



# **YOUR ASSOCIATION BOARD OF DIRECTORS**

## **A Guide for New Directors**

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## **Congratulations!**

You've been elected to an Association Board of Directors – now what? Normally, people don't start asking that question until they're getting ready for their first Board meeting. The purpose of this booklet is to take the mystery out of those meetings, and help you be prepared for your role as a Director.

### **The Job of the Board**

In one short sentence, the job of the Board is to govern the Association. Depending on the size of the Association and its resources, "governing" may take on different meanings.

#### *Small or Very Small Associations*

Associations in this category may include local sports leagues, arenas/recreation fields, service clubs and so forth. Many groups in this category are not incorporated, and operate very informally. Although they are all in different areas of endeavour, they are all governed in a similar fashion – hands-on by the Board. The workload is often not too large, nor are the resources – these groups may deal in hundreds or perhaps thousands of dollars. They do not have the funds to hire professional management, so the line between governing, managing and "doing" is blurred or non-existent; the Directors do everything.

#### *Medium-sized Associations*

Where small or very small groups are often limited to neighbourhoods or small communities, medium-sized ones may be anything from citywide to national in scope. They are generally incorporated, either federally or provincially, and may deal in tens or a few hundreds of thousands of dollars. The stakes are greater here, and in some instances, the Board may hire a person to look after the managing and "doing", or it may retain the services of an Association Management company. In these instances, "governing" focuses more on decision-making and supporting the work of staff, and Boards in these organizations are more hands-off (although not completely so). When Directors are "doing", they function more as volunteers rather than Board members.

In these Associations, the Board sets the policy and overall direction, and may also be involved in developing implementation plans. Actual implementation is delegated to staff or other volunteers. Individual Directors may be involved in implementation as well.

#### *Large or Very Large Associations*

These Associations may deal in hundreds of thousands or even millions of dollars. Their scope may be local, provincial, regional or national. They generally have a large number of members and undertake major initiatives. These organizations generally have their own full-time staff; the largest will have offices employing a large number of people. The "doing" is looked after by staff and volunteers, and the Board is rarely involved. In some instances, one or more of the Directors (most often the Chair or President) are high profile people who have lent their names to the Association to help with publicity or fundraising.

The Board in these Associations has an oversight responsibility for the entire organization. It reviews the strategic plan (and may be involved in its creation), sets overall policy direction and provides a framework within which staff and volunteers work.

## **Common Ground**

In Canada, Boards of Directors for all organizations have two “overarching” duties:

- The fiduciary duty
- The duty of care

These duties form a good starting point for us in considering what the Board does.

### *The Fiduciary Duty*

A fiduciary duty arises where one person or organization acts in a position of trust for another. A lawyer may be said to owe a fiduciary duty to his/her client. A bank owes a fiduciary duty to its depositors. As a Director, you owe a fiduciary duty to the Association (not its members). This duty means you will act in the best interests of the Association in everything you do as a Director, and it comes above your duty to anyone else – members/volunteers, colleagues on the Board, employees, and yourself.

### Conflict of Interest

Your Association’s by-law may have a section dealing with conflicts of interest, or “interested Directors”. As a Director, you have a duty to avoid an undeclared conflict of interest; this duty flows directly from the fiduciary duty. Different by-laws treat this issue in different ways, but as a general rule, when you find you have, or may be perceived to have, an interest in a matter being discussed by the Board, you must disclose that interest immediately you become aware of it. How you act after that may depend on your particular by-law, but normally you would excuse yourself from the part of the meeting dealing with the issue, refrain from discussing it with other Directors or speaking on it at any meeting, and abstain from voting on it. In considering conflict of interest, remember an interest need not be financial.

### *The Duty of Care*

This is very simple – in any decision you make or action you take as a Director, you must ensure you are aware of all the relevant facts and the impacts of the decision to be made. Then, as already seen above, you must decide or act in the best interests of the Association.

You’ve probably heard the term “due diligence” – it relates to the duty of care and is, in fact, the process by which a Director exercises that duty. S/he looks into all the facts involved in a particular decision or act, thinks independently about them, estimates whether the possible outcome will be in the best interests of the organization, and then makes a decision accordingly.

## **Who's Who on the Board**

A Board of Directors is made up of a number of individuals (at least three, but usually more). Some of these people have titles that are common to all organizations. This is a summary of the titles and their duties.

### *President*

The President, not surprisingly, presides at meetings of the Board and, usually, at Annual or Special General Meetings. The President may also be called the Chair, Chairperson, Chairman or Chairwoman. Under any of these names, the job is the same. The Chair (the name we'll use in the rest of this booklet) has the responsibility of ensuring the meetings are conducted in an orderly fashion; that everyone who wants to be heard, is; that everyone who is heard stays on topic; of "calling the question" (directing there be a vote) on a motion; ruling on motions; and, in some instances, voting on motions (see below).

Contrary to popular belief, the Chair is allowed to vote, although most don't in order to preserve their impartiality. In some instances, the by-laws do not allow the Chair to vote. When a vote is tied (and whether the Chair has voted or not), many by-laws allow the Chair a tie-breaking, or "casting" vote. However, if the organization adopts Roberts' Rules or Order, a tied vote means the motion automatically fails, so there is no need for the Chair to vote to break the tie.

In some organizations, the Chair can also make and second motions and participate in the discussion. While there is nothing specifically against this, once again the Chair normally refrains from doing any of these to preserve his/her impartiality.

### *Secretary*

The Secretary is charged with maintaining an orderly record of the proceedings of the Board, and with maintaining an up-to-date list of the Association's members. The "record", as will be seen below, is made up of minutes of Board meetings and Annual or Special General Meetings. The Secretary keeps the member list in order to fulfill another key function – sending notice of members' meetings. It is his/her responsibility to ensure that proper materials are sent to the members along with the notice of the meeting, and all within the timelines specified either in the by-law or the governing legislation. In organizations having staff, most of the Secretary's functions are preformed by a staff person. The Secretary, however, is still legally accountable.

### *Treasurer*

The Treasurer is responsible for the Association's finances. S/he may be empowered to borrow money, make investments, sign cheques, and so forth. His/her job description also includes maintaining the financial records. However, as with the Secretary, that function may be taken over by staff or an outside bookkeeper. Once again, it is the Treasurer who is legally accountable.

## *Other Jobs and Titles*

### Past President

As the name suggests, the Past President (sometimes called the Immediate Past President) is the individual who, up until the most recent election for the Presidency, was President. There is no requirement that an organization have a Past President, but if it does, his/her job is usually to advise the current President or Chair. Normally, the Past President sits on the Board as a voting member by virtue of the fact that s/he has recently been President/Chair, and does not have to be elected to this role (legally, a Board member who does not have to face election is known as an *ex officio* Director). For organizations that are federally incorporated or continued under the *Canada Not-for-profit Corporations Act (CNCA)*, *ex officio* Directors are not permitted; in order to be able to vote at Board meetings, the Past President must be elected as such. Provinces vary in their treatment of *ex officio* Directors; for organizations incorporated under Ontario law, for instance, the *Ontario Not-for-profit Corporations Act* allows *ex officio* Directors.

### Vice President

An Association may (and many of them do) have one or more Vice Presidents. The Vice Presidency isn't always a way of learning to be President; some Vice Presidents have no interest in moving up, and some may be unable to do so. The Vice President's universally recognized job is to fill in for the President when s/he is unable to chair a meeting. However, a Vice President may have other responsibilities within the organization, and these may or may not be reflected in the by-law. There is nothing to say that any of the jobs discussed here are limited only to what is in the by-law, although some organizations include "other duties as designated by the Board" in their by-laws for all these positions.

### President Elect

Some organizations do more formal succession planning for the top job; in those organizations, they have usually established the position of President Elect for the next occupant of the Chair. The main job of the President Elect is to learn the job of President, so s/he doesn't come into it not knowing what to do. Of course, s/he may have other duties assigned.

### *Director*

Everyone else on the Board is usually a Director. For some Associations, Directors may be assigned a functional portfolio (such as planning, program, marketing, etc.); in others, they may be said to serve without portfolio. Just because Directors are listed last, doesn't mean they are unimportant – the contrary is true. The Directors should form the pool from which future officers (the titles listed above) are drawn. Each Director is as responsible for the Association as any of the officers.

## **YOUR FIRST BOARD MEETING**

### **Getting Ready**

You should receive notice of the meeting. This might be as informal as someone calling you or coming up to you at the meeting during which you were elected, and saying "The next meeting is a week Wednesday" or something similar (although this may not be considered proper notice under the organization's governing legislation). On the other hand, it could be a written notice (mail, fax or e-mail).

The first thing you want to do is read all the material provided for Directors. At the least, you should receive an agenda, minutes of the previous meeting, and a "to do" list from that meeting. Ideally, however, for each item to be considered at the meeting, there will be a background document explaining the situation, presenting alternatives and, in some cases, suggesting a resolution. Doing this reading helps you exercise your duty of care – you are informing yourself about the issue on which you will be asked to make a decision. Depending on the scope of the issue, you might want to do research outside of the material you're reading.

Minutes can be somewhat misleading. There are two extremes of minutes: narrative and action-oriented. At one extreme, narrative minutes can be almost a verbatim report of everything that happened at the meeting. They will, at least, give you an insight on the way the Board works and reaches decisions. At the other extreme, action-oriented minutes may capture only resolutions passed by the Board and, perhaps, any abstentions (if permitted by legislation) or "no" votes. These are the misleading ones, as you can have no real idea of the way decisions are taken. Hopefully, your Association's minutes fall somewhere in between.

Remember that you, as a Director, have the right to see minutes of earlier meetings, and you must be given access. This may be helpful if you want to research a particular agenda item that recurs.

When you go to the meeting, bring all the pre-reading material you were given, along with a notebook or pad of paper. If you know you will have power, you might bring a laptop computer or a netbook, but bear in mind that typing can be very distracting to others in attendance.

An excellent idea is to read your Association's by-law before the meeting. It will give you a much better handle on the way the group was set up and the constraints within which it operates. Be prepared to take some time over this, as most by-laws are not written in "plain English"

### **Ways of Holding a Meeting**

While a face-to-face meeting is usually preferable, it is not always possible. Thus, Directors are allowed to participate electronically. Most often, this means participating by teleconference, but it could also include videoconference, or another computer-based conference such as GoToMeeting, Zoom, Webex or Microsoft Teams. The legal requirement is that all participants be able to hear, and be heard by, one another. Under this restriction, participation in a meeting by listening to the speakers and then typing comments, etc., would not be permissible (this is usually relaxed, however, for members' meetings).

## **How to Act**

A Board meeting is a business meeting. Your attention, then, should be focused on the business items before the Board. This doesn't mean there isn't any socializing or kidding around – there usually is. However, you and your colleagues should focus on the issue at hand.

The easiest rule to follow is "be polite". Don't interrupt others when they are speaking, stay on topic, be respectful of your colleagues and, when a decision is made, move on to the next item.

## **At the Meeting**

For a meeting to be legal, two criteria must be met. A quorum must be present, and proper notice must have been given.

### *Quorum*

The quorum is the minimum number of Directors required to act officially on behalf of the Association. In most instances, the number is set out in the by-law – it might be an actual number, or a percentage of the total number of Directors, or simply "a majority". If there is nothing in the by-law, the law requires that a majority be present, either in person or electronically.

### *Notice*

The by-law will stipulate what the notice period is, and how notice must be given. The notice period may range from a week up to a month. The usual method for giving notice is in writing (mail, e-mail or fax). An important exception to this, and one used by most Associations, is the provision that, if the date, time and method of the next meeting is determined at a meeting where all Directors are present, the notice requirement is waived. That said, it's still a good idea to provide formal notice.

### *Call to Order and Approval of Agenda*

The Chair of the meeting (usually the elected President or Chair of the Association) will call the meeting to order. From that point on, all decisions that are made and actions taken are official acts of the Board. Everything said is potentially on the record.

The Chair will ask everyone to look at the agenda and, if they have any additions or changes to suggest, to do so. The agenda may be amended as a result of this. Once the agenda has been agreed (sometimes, there is no formal vote to "adopt" the agenda; in these instances, the agenda may be said to be adopted by consensus), the meeting starts in earnest.

### *Minutes and Actions of the Previous Meeting*

All Directors should have read the minutes before the meeting. If there are any amendments to the minutes, they should only deal with substantive issues – matters of fact, and resolutions. Although some people look at style, wording, grammar, punctuation and so forth, this is not appropriate and should be discouraged by the



Chair. The minutes (as amended, if necessary), may then be accepted by consensus, or may be put to a vote (see below).

In its first important act, the Board will review the list of actions that should have been taken after the previous meeting. In smaller Associations, individual Directors will report on their actions (or lack thereof); in larger ones, staff may also have had actions assigned to them, in which case, they will report. Directors may ask questions to inform themselves about what was done. Certainly, if actions were not taken, Directors should ask why not and when they will be done. This shouldn't be combative – it's just a request for more information.

### *Review of Financial Statements*

As with a business, Associations have financial statements. They may be prepared by the Treasurer, a staff member or an outside bookkeeper. At a minimum, you should be shown an income statement (essentially a summary of all financial activity during a set period – usually the previous month) and a balance sheet (a snapshot of what the Association owns and owes as of a specific date). For the income statement, it's a good idea to see a budget to actual comparison and a comparison to the previous year. If you are not financially literate, you should consider taking a course or, at least, purchasing a book. To get a leg up, read our *Finance for Associations* booklet. That way, you can ask useful questions about the statements.

The financial statements may be formally approved or simply received for information, with no vote taken.

### Budget

Several months before the Association's fiscal year end, the Treasurer should present a draft budget for consideration by the Board. The budget is a forecast of what the organization will do in the coming fiscal year. Every item on most budgets will tie back to an activity. This is one of those times when it is absolutely crucial you exercise both your duty of care and fiduciary duty. Directors should ensure they know what the underlying assumptions are so they can evaluate the budget numbers properly. The budget should definitely be an item on which there is a vote and, if you are not satisfied that it is achievable, or you have other reservations, you should vote "no".

### *Motions and Resolutions*

A motion is a recommendation by a Director that a certain action be taken. The Director will say "I move [x]". A motion should always be relevant to the topic then under discussion. If the Board is considering one motion, a second one cannot be made, and would be ruled out of order. The only exception to this is an amending motion. An amending motion changes something in the motion under consideration, although it cannot change the sense of the first motion, and cannot replace substantially all its text. For example, if the motion is "I move we do a survey", an amending motion to insert the word "not" after "do" would change the sense of the motion and would therefore be out of order.

When an amending motion is being considered, discussion of the first motion stops until the amendment is dealt with. Although this is often not handled correctly in many Associations, the proper process is:

1. A vote on the amendment. The purpose of this vote is to determine whether, and in what way, the original motion should be amended.
2. A vote on the original motion as amended by the amendment. If the vote on the amending motion carried, then the Board goes to consider the amended motion and, ultimately, votes on it. This vote, one way or another, represents the Board's decision on the issue.
3. A vote on the original motion. If the amending motion was voted down, the Board returns to consideration of the original motion, and then votes on it.

Once a matter has been decided by motion at a meeting, it can't be considered again during the same meeting. If the Board decides to do [x], and then has second thoughts, it should wait until the next meeting before taking the matter up again.

A resolution is a motion that has been passed, carried, or adopted by the Board. It is an official decision by the Board to take a particular decision or action. The Board, if you like, is *resolved* to do something.

When a motion is tabled, it means that no decision is taken and the Board may consider it at a future date. When a motion is ruled out of order, there is generally a very good reason for it:

- It may not be relevant to the current discussion. If the discussion to which it was relevant has already taken place, the person who made the motion has to wait at least until the next meeting. If the discussion has yet to take place, it may be reintroduced at the appropriate time. If it related to nothing on the agenda, it may either be brought up under "Other Business", or the mover can ask to have the item added to the agenda of the next meeting.
- It may be relevant to the current discussion but seeks to overturn a decision just made. In that case, it will have to wait until at least the next meeting. The Chair, of course, may decide not to entertain any further discussion on that topic in the future, in which case the item won't appear on another agenda.
- It is a motion requiring notice. Some motions, either by law or by by-law, require notice to be given. If the notice has not been given, or was insufficient, the motion is out of order and the mover will either have to give notice or wait until the notice period is up. Motions require notice if they are significant and more than usual care should be taken in considering them.
- The same motion has been made and was withdrawn within a year. Many Chairs are not aware of this, so it is unlikely you will ever see this situation, but a motion that has been withdrawn by its mover cannot be put to the Board again for a year.
- It is personal in nature. Believe it or not, some Directors will make a motion that is personally aimed at another Director. Such a motion is always out of order and cannot be reintroduced.
- It is *ultra vires* the Board. *Ultra vires* is a Latin phrase meaning "outside the powers". Sometimes this can get down to minutiae. The Board cannot approve audited statements, for example. It can only recommend approval of the audited statements to the members. In addition, the Board cannot elect new Directors (although they can appoint a replacement for an existing Director who resigns before the end of his/her term), and cannot unseat existing Directors, as those powers are usually reserved to the members

under the legislation. A motion that is *ultra vires* cannot under any circumstances be reintroduced at a Board meeting.

- The subject of the motion is illegal. No one can make a motion directing or recommending any illegal action. Let's say the Association is showing a loss for the year just ended, but has already taken in enough money in the current year to substantially reduce or even eliminate that loss. A Director might then move to take that money into revenue for the prior year, to offset the loss. Because such an action would represent fraud, making a motion that it happen would be illegal.

### Movers and Seconders

The practice has grown up, in Canada and elsewhere, that a motion requires both a mover (the person who makes the motion in the first place) and a seconder (as a show of minimal support for the motion) before it can be discussed.

Having said that, however, it is important to note that the seconder need not actually support the motion. A Director may second the motion merely because s/he thinks the topic is worthy of serious consideration and action (one way or another) by the Board.

### Voting

Over the years, the practice of abstaining from voting on a motion has grown up and been accepted. However, in some jurisdictions, this is no longer permissible. Both the *Canada Not-for-Profit Corporations Act* and the *Ontario Not-for-profit Corporations Act* require that a Director vote either in favour of or against a motion. Directors who do not vote (including those who were not present at the meeting where the vote was taken) are considered to have voted in favour – this is called “assumed consent”. If you missed a meeting and disagree with a particular vote, you must notify the proper person (usually the Secretary), in writing, within a specified period of time of your disagreement, and ask to have it entered in the minutes. This is important because those who voted in favour of a motion may be held legally (which means financially) liable for the decision.

The exception to assumed consent is when you have declared a conflict of interest and it would be improper for you to vote. In these instances, you should be recorded as abstaining and your reasons for doing so should be noted in the minutes.

### *Other Agenda Items*

Other items to be considered will depend on the Association. Some have active Committees, and they may report as part of the agenda. Some have specific tasks or projects upon which they report, so the agenda may vary significantly from meeting to meeting. In some instances, the meeting may have only a single agenda item (you sometimes find this when the budget is up for discussion).

One of the last two or three agenda items is usually “Other Business” or “Any Other Business” (abbreviated “AOB”). Matters to be introduced here do not normally require a formal Board decision, and can generally be dealt with quickly. It is unlikely that a meeting Chair would allow a major or controversial matter to be introduced as part of AOB.

“Date of next meeting” sounds like courtesy to Directors. It has the added benefit of getting around the notice requirement for the next meeting as well, as long as all Directors are present.

“Adjournment” is the end of the formal meeting. Some organizations may call this “termination”, but for all practical purposes, they mean the same thing. Technically, a meeting is terminated when it has completed its agenda and there is nothing else that can be discussed legally. A meeting is technically adjourned when it has not finished all the items on its agenda and will reconvene at some future date and time to complete them.

## **DOCUMENTS**

There are two kinds of Associations – those which have incorporated and therefore have a legal existence, and those which are unincorporated. An unincorporated Association does not have any legal existence, and the Directors are *personally* responsible for the Association’s liabilities and any claims against it, both as individuals and as a group. However, incorporation doesn’t necessarily provide a complete shield for Directors against financial liability.

### *Incorporation*

Associations may incorporate either federally or provincially. Depending on the jurisdiction, they may incorporate in one of three ways:

- Letters Patent: this is essentially a way of saying the Association has to get the permission of the appropriate government to incorporate. It submits an application along with a name search and the fee, and, if the government approves, is issued Letters Patent. In order for anything in the Letters Patent to be changed, the Association must apply for Supplementary Letters Patent. This is a cumbersome way of doing it, and most of the jurisdictions that require it are looking to change.
- Articles of Incorporation: in jurisdictions that permit “incorporation as of right” (meaning no governmental permission is required), a prospective Association simply submits a completed set of Articles of Incorporation along with a name search and the fee, and, as long as there is nothing objectionable about the name, receives one copy of the Articles back, bearing a government stamp or seal, and is thereby incorporated. This is much quicker than incorporation by Letters Patent, and grants more freedom to the Association. The association will also eventually be required to submit the bylaws.
- Articles of Association: these are essentially the same as Articles of Incorporation.

So, to start things rolling, your Association will have a set of one of these kinds of documents. They are its constating documents.

### *By-law*

The by-law is the set of rules the Association has adopted for itself. It contains some information that is legally required, but the way that information is presented, and

the other kinds of information that are included, is up to the individual Association. Normally, you will find the by-law contains the following, as a minimum:

- Name of the Association, and the municipality in which its head office is located
- Information about classes of membership, and the rights, duties and responsibilities of each; resignation or withdrawal from membership
- Members' meetings – notice, quorum, who can call a meeting of the members
- Board of Directors – election processes, size of the Board, rules for Board meetings
- Roles of the Officers
- Indemnification of Directors – basically, a promise to pay the legal costs of Directors (and certain others) who are sued for something arising out of their actions for the Association and who are found not to be liable
- Ability of the Association to borrow
- Provisions for signing Officers
- The method of amending the by-law

The other material in the by-law depends on the will of the Directors and the kind of Association. For instance, a professional Society may well have provisions for disciplinary measures. Some Associations will include rules regarding conflict of interest (as noted above). Most will include a section on how notice of meeting can be given, and when the notice is deemed to have been given, and specifying what days are included in the notice period (not as easy as it sounds – usually, the day the notice is given and the day of the meeting are not included in the notice period). Some Associations even designate, in the by-law, the parliamentary authority they will use; often, this is *Roberts' Rules of Order*, but there are other candidates.

### Changing the By-law

For most Associations, the Board can implement a by-law change upon approval, and it will be in effect up until the time it is voted on by the membership; this vote must always be at the earliest possible members' meeting after the Board approves the by-law change. A change, or amendment, to the by-law normally requires approval by a majority of the members present at the meeting at which it is considered (this can vary by the jurisdiction in which the Association is incorporated, or by the nature of the change – check your governing legislation). Once approved by the members, things diverge, depending on the Association's method of incorporation.

For Associations incorporated by Letters Patent, the change often must be submitted to the Ministry or Department having jurisdiction over the Association, for approval (this is not the case in Ontario, however). Approval may take two or more months, depending on whether the Ministry or Department requires changes to make the by-law compliant with the governing legislation. The amendment, if approved, is considered to be in effect from the day the application was submitted.

If the Association is incorporated by Articles of Incorporation or Articles of Association, once the members have approved the amendment, it is considered to be in force; there is no need to go to government for approval. However, updated bylaws may need to be submitted "for information".

## **COMMITTEES**

Many, but not all, Boards have Committees. The role of a Committee is to help the Board do its work. A Committee is made up of a number of members, some of whom may be Directors, and some of whom are drawn from the membership at large. Some Associations' Committees are made up solely of Directors.

There are two kinds of Committees:

- **Standing Committees:** These are Committees set up to address a recurring or continuing need. Examples might be a Finance Committee, a Nominations Committee and a Program Committee
- **Ad hoc Committees:** These are Committees set up to address a single, non-recurring purpose, and the range of purposes is potentially as broad as the number of Associations.

Either kind of Committee should have a mandate. This may be spelled out in the motion that established the Committee, it may be a written charter, or it may just be a commonly-understood purpose. It's considered a best practice to have a formal charter or terms of reference for each Committee, but this often does not happen.

All Committees are Committees of the Board. This means they report to the Board, and carry out the Board's will. A Committee may not act contrary to the Board's will, and, in fact, a Committee does not make any policy decisions. The Board sets the policy for the Committee, and may specify certain limitations on the actions the Committee may take.

As with every rule, there is an exception, and that is a standing Committee known as the Executive Committee. The Executive Committee normally consists of at least the President, Secretary and Treasurer, and may also include any of the other Board roles defined earlier. In many Associations, the full Board meets infrequently (sometimes only once or twice in any year). In those instances, it is often left to the Executive Committee to exercise all the powers of the Board between meetings. Thus, the Executive may make policy decisions. That doesn't mean it isn't accountable to the Board, though – that line of accountability still remains.

Apart from implementing Board decisions, Committees may be asked to evaluate certain issues within their areas of expertise, or be asked to "be on the look out" for threats or opportunities. The Committee would then report back to the Board. Once again, it won't make a decision, but it may be asked to submit all the facts it has discovered, and sometimes it will also be asked to submit a recommendation.

## **BOARD AND STAFF RELATIONS**

Where the Association has staff, it will have a senior staff person. This person's title will vary depending on the Association; s/he may be Executive Director, CEO, Operations Director (or Manager), or Administrator, amongst others. It is the responsibility of this person to direct all other staff members in carrying out tasks of the organization.

The Board assigns tasks to the senior staff person. Some of these may be implementations of Board decisions, while others may involve planning and/or policy research and recommendations. In some Associations, the senior staff person is

responsible for assisting the Treasurer in the preparation of a budget (and may even do the first draft of the budget for the Treasurer). A good senior staff person will also keep the Board (and sometimes Committees) on schedule in various tasks, and “nudge” them back into action if they lag behind.

The senior staff person’s natural ally is the Chair. Where this is not the case, there are usually problems. The Chair should take the senior staffer into his/her confidence, and the senior staff person should reciprocate. This allows the Chair to be aware of issues that may affect the organization’s success, and keeps the senior staffer informed of potential future directions.

In most cases, the senior staff person is a professional, and should be regarded as such by the Board and Committees. S/he has skills in the management of Associations in particular, and in organization management in general. Where the staff is large, s/he also has a significant administrative responsibility. In all cases, s/he should provide leadership to both staff and the Board (the latter in conjunction with the Chair). The senior staff person also has the same duties as a Director: the fiduciary duty to the Association and the duty of care. As such, s/he should be as committed to the organization and its success as any Board member. As much as the senior staffer supports the Board in its work, so, too, should the Board support him/her.

## **BETWEEN MEETINGS**

The purpose of a Board meeting is to receive and evaluate reports, provide feedback to the originators of those reports, and to make decisions. Those activities form the work of the Board, or at least the work of the Board can be categorized into those groupings. Between Board meetings, however, is when the work of the Association takes place. This may consist of individual Directors undertaking specific tasks at the Board’s request, or of Committees doing things as directed by the Board. In addition, staff will have specific tasks.

If you are on a Committee, or have an individual job assigned to you, it is a good idea to get started as soon as possible. The last thing you want is to be two days away from the next Board meeting with three days worth of work to do. Consider this work as being the same as your normal job. If you are working alone, map out any complex tasks ahead of time. Remember that you may be asked to report at the next meeting in writing and, if possible, that report should be available for Directors to read ahead of time; this means you always have a few days or a week less to get things done. If you are part of a Committee, you will also need to coordinate your work with the other Committee members, so you may want to involve them in creating a common project plan (ideally, this will be done by the Chair of the Committee).

## **EVALUATIONS**

This does not take place in all Associations, but you may encounter it in yours, so we’ve included this short note. All evaluations should be conducted anonymously, to encourage freer speaking.

### *Board Evaluation*

This is an overall gauge of the Board's effectiveness in certain areas. It is not a ranking of individual Directors. A good Board evaluation will involve all the Directors plus the senior staff person, and will consider both the infrastructure of the Board (policies, processes, overall plans) and the Board's performance on those tasks. A good evaluation will have a rating scale (1 to 5, for instance) for each factor being evaluated. A better one will have descriptive statements under each factor – this provides better feedback because it avoids the subjectivity of rating scales. Staff normally compiles the results and then shares them with the Board. This should ideally take place at a meeting where the only agenda item is the evaluation.

### *Director Evaluation*

This can be more time consuming, as each Director rates all other Directors individually, as well as rating themselves. The comments made above concerning the method of conducting the survey remain the same: a rating scale is good, but descriptive statements are better. Once again, staff collates the results. However, for Director evaluations, all results go to the Board Chair, who then meets with each Director one-on-one to discuss the evaluation. It is much like a job performance evaluation, in that important areas where the Director has low ratings are addressed by the Chair and Director, who may identify a "remedial" plan.

### *Senior Staff Evaluation*

In this instance, all Board members evaluate the senior staff person on areas they have determined to be important. The staffer may prepare the evaluation form, but should not, under any circumstances, collate the results. That job should go to someone on the Board. The senior staffer should do a self-evaluation on the same form, but this should not necessarily be sent to the Director collating the other forms. The follow-up evaluation session may be conducted by the Chair and staff member alone, or may be by the entire Board and the staff member.

### *Where to Get Evaluations*

A quick Google search will turn up a number of sites that have one or more evaluation forms. Association Concepts Inc. has Board and senior staff evaluations in the resources area of its site at <http://www.associationconcepts.ca>.