



BOARD OF DIRECTORS

ROLES AND RESPONSIBILITIES

READING PACKAGE - 2018



COCO

Centre des organismes communautaires
Centre for community organizations

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THE LEGAL RESPONSIBILITIES OF A BOARD



Please note that the following information is legal information, not legal advice

The overarching legal responsibilities of a non-profit Board are to ensure that the organization stays true to its mission, operates effectively, and acts in the best interests of its stakeholders. Within the context of this legal mandate:

The Board and its Directors must execute their governance role with due diligence:

- Always act in the best interest of the organization as a whole, instead of in one's personal interest or in the interest of individual members or staff.
- Ensure that the activities and decisions of the organization respect the legal mandate and requirements set out in the organization's Charter/Lettres Patentes.
- Assume the responsibilities entrusted upon the Board by the membership by following the organization's bylaws.
- Respect the limits on Board powers imposed by the bylaws.
- Name competent people to coordinate the organization.
- Have the necessary competence to execute one's mandate or seek help if lacking the required knowledge (e.g., seek legal counsel when a legal opinion is required, hire a bookkeeper or accountant if financial expertise is required). Board members are not expected to be experts. They are simply expected to act competently.
- Attend board meetings regularly.
- Act personally (you cannot substitute someone else in your place).
- Be open to different perspectives- avoid voting en bloc and 'group think'.
- Do not execute board power as an individual without a specific mandate from the Board.
- React quickly to any signs of fraudulent acts and abuse of power.
- Avoid conflicts of interest and declare them when they do arise.

The Board must ensure that members' rights are respected:

- They are invited to and given proper written notice of Annual General Meetings (AGM) at which they are updated on the activities of the organization, elect new board members, vote on proposed by-law changes, and receive a copy of the organization's financial statements.
- They are invited to and given proper notice to Special General Meetings (SGM) in the event that changes are made to any element of the organization's Charter/Lettres Patentes. ("proper notice" is usually specified in the bylaws, but if not, the legal minimum is used)

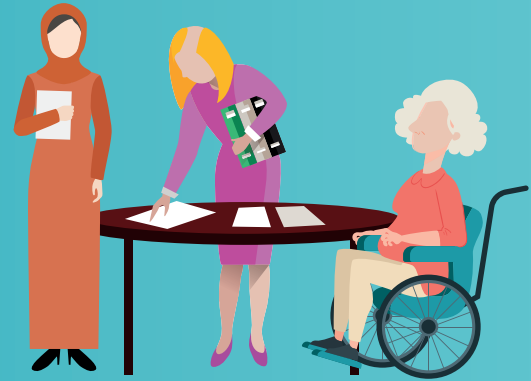
The Board must ensure that “corporate” records are kept up-to-date:

- The Charter/Lettres Patentes, bylaws, board minutes, financial records, etc. are safely filed.
- An annual declaration is submitted to the Registraire des entreprises Québec (REQ) stating any changes to the composition of the Board of Directors. And a declaration modificative is submitted to the REQ if any element of the Charter/Lettres Patentes is changed. Appropriate documentation is submitted to the federal authority if incorporated federally.

The Board must ensure that labour and tax requirements are fulfilled:

- All contracts are respected.
- Payment of salaried employees is ensured and employee remittances and source deductions are paid to the provincial and federal governments (it's good practice to ensure that the organization has appropriate hiring policies and procedures for its employee and volunteers)
- If the organization has charitable status, proper financial records are kept (including the tracking of charitable tax receipts and donations), annual charitable information returns are filed, and the general rules governing the maintenance of charitable status are followed.

STAFF AND BOARD ROLES



THE ROLE OF STAFF:

Many groups operate without paid staff. In other organizations, the staff are the key drivers of the organization's activities. Staff are relied on for a million-and-one things, namely to **keep the organization functioning and working towards its mandate**. They coordinate activities, operations, planning, and ensure that work plans or organization objectives are met.

This can work in a traditional hierarchical model with an E.D. Who makes most of the organizations key decision, but it can also work with a more collaborative structure where many people are involved in decision-making.

THE ROLE OF A BOARD:

Every organization needs to look carefully at its own needs and define the board's role based on its own unique reality. That said, it is widely accepted that a board's primary role is to **provide oversight**. This means focusing on the long-term health of the organization and maintaining a bird's-eye view of its work and operations, leaving others to tend to the day-to-day responsibilities of program implementation and people coordination. A healthy oversight role typically involves the following tasks:

- Nurturing a culture in which collaborative leadership, continual learning, and transparency are broadly and deeply practiced. The more democratic and engaging an organization is, the more sustainable it becomes because the knowledge and skills needed to run the organization successfully are shared among many (staff, volunteers, members), rather than being concentrated in a single person who might leave at any time.
- Serving as an unwavering source of support for the staff, while at the same time helping them reflect, question, experiment, and surface underlying assumptions.
- Providing oversight to the staff functioning through the hiring, firing and evaluation of the Executive Director
- Reviewing quarterly statements and approving the annual budget.
- Approving internal policies.

- Revisiting the organization's mission, vision, values and approach, in collaboration with staff, to ensure that they are still relevant and that the organization's programming is in harmony with its mission.
- Engaging in organization-wide evaluations, in collaboration with staff.
- Engaging in strategic thinking and planning, in collaboration with staff.
- Making sure that there is a strong process in place for making decisions about influencing public policy.

While maintaining a focus on their oversight role, it is quite normal for Boards to **assist with some aspects of day-to-day operations**. Here are a few common instances/areas of organizational life that tend to call for more Board involvement:

- With efforts to increase member involvement (ex. planning and implementing an AGM)
- In the founding years when there are no (or few) staff members and organizational processes and procedures are in their infancy.
- With fundraising efforts, especially during periods of intense financial vulnerability or growth (ex. capital campaign activities, fundraising events, donor relations).
- With influencing public policy (particularly when it involves taking a public stance)
- With nurturing community partnerships and visibility.
- When individual board members have skills or knowledge that the staff do not have (ex. a lawyer on the board might become heavily involved in the purchase of a building).
- When inter-personal conflicts cannot be resolved at the staff level.

And finally, although few and far between, there are some situations that call for the Board to **make decisions at an operational level**:

- Signing contracts of salaried employees.
- Stepping in during periods of crisis and staff transition when all else fails (ex. empty ED position).

Sustaining a healthy level of board involvement is an art, not a science. Even the most well-received instances of hands-on board involvement can slip into an unhealthy long-term pattern of micro-management. On the other hand, boards that maintain a rigid, arms-length relationship to the staff can have a difficult time functioning effectively and can feel very disempowering, both for board members and staff.

THE BOARD'S RESPONSIBILITIES



(Adaptation of the Carver Governance Model)

1. Create and foster a vision

- The ultimate act of Board leadership
- Maintain focus on “the Big Picture” - Where are we going?
- Articulates the mission of the organization - What do we do, for whom and how do we do it?
- Articulates the desired outcomes of the organization - What do we do for whom and at what cost?
- Ensures the future financial viability of the organization

2. Create policy

- Value or perspective that underlies action
- Serves as a guideline for carrying out action
- Governs the course of action for an organization
- Expresses the vision, mission values and the philosophy of organization

3. Monitor performance

- Evaluate executive director
- Monitor effectiveness of organization against previously set ‘desired outcomes’

4. Board development

- Explicitly deal with its own governance, job design, attendance, discipline, performance and accountability

BOARD OFFICER SAMPLE DESCRIPTION



When developing your by-laws, it is good to keep the number of officer positions to a minimum to allow for maximum flexibility. Below are descriptions of the three core officer positions:

Chair/President

- Presides as the ‘manager’ of the Board’s activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation.
- Is responsible for ensuring that Board meetings are conducted efficiently and effectively.
- Ensures that follow-up work generated from board/EC/committee meetings is done and in collaboration with the Executive Director.
- Sets the agendas for meetings of the Board with input from the members of the Board and with the assistance of the Executive Director.
- Plans the conduct and timing of Board meetings in conjunction with the Executive Director and Chairs or arranges for the chairing of meetings of the Board, Executive Committee and membership.
- Ensures that the Board is properly informed about the operations of the Corporation and has the information and opportunity necessary to come to decisions on matters within its purview.
- Is the Board’s primary liaison with the Executive Director.
- Acts as public and media spokesperson for the Board and Corporation as required.

Secretary

- Ensures that the minutes of Board and related meetings are taken and word-processed.
- Oversees the keeping of records of meetings, policies, membership, and all else required by law.
- Maintains, or ensure the maintenance of, the files and records of the organization to be passed on to future officers and ensure the security and confidentiality of all such files and records.

Treasurer

- Ensures that the Board receives relevant and regular financial statements.
- Ensures that an annual financial budget is done.
- Recommends a competent auditor to be appointed annually.
- Collaborates with the auditor and Executive Director in the review and presentation of annual audited financial statements.
- Ensures that complete and accurate financial records are kept in accordance with generally accepted accounting practices.
- Acts as a signing authority for the organization as approved in the By-laws or by a Board resolution.

BOARD FUNDAMENTALS



1. “Wearing one hat” only

Although the board benefits from the expertise and perspectives that individuals holding various responsibilities may have, (e.g. executive director, staff ‘reps’, program volunteers etc.), it is important that all board members, regardless of their positions, make decisions with the long-term health of the organization in mind and not with their interest in mind. Secretary

2. Board decisions can only be made ‘around the table’

Governance of the nonprofit corporation is a collective board responsibility. No individual trustee/board member, not even the president, can make decisions or act in the name of the organization unless having been authorized to do so by board resolution. A board member may choose to carry out non-board volunteer tasks but does so under the authority of the executive director.

3. Honoring Decisions

Board members must honor all decisions made collectively by the board. Speaking against decisions made by board members needs to be dealt with immediately (and merits a board discussion and policy). Any board member who does not support a particular board decision or who feels that the decision made is grounds for mismanagement or conflict of interest can ask to have their dissent recorded in the minutes. However, if after democratic debate a board member cannot support and honor the decision, s/he should resign.

4. Confidentiality

In order to maintain a strong level of trust at all levels of the organization - board, director, staff and members – it is essential that all particulars of a Board meeting are not discussed with others outside the meetings. While the minutes of all board meetings need to be made available to members and board members need to be able to explain the reasons for the decisions, the specifics of the meeting should not be discussed. Neither in the minutes nor in outside discussions should “who said what to whom” be discussed. In the case of sensitive issues (e.g. human resources – hiring, firing, salaries and evaluation) it is extremely important that full confidentiality is kept. Maintaining trust at all levels of the organization is paramount.

[illegible]

What is the point of this meeting anyway?

Tips for good agenda-making

- ## Common items found on board meeting agendas

- Organization name
- Board meeting date, including the year
- Who was there, or whether quorum was met. Quorum is the minimum number of members that need to be present for the decisions taken at a meeting to be legally binding. See your bylaws for your organizations definition of quorum.
- Approve or modify minutes from the last meeting
- Propose and approve the agenda
- Something about who will facilitate or chair the meeting

- Items to talk about and decide
- Other important organization-wide issues that require decision making
- Resolutions. (Include date of meeting, location, decision and usually start with 'Be it resolved...')
- Approving budgets and other financial information.
- Prepare for the next meeting. (Indicate time, place and date as well as who will prepare the agenda and take notes if you rotate this task, and any agenda items you didn't get through.
- Varia (blank space for board members to add items that were not included in the agenda. They should be added before you formally approve the agenda)

Taking effective minutes

Some of us have a harder time than others documenting organizational memory. When it's your turn to take minutes think, "If I need to come back to next month to follow up, or in 6 months to remember how we came to this decision, what will I be looking for?"

An example of good minute taking:

Lease renewal (Agenda item)

Our lease is up at the end of June. We need to decide whether to move down the street to Jimmy's basement or pay the extra \$200 that the city is asking for. Full consensus (adopté à unanimité) on the issue of staying where we are and paying the extra \$200 (decision and how you came to it). Charlotte will follow-up with the landlord before the end of the week. (next step)

Also good:

Lease renewal

Our lease is up at the end of June. We need to decide whether to move down the street to Jimmy's basement or pay the extra \$200 that the city is asking for. Stephanie proposes we stay where we are and pay the extra \$200. Ahmed seconds the proposal.

Or

After discussion on Stephanie's proposal, a vote was held. Proposal passed with a vote of 6 to 1. Next steps: Charlotte will call the landlord to renew the lease.

Not so good:

Lease renewal

The staff is very upset that the landlord is trying to hike up the rent and get us out of here. Jimmy says we can move to his basement. Stephanie has some reservations about that and says that Jimmy doesn't clean his house very often. Claire said she didn't appreciate that comment about Jimmy's house. Charlotte will try to call the landlord sometime before next week. Jimmy went out to have a cigarette and said he didn't want to talk about it anymore.

This is not to say that Jimmy's feelings are not important. It is simply that writing them into the minutes of the organization are not the most appropriate way to deal with them. Notice that in the first three examples, next steps are clearly stated. If we forget what we decided or who was going to take action, we can flip through our notes and find out in an instant. If we have nothing but the last example to go on, we have no idea what will happen next. No decision has been recorded, only Charlotte's intention to 'try' something. Most of the time COCo is a big supporter of creativity, collaboration and experimentation, but when it comes to minutes, it seems the most effective way to proceed is to stick to the facts!

(An Abbreviated Sample)



Location

Chair

SUBJECT	PRESENTED BY	TIME ALLOTTED	DESIRED OUTCOME
Approval of agenda and minutes	Rob	7:00 - 7:10	Decision
Program update	Erica	7:10 - 7:30	Information
Budget review	Mohammad	7:30 - 8:00	Information/Discussion
Staffing challenges	Erica	8:00 - 8:40	Discussion
Retreat planning	Rob	8:40 - 8:55	Discussion
Varia		8:55 - 9:00	Discussion

(An Abbreviated Sample)

- Date
- Place
- Time
- Who was present
- Recording secretary

- Decisions made
- Follow-up actions that are required- who, what, by when (bolded)
- Information and discussion points (*Provided only if absolutely needed as future reference. The notes should be brief with no quotes or names referenced*).

POLICIES



Policies define the boundaries within which we conduct ourselves, manage programs and lead organizations toward a specific end.

Policies are developed to provide:

- Guidelines for action to achieve the organization's mission;
- General directives to ensure consistent decision making;
- A point of reference for precedent-setting decisions.

In most cases, policies do not dictate action but present the reasoning that guides action. They promote the organization's values.

Determination and approval of policy is a board responsibility.

Boards are recommended to develop clear, precise policies in four areas:

- What we do, for whom and at what cost
- The board's functioning
- The board-staff relationship
- Operations.

DEVELOPING POLICY

Effective policies are:

- Based on facts, not opinion
- Written in a simple style with clear intent
- Presented in a format suitable for communication and distribution
- Kept current and reviewed regularly
- Consistent with mission and values of the organization
- Consolidated into a policy manual

Policy Formulation

- Committees and/or staff may draft policies and make recommendations
- Research and consultation with other organizations and experts is recommended

A common approach to policy formulation is:

1. Identify the policy area
2. State the problem, issue, opportunity or need
3. Explain why there is a need for such a policy
4. What should the policy do, i.e. define scope and outcomes

Policy Determination is the sole responsibility of the board

Policy Implementation is the responsibility of the board and/or staff.
Essential that everyone is informed of policy development

Policy Monitoring is the responsibility of the board

BOARD MEMBERS AND FUNDRAISING



How can board members support the financial sustainability of the organization?

1. **Become donors.** Giving money, in addition to time is a great way to help the organization meet its fundraising goals.
2. **Write grants.** Board members skilled in this area who have an excellent sense of the day to day working of an organization can help with grant and report writing.
3. **Raise money.** Have a dinner party and invite people to donate over coffee and dessert. In a band? Put on a benefit show! See Kim Klein's "**29 ways for board members to raise \$500**" http://www.coco-net.org/docs/29_ways_boards.pdf for more fundraising ideas.
4. **Approve a resolution.** At a very minimum, board members will be called upon to approve of the idea of asking for money. Resolutions are usually sent to potential funders along with grant applications.

What makes fundraising a perfect task for the board of directors?

- Successful fundraising requires a solid understanding of the organization as a whole. Engaged board members know about the organization, its mandate, goals and objectives and can speak about them with passion!
- Fundraising is about relationship building. Fundraising gives board members an opportunity to connect with friends, family, colleagues and other networks about the organization, helping build the organizations membership base, or more importantly in this case – its donor base.
- It can be very satisfying teamwork! Giving the board a task to own as a team gives them a reason to get to know one another through important fundraising work. Every dollar earned brings a sense of accomplishment and satisfaction for the board, and the organization as a whole.
- Fundraising is essential to sustainable financial planning. Financial oversight is one responsibility of the board. While most boards delegate financial management to the staff, raising money is a perfect way to participate in the financial growth and sustainability of the organization.

- Fundraising requires a cultural shift; the whole organization must be involved. Investment in fundraising from the board of directors sets a good example.
- Fundraising provides opportunities for staff and board collaboration and ongoing learning. Raising money and communication planning are linked. How we talk about our work, our documentation and website are all tools for fundraising. Staff and board can work together to develop and share a cohesive message.

CONSENSUS DECISION-MAKING



Based on the process used by MUCS www.mucs.org

100% consensus means that the feelings and voices of every participant in the meeting or group are so highly valued that a single dissenting voice or perspective will block a decision for the whole group. It creates a formal space for any dissenting perspective to be fully communicated and explored by the group.

It is a powerful and valuable approach to decision-making when a group collectively holds serious responsibilities and it is important for all to fully understand an issue and solidly agree on decisions that are reached.

1. When the Chair feels that discussion on an agenda topic is heading in a common direction or has come to a point of decision they will voice a question or proposal to the group in the form of “how do we all feel about this?”
2. Everyone in the group then uses one of the following hand signs to indicate their feeling or opinion in response to the question or proposal from the Chair:
 - **Thumb Up** = complete support and good feeling, no doubts, questions, or concerns
 - **Palm up** = strong support
 - **On the Fence** (hand straight out as if about to shake someone’s hand) = undecided due to having questions, doubts, or alternative ideas.
 - **Palm down** = A lot of doubts
 - **Thumb Down** = complete doubt or negative feeling, with many questions/concerns
 - **Fist** = major concern about the nature/timing/language of a proposal or question to the degree that the current process must be interrupted and an alternative introduced.
3. The Chair surveys the signs of the group and asks those with thumbs down to describe why they feel the way they do and to articulate an alternative or at least to identify the specific parts of the proposal they find most problematic (followed by “palm down”, “on the fence”, “palm up”).
4. It is crucial that everyone participating in consensus is encouraged to communicate dissent from decisions that they do not agree with so that alternative ideas are given space for consideration. And it is crucial that those blocking decisions propose alternatives.

5. After this sampling of dissenting feelings and voicing of alternatives the Chair may choose to facilitate more discussion or rephrase the proposal or question again: “How do we all feel?”
6. When hand signs indicate that everyone in the group has a similar feeling about a proposal the Chair then makes a formal proposal for consensus and if everyone in the group indicates a Thumb Up or Palms Up then 100% consensus has been achieved. 100% CONSENSUS HAS NOT BEEN ACHIEVED UNLESS EVERYONE IN THE GROUP HAS THEIR PALM UP!!
7. If rounds of proposals and discussion stretch on for too long on one issue without reaching consensus, the Chair proposes that the issue be revisited at another time.

CONFLICT OF INTEREST



What is a “conflict of interest”?

A conflict of interest occurs when someone in a position of trust has competing professional or personal interests. Such competing interests have the potential to interfere with the person’s ability to remain impartial as they fulfill their duties. A conflict of interest exists even if no unethical or inappropriate actions are taken.

Sample “conflict of interest” by-laws:

General Conflict of Interest: Anyone participating in a decision on behalf of the organization and who has or is perceived to have a financial, personal, or official interest in that decision of such nature that it may prevent him/her from acting in an impartial manner is obliged to excuse him/herself from the discussion and voting on said item. In the case of the Board, such instances are to be recorded in the meeting minutes.

Conflict of Interest Relating to Board Remuneration: The directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. A director may, nonetheless, be paid for other service to the Charity, subject the prior approval of the Board with that director abstaining.

What the law says about Board members receiving payment:

- According to Articles 324 & 325 of the Quebec Provincial Civil Code, Board members are allowed to enter into contracts with the organization. However, such a situation must be made known to the Board; recorded in the meeting minutes; and approved by the Board, with the Board member in question abstaining from the discussion and voting.
- According to Federal Common Law- Chapter 2 of the Corporate and Insolvency Law Policy, the federal court has always ruled against Board members receiving paid contracts from nonprofit organizations. However, the court also considers local context in its ruling and, in the case of Quebec, respects the Quebec Provincial Civil Code.
- According to Revenue Canada, the above sample by-law is sufficient for auditing purposes. However, they did recommend that organizations add a “conflict of interest statement” to their by-laws.

SAMPLE BOARD SELF-ASSESSMENT

Please take a few moments to fill out the survey below.

Use a scale of **1-5** to rank your answers, with **1** being “**disagree**”, and **5** being “**strongly agree**”.

	RATING 1 - 5	COMMENTS
Please assess the quality of your own board participation:		
1. Overall, I am pleased with the contribution that I have made to the organization as a Board member.		
2. I have attended the majority of board meetings and other events requiring board participation.		
3. I prepare for meetings by reading background materials and researching issues for discussion.		
4. I actively participate in Board meetings by listening, discussing & presenting complete information.		
5. I am familiar with the organization's charter and bylaws.		
6. I carry out my other Board responsibilities (e.g., committee member, officer duties) in an effective and timely manner.		
7. I regularly take part in the activities of the organization (attending events, volunteering, etc.)		
8. My knowledge of the organization is sufficient to serve as an ambassador in the community.		
9. I have made a financial donation to the organization in the past year (in accordance with what I feel I can afford).		
10. I always act in the best interest of the organization, avoiding conflicts of interest & declaring them if they arise.		
Please assess the quality of Board organization/coordination:		
1. The Board orientation I received prepared me well for my responsibilities.		
2. Roles and responsibilities of the Board are as expected when I agreed to join the Board.		
3. The Chair does a good job of ensuring that all Board members have a chance to express their views without allowing any one member to monopolize the discussion.		
4. Committees work effectively- researching complex issues and presenting sound recommendations to the Board.		
5. The staff keeps the Board well informed of the progress achieved in meeting major objectives.		
6. Board members receive relevant information far enough ahead of meetings to enable them to be well prepared.		
7. Board Meetings are held frequently enough to effectively address the organization's business.		
8. Agendas are organized to ensure that priority matters have sufficient time allocated to them.		
9. The Board renewal process is clear and presents us with positive succession options.		

	RATING 1 - 5	COMMENTS
Please assess the Board's capacity to govern effectively:		
1. It nurtures an organizational culture of collaborative leadership, continual learning and transparency.		
2. There is a high level of trust and appreciation between the Board and staff.		
3. There is a high level of trust and appreciation between Board members.		
4. It reacts quickly to any signs of fraudulent acts or abuse of power.		
5. It has demonstrated its understanding of the core values and needs of the organization.		
6. It respects the organization's charter and bylaws.		
7. It engages in organizational wide evaluation & strategic thinking/planning with the staff.		
8. It monitors and evaluates the performance of the Executive Director (if there is one) on a regular basis.		
9. It monitors financial performance and projections effectively and on a regular basis.		
10. It supports the staff on fundraising as needed.		
11. It is open to different perspectives- does not vote 'en bloc' and avoids 'group think'.		
12. It contains an appropriate range of expertise and diversity.		
13. It is taking steps to engage members more fully.		
14. It considers the organization's role in shaping public policy.		
15. It makes sure that 'corporate' records are kept up-to-date.		
16. It makes sure that labour & tax requirements are met.		
General comments:		
Is there any information—be it about the organization, nonprofit management, or nonprofit boards—that you would like to get to help you be a better board member?		
When you joined the Board, did you have ideas about how you could help the organization as a Board member that haven't happened? If so, what ideas?		
What suggestions/questions do you have about the Board, your own role, or any other aspect of the organization?		
Do you have anything else to add?		

KEY RESSOURCES TO HAVE AT YOUR FINGERTIPS



Centre for Community Organizations – COCo's toolbox and publications

www.coco-net.org

Administrateurs de corporations sans but lucratif: Le guide de vos droits, devoirs et responsabilités, by Paul Martel, 3e edition

www.allbookstores.com/book/9782923355085/Paul_Martel/Administrateurs_De_Corporations_Sans_But_Lucratif.html

HR Council

<http://hrcouncil.ca/home.cfm>

Les Boîtes à outils (Governance, Finance, Human resource)

<http://www.csmoesac.qc.ca/outils/ressources-humaines/boite-outils-grh>

Board Cafe

www.boardcafe.org

Commission des normes du travail

<http://www.cnt.gouv.qc.ca/>

An Act Respecting Labour Standards in a Nutshell, published by Au bas de l'échelle

<http://www.aubasdelechelle.ca/images/publication-respecting-labour.pdf>

Revenue Canada

<http://www.cra-arc.gc.ca/tx/nnprft/menu-eng.html>

Revenu Québec

<http://www.revenu.gouv.qc.ca/eng/entreprise/impot/osbl/index.asp>