on content and level of detail.
- Determine if there are to be standing items.
- Agree on a timeline and turnaround for draft and finished minutes.
- Agree on an approval process.

Documents to take to Meeting

- Agenda
- Previous meeting minutes
- Meeting sign-in sheet

Taking the Minutes

Decide if you will use a computer or pen and paper

- If computer, take a power cord.
- If pen and paper, consider using a copy of the agenda with lots of extra space in the margins and between items.

Decide if you are going to record the audio

- If you do, make a way to index or time stamp the recording so you can quickly find the audio if you have questions.

Taking the Minutes

- Sit where you can see and hear.
 - Sit next to the Chair if possible
- Ask questions if necessary
- If recording audio, announce that the meeting is being recorded.
- Capture things that will help answer the four questions.
- Be specific with action items
 - Who, what, by when

Turning Notes into Minutes

- Include less detail.
- Use a template.
- Answer the four questions.
- Don't use many adjectives or adverbs and don't give your opinions.
- Use active voice (remember this is about accountability).
- Do not try to be funny.

After the Meeting

- Distribute draft meetings to group members and ask for corrections.
- Put minutes approval on next meeting agenda.
- Have group approve minutes.
- File the minutes.

Question:

Can you move minutes if you didn't attend a previous meeting?

Answer:

Yes! You can move to approve minutes if you were not there. When you approve the minutes you are expressing confidence in the secretary, the correctness of the minute preparation process. You are not making a personal statement that you were there.

Source: Jurassicparliament.com
Website interprets Roberts Rules

Group Exercise - Taking minutes

Get ready to take minutes



**“Here are the minutes from our last meeting:
Marty wasted 12 minutes, Janice wasted 7 minutes,
Carl wasted 27 minutes, Eileen wasted 9 minutes...”**

Tips for Taking Effective Meeting Minutes

1. Start With the Essential Details
2. Use a Standard Template
3. Write Meeting Minutes While You Still Remember Them
4. State Just The Facts When Taking Meeting Minutes
5. Record Actions and Owners
6. Include Images In Your Meeting Minutes
7. Listen More, Summarize Later
8. Remain Neutral
9. Be Ready and Organized Before the Meeting Starts
10. Summarize
11. Proofread Your Meeting Minutes
12. Send The Meeting Minutes Quickly

Decision Making

1. Consensus

- Agreement by all members after extensive discussion

2. Voting

- Written motion made, seconded and voted on

3. Plop

- During discussion “That's what we should do” and move onto next topic without clarification.

4. Bullying

- Outspoken people push a decision through

5. Autocratic

- Chair makes unilateral decision

6. Tabling

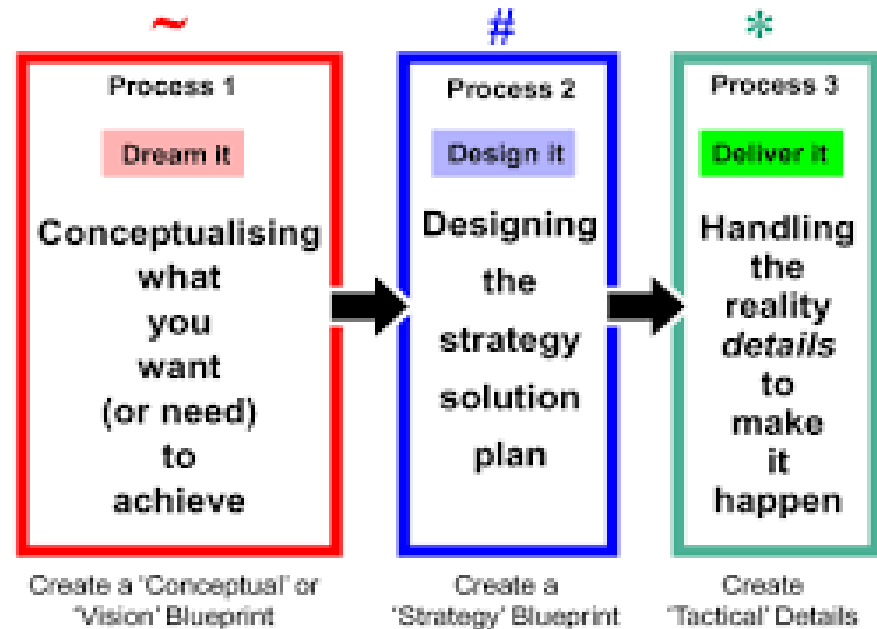
- Put on agenda at a specific time in future

Board Governance & Strategic Planning

Team Priority Setting

Dream It – Design It – Deliver It

Our Team



Strategic planning

- **Identifies** the current characteristics specific to the corporation/organization and the setting in which it operates;
- **Generates** a Vision of how the corporation/ organization wishes to be in the future; and
- **Defines** the roadmap and actions required to move an organization's/ corporation's current state to the desired future status.

Components of Strategic Planning

- Clearly defined Goals and Objectives aligned to Mission, Vision, Values
- Assessment of both internal and external situation to formulate strategy
- Formulate the Strategy
- Implement the Strategy
- Evaluate the Progress and make necessary adjustments to stay on track

Strategic Direction

- Action flows from the Strategic Plan
- Monitoring and adherence, unified
- Vision, Mission, Values
- Strategic Goals
- Organizational Strategies
- Plan and Timetable implemented
- Annual review of Strategic Plan
- Clear lines of Authority

Controls & Liability

1. Record Keeping
2. Reporting
3. Financial
4. Risk Assessment
5. Board Performance

One: Record Keeping

- Corporate Records
- Accounting/Financial Records
- Location of Records
- Access to Corporate Records
- Precautions



Two: Reporting: Review and Record Keeping

- Board will receive regular reports on finances/budgets, service/program performance and other important matters.
- Board meetings facilitate focus and progress on important organizational matters.
- Board members sufficiently knowledgeable to ask meaningful questions about finances and financial management.
- Board regularly monitors financial performance and projections.

Board - Corporate Governance

- Maintaining Corporate Records – Minute Book
- Articles of Incorporation
- Organizational By-Laws
- Notices for Meetings
- Motions/Resolutions & Minutes
- Committee Motions & Minutes
- Financials & Accounting
- Board/Directors Register
- Notice of Change of BOD
- Annual Return Filings
- Confidentiality
- Conflict of Interest
- Management Administration

Three: Financial Control

- A procedure intended to detect and/or prevent errors, misappropriations, or policy non-compliance in a financial transaction process.
- The Board has approved a budget that reflects the organization's priorities and that is based on realistic assumptions (of revenues, costs, etc.).
- There is a process in place to monitor and control expenditures, based on appropriate accounting procedures.

Liability of Board of Directors

- To employees
- To the law
- For contracts, agreements
- When injury or damage to a person occurs
- Negligent behaviour
- Risk Management



Board Member Liability

- Be aware of all Board documentation
- If financial information is unclear – Ask!
- Take active part in all discussions
- Keep your own personal written records
- Use “experts” when appropriate
- Ensure that “oversight” is occurring
- Stay up-to-date
- Acknowledge conflicts of interest
- Ensure Annual Returns completed and filed to Corporate Office
- Ensure Letter of Resignation is reported/directly to the Corporate office

Four: Risk Assessment - Review and Understanding

- Governance documents, by-laws, directives/motions
- Mission, Vision, Values
- Board Manual Information - selection and orientation
- Confidentiality, Conflict of Interest, Code of Ethics
- Job descriptions in place for Board and Staff
- Attend Board meetings
- Review agendas, minutes, financial statements, insist on written consultant/expert reports

- Record keeping system must be maintained
- Ask questions, be familiar with policies, human resources, finance/funding agreements, annual budgets, management plans, funding agreement reporting
- Organization is in compliance with funding agreements, corporate and legal requirements
- Insurance coverage
- Audits completed, Annual General Meetings
- Written resignation provided. Check Annual Returns
 - Change of Directors/Officers required

Five: Board Performance

- There is written process in place that describes and ensures annual performance appraisals of the Chief Executive Officer/Executive Director. (Board Policy)
- The Board provides assessments of Board Meetings
- The Board annually evaluates the Performance of the Board



Evaluation Process

The board is responsible for evaluating the areas that pertain to governance.

- Board management
 - Meetings, role of directors, committees
- Board Development
 - Recruitment & orientation process, governance structure
- Board goals, mission and strategic plan
- Evaluating Executive Director/CEO

Board Evaluation as a whole

- How it operates within its mission, goals and bylaws
- Board members understanding of their roles & responsibilities
- Board job descriptions
- The work of committees and their terms of reference
- The composition and structure of the board
- Risk management policies and safeguards
- Recruitment and orientation practices
- Evaluation procedures for senior staff and individual board members
- Accomplishments and actions taken that relate to the organization's strategic plan
- Board and Organizational communication

Board Evaluation self-assessment

- The percentage of meetings attended over the year (or term)
- The satisfaction level of meeting preparation
- The satisfaction level of meeting participation
- Personal strengths and weaknesses
- The success level of meeting criteria laid out in the board job description

Board Development

- There are processes in place that are consistently used to encourage, recognize, and appreciate individual Board members contributions.
- Board members knowledge and skills regarding effective Board operations are enhanced through a “Board Development” time incorporated in all regular meetings.

Indications of Maintenance

- Irregular attendance by Board members
- Early departure from Board meetings
- Board/committee tasks incompleteness
- Tension/distrust
- Board members not attending fund raising or other organizational events
- Little involvement in Board discussions
- Negative parking lot conversations

Board Evaluation

- Organizations need to evaluate their work as a way to be accountable and transparent to their stakeholders
- Board Evaluation is the key part of board governance structure.
- Boards need to take ownership and control over their evaluation

In closing....

- Self Reflection
- Experienced Leadership, knowledge, skills, abilities
- Focus on key knowledge, skills and abilities to role & responsibilities
- Understanding Board responsibilities
- Understanding distinction between Board duties and Management
- Self learning, formal training, annual board development
- Protocols, Traditions
- Communication
- Respect, Integrity, Honor, Courtesy

A stylized graphic of five human figures in a circle, holding hands. The figures are colored: a grey figure at the top, a blue figure on the left, a green figure on the right, a pink figure at the bottom left, and a yellow figure at the bottom right. The figures are simple, rounded shapes with arms and legs.

Closing Circle

Contact Info:

Indigenous Leadership Development Institute Inc.

Phone: 204.940.1700

Toll Free: 1.855.940.1700

Email: info@ildii.ca

**206 – 1075 Portage Avenue
Winnipeg, Manitoba, Canada, R3G 0R8**