
Council Governance

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POLICY

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1.0 Governance Policy

1.1 Principles

Council members shall adhere to the following principles:

- Council is the agent of the *Foresters Act*, acting as trustees on its behalf and through which it owes primary accountability.
- Council has a legislated duty to serve and protect the public interest.
- Council's authority rests in council-as-a-whole, not in individual council members.
- Council speaks with one voice.
- Council's authority to make policy may not be delegated except by specific council decision and only to the extent permitted by legislation.
- Council has only one employee (the executive director) and all council authority delegated to staff is delegated through the executive director.

1.2 Ground Rules

Council members shall:

- Actively support and promote the protection of the public interest and the fulfillment of the *Foresters Act*, recognizing that this duty is paramount (supersedes any responsibilities, allegiances or loyalties to staff, the members or other interests).
- Conduct themselves in an ethical and responsible manner.
- Keep confidential those things that must be kept confidential by law or by specific council policy or direction.
- Perform duties in a dedicated manner.
- Maintain a high level of decorum and respect in interactions with council members, other association members, staff, and others.
- Exercise only collective authority over the executive director or the affairs of the association except as specifically authorized by council policy.
- Avoid any conflicts of interest or the perception thereof in relation to their council responsibilities.
- Avoid entering into private business or personal service arrangements with the association except as permitted by council policy.
 - o Avoid using their status to obtain employment within the association or other benefit for themselves, family members or close associates.
 - o Temporarily withdraw from council deliberations, decisions and information related to any employment or benefit for which they have applied.
- Refrain from speaking for the association unless specifically authorized by council to do so. [Council members who are lobbied by a person, group or organization shall direct the lobbyists to put their questions or concerns in writing and direct them to the president.]

- In communication to members, the public, press or other entities as to what council has already decided, be fully supportive of the decision and not disclose the views of any council or staff member expressed as part of the discussion leading to the decision.

Lay council members are full and equal members with all the same rights and obligations of every council member. They provide support to council in holding the public interest paramount.

1.3 Governing Style

In its efforts to provide leadership and direction to the organization under the policy governance model, council will:

- Focus primarily on vision, values, outcomes and the future rather than on management/operational matters.
- Make decisions in the public interest and not in the interest of any particular group.
- Be solely responsible for its performance.

1.4 Council's Role

Council is responsible for leading and guiding the organization toward achieving its vision and organizational outcomes that fulfill the mission.

Council's specific role is to:

- Establish governance policies and strategic goals and objectives enabling the organization to fulfill its objectives set out in Section 4(2) of the *Foresters Act*.
- Develop, monitor, review modify and maintain the policies which lead and guide the organization.
- Monitor, at least annually, council's and the executive director's process and performance relative to the policy governance model.
- Develop, monitor, and review progress of the association's Strategic Plan.
- Assure organizational (executive director) performance relative to the organization's stated outcomes.
- Establish and maintain an effective link with members, the public and other stakeholders in ways consistent with the governance model.

1.4.1 Council Procedures

Council Member Conduct

Council members shall, in performing their duties:

- Support and promote council decisions.
- Maintain good attendance.
- Be well prepared.
- Actively participate.

- Diligently fulfill responsibilities and assignments.
- Make a good contribution to activities outside formal council meetings.
- Be loyal to council and respectful of its duly made decisions.

Council Meeting Procedures

Following are key procedures to ensure the effectiveness of council meetings.

- Council will conduct at least seven scheduled ‘in-person’ meetings per year.
- The chair of council meetings will be the president or his/her designate. The chair will conduct the meetings following Robert’s Rules of Order.
- As ‘owner’; of its agendas, council has the right and bears primary responsibility to determine what items will be discussed, what information it would like to receive and what reports it would like to have presented at its meetings.
- Council members and the executive director may put forward items to be considered for placement on the council agenda.
- Draft agendas shall be sent to council members by staff for review and comment not less than two weeks in advance of regular council meetings.
- Final agendas with supporting materials shall be sent to council members by staff one week in advance of regular council meetings.
- Agenda items should be consistent with the job functions of the council.
- Council may hold in camera sessions as required by the subject matter of agenda items. These sessions may include the executive director at the will of council.
- Minutes shall be kept of each council meeting that accurately reflect the decisions made and direction given and, where warranted, record the factors considered.
- Draft minutes of council meetings shall be produced within two weeks of the meeting they record.
- The draft minutes of a council meeting shall be tabled for approval at the next regular council meeting.
- Council meetings require the attendance of council members and the executive director (and staff as required by the executive director). Except as otherwise established in meeting policies and procedures, all association members and the public are welcome to attend as observers (to seating capacity limits) and may request to make presentations to council.

1.5 Role of the President

The role of president is to safeguard the integrity of the council process and to represent council as required.

Therefore, the president shall:

- Make decisions or act on behalf of the council when authorized by council to do so, providing such authorizations are consistent with council's established policies.
- Manage the work of council, ensuring that council operates consistently with its governance style and according to the rules/policies it establishes.
- Act as spokesperson for the organization although she/he may delegate this responsibility to others as required.
- Lead council in its work with specific emphasis on strategic planning, organization performance monitoring, and, goal and policy setting;

1.6 Committees

Council shall establish such committees as are required by legislation and the bylaws and may establish other committees or task forces to assist with its business. Such committees:

- May not make policy decisions on behalf of council, but will inform and make recommendations to council on matters they have been delegated to consider.
- Work according to terms of reference set and approved by council that clearly define the roles, expectations, parameters and expected outcomes as well as any other criteria or conditions that must be met.
- May not exercise authority over the executive director nor will the executive director be required to obtain approval of a council committee before taking an executive action.

Council may choose to establish an executive committee.

This policy applies only to committees formed by council action, whether or not they include non-council members. It does not apply to committees formed under the authority of the executive director.

1.7 Public and Member Relations

Council has a responsibility to be accountable to the general public. In addition, it is important that council communicate regularly and clearly with the membership of the organization. To that end, council will:

- Maintain communication policies and practices which support the goal of achieving an informed public and membership.
- Maintain communication links with appropriate public groups (e.g. elected representatives, non-governmental organizations and other public representatives) to provide opportunity for comment on issues of concern to them.
- Maintain processes for handling in a respectful, timely and positive manner queries, non-discipline related complaints and concerns submitted to it by correspondence or through presentation.

2.0 Council Executive Director Relationship Policy

2.1 The Role of Council

Council is ultimately responsible and liable for the activities and outcomes of the association. However, under the policy governance model, its single link to the operational structure of the organization is the executive director. The intent of this structure is that the running of the business of the association is the responsibility of the executive director, and council is not directly involved in it.

Council as a body has the responsibility of authority and oversight over the executive director and his/her performance.

In its relationship with the executive director, it is the role of council to:

- Establish governance and limitations policies to provide reference and direction to the executive director.
- Establish and maintain an executive director employment contract that sets out key terms of employment including but not limited to compensation, length of employment, a dispute resolution process, and termination protocol.
- Establish a strategic plan for the association which includes a vision, goals and objectives.
- Establish an annual council work plan and ensure that there is an annual executive director work plan in place. These plans take direction from the strategic plan and represent the planned achievements of council and the association, respectively, over the one-year period.
- Establish and monitor, at least quarterly, an annual executive director performance plan which includes the achievement of outcomes and conformance with policy.
- Exercise authority over the executive director only via the whole of council.

2.2 The Role of the Executive Director

The role of the executive director includes the following responsibilities.

- The executive director is accountable to council as a whole for all organizational performance.
- The executive director is granted authority by council to manage the staff and operations of the organization, subject to policies set by council.
- The executive director establishes operational policies.
- The executive director takes actions necessary to achieve the outcomes established by council.

2.3 Executive Director Reporting to Council

Clear lines of communication and reporting are essential for a smooth flow of information and feedback between the executive director and council. Accordingly, at each regular council meeting, on a schedule determined by council, or at any other time, the executive director may be required, or may request to:

- Report on the achievement of council's governance and operational limitations policies.
- Inform council, in a timely manner, of any developments materially affecting the association's mandate or achievement of outcomes.
- Provide compliance/monitoring reports on achievement of outcomes (as reflected in the executive director's annual work plan).

2.4 Executive Director Performance Review

Council recognizes that evaluation of the executive director's performance can only be made within the context of:

- Compliance with legislation;
- Operation within the guidelines and boundaries set out in council's policies on operational limitations;
- Accomplishment of the goals and objectives set out in strategic plans; and,
- Accomplishment of annual performance plans.

Executive director performance will be reviewed on a schedule set by council. The purpose of performance reviews is to provide feedback to the executive director on performance, establish new performance requirements and indicators in accordance with council policies and legislated requirements.

If performance indicators are not being met to council's standards, council may undertake corrective measures.

Any council evaluation of executive director performance, formal or informal, may be derived only from monitoring established performance indicators.

The executive director must be informed of the process, time frame and criteria that will be followed.

2.5 Executive Director Recruitment, Compensation, Reviews and Termination

Inasmuch as the executive director is the only staff person who is selected by and reports to council:

- Council shall establish the criteria and qualifications it requires of a candidate executive director.
 - o Council will define the process that will be used to recruit, screen, interview, select and engage an individual from among qualified candidates.
 - o An executive director selection committee shall be appointed by council and a terms of reference for this committee will be approved by council.

- Council as a whole will select the candidate to whom an offer of employment will be made.
- Council will establish a compensation and benefits package for the executive director that:
 - o Enables it to attract and engage a senior executive with the qualifications, experience and competence required for the position;
 - o Is competitive for similar positions in comparable circumstances;
 - o Clearly establishes the process and criteria for salary adjustment during the period of the executive director's employment contract; and,
 - o Satisfies applicable guidelines, regulations and legislation.
- Council will require the executive director to sign an employment contract that establishes his/her terms of employment.
- Council as a whole, not any individual, committee or task group acting on behalf of the council, must make any decisions to:
 - o Alter the executive director's contractual arrangement with the council; and,
 - o End the executive director's employment with the council.

2.5 Executive Director Succession

To ensure reasonable continuity of association affairs in the event of the sudden loss of the executive director's services:

- The executive director shall ensure that at least two other senior staff members are sufficiently familiar with council and executive director issues and processes to undertake temporary transition of the roles and responsibilities of the executive director.
- Council shall appoint a temporary replacement for the executive director.

To ensure reasonable continuity of association affairs for short-term absences, executive director absences, holidays, and/or other leaves shall be covered by a staff member acting as executive director.

