
Council Governance

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Appendix 1.0

Principles of the Carver Governance Model

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 chief executive officer) and all council authority delegated to staff is delegated through the chief executive officer.

1.2 Ground Rules

Council members shall:

- Actively support and promote the protection of the public interest and the fulfillment of the Forester's 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 both inside and Outside of council.
- 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, members, other association members, staff, and others.
- Exercise only collective authority over the chief executive officer 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 arrangements with the association except as permitted by council policy.

- Avoid using their status to obtain employment within the association or other benefit for themselves, family members, or close associates.
- 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 the 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 Forester's Act.
- Develop, monitor, review, modify, and maintain the policies which lead and guide the organization.
- Monitor, at least annually, council's and the chief executive officer's process and performance relative to the policy governance model.

- Develop, monitor, and review progress of the association's Strategic Plan.
- Assure organizational (chief executive officer) 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 Meeting Procedures

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

- Council will have 'in-person' meetings, web meetings and conference calls as needed.
- 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 including quorum constituting a majority of council and passing of motions needing a majority of the votes cast.
- 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 chief executive officer 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 three weeks in advance of regular council meetings.
- Final agendas with supporting materials shall be sent to council by staff approximately two weeks 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 matters of the agenda items. These sessions may include the chief executive officer at the will of council.
- Minutes shall be kept of each council meeting that accurately reflect the decisions made and directives given and, where warranted, record the factors considered.
- Draft minutes of council meetings shall be produced within two weeks of the council 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 chief executive officer (and staff as required by the chief executive officer). 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.

1.4.2 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.

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, along with the CEO, although they 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.

1.5.1 Role of the Vice President

The Vice President acts in the role of President Elect. The Vice President assists the Chair in the fulfillment of his/her duties, acts as the Chair in his/her absence, and undertakes other duties as requested by the Chair and /or council. The Vice-President also shall:

- Chair all association meetings if the President is unwilling or unable to act as chair.
- Serve as council liaison to the Complaints Resolution Committee (CRC) if possible.
- Serve as a member of the Executive Committee.
- Participate in inter-association meetings or other outside meetings as a member of the council executive.

1.5.2 Role of the Past President

The role of the Past President is to mentor the President and Vice-President. The Past President also shall:

- Chair the nominations committee if possible.
- Oversee the process of recruiting non-members for their consideration as lay councillors.
- Serve as a member of the Executive Committee.
- Participate in inter-association meetings or other outside meetings as a member of the council executive.

1.5.3 Role of the Executive Committee

The executive committee is a committee established by Council to assist with its regular business in between Council meetings. The committee will also be responsible for providing leadership and consistency in implementing the policy governance model (refer to Appendix 1). The executive committee shall be comprised of the Past President, President, Vice President and the CEO.

In its role assisting with regular business, the executive committee will not create new policy on behalf of Council, but will act as a sounding board for the CEO to interpret Council policy when needed between meetings. The executive committee will operate within the conditions and constraints established by Council.

In its role in leading governance, the executive committee will be responsible for the following:

- Monitoring the success of council meetings with respect to adherence to the policy governance model;
- Meeting with individual council members to help improve understanding of the model and the role of council;
- Recommending to council any additions or changes with how the policy governance model is being applied;
- Ensuring annually that the incoming vice president is fully briefed and prepared to fulfill his/her role on the executive committee;
- Ensuring annually that all new council members are given governance training by either an outside consultant or a member of the executive committee or the CEO.

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 chief executive officer nor will the chief executive officer be required to obtain approval of a committee before taking action.

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 chief executive officer.

1.6.1 Role of Council Members on Committees

Council members on committees are to act primarily as liaisons between the committee and council. They are to vigorously participate but will not act as standing committee chairs. Council members can bring the perspective of council to the committees.

Most committees report to the CEO. However, there are other committees, such as the Board of Examiners, the Joint Practice Board, and the discipline committees that must report to Council. If there are

significant issues which arise in the committees, the issues can be brought to Council.

For those committees reporting to the CEO – issues will first be brought to the CEO’s attention for resolution, and if necessary, to Council.

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 Chief Executive Officer 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 chief executive officer. The intent of this structure is that the running of the business of the association is the responsibility of the chief executive officer, and council is not directly involved in it.

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

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

- Establish governance and limitations policies to provide reference and direction to the chief executive officer.
- Establish and maintain a chief executive officer 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 chief executive officer 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 chief executive officer performance plan which includes the achievement of outcomes and conformance with policy.
- Exercise authority over the Chief Executive Officer only via the whole of council.

2.2 The Role of the Chief Executive Officer

The role of the chief executive officer includes the following responsibilities.

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

2.3 Chief Executive Officer Reporting to Council

Clear lines of communication and reporting are essential for a smooth flow of information and feedback between the chief executive officer and council. Accordingly, at each regular council meeting, on a schedule determined by council, or at any other time, the chief executive officer 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 chief executive officer's annual work plan).

2.4 Chief Executive Officer Performance Review

Council recognizes that evaluation of the chief executive officer'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.

The chief executive officer's performance will be reviewed on a schedule set by council. The purpose of performance reviews is to provide feedback to the

chief executive officer 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 chief executive officer performance, formal or informal, may be derived only from monitoring established performance indicators.

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

2.5 Chief Executive Officer Recruitment, Compensation, Reviews and Termination

Inasmuch as the chief executive officer 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 chief executive officer.
 - Council will define the process that will be used to recruit, screen, interview, select and engage an individual from among qualified candidates.
 - A chief executive officer 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 approve the candidate to whom an offer of employment will be made.
- The search committee, using current labour market data, will establish a compensation and benefits package for the chief executive officer that:
 - Enables it to attract and engage a senior executive with the qualifications, experience and competence required for the position;
 - Is competitive for similar positions in comparable circumstances;
 - Clearly establishes the process and criteria for salary adjustment during the period of the chief executive officer's employment contract; and,
 - Satisfies applicable guidelines, regulations and legislation.
- Council will require the chief executive officer 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:

- Alter the chief executive officer's contractual arrangement with the council; and,
- End the chief executive officer's employment with the council.

2.6 Chief Executive Officer Succession

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

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

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

Appendix 1

PRINCIPLES OF THE CARVER MODEL OF GOVERNANCE

Principle 1: *The Trust in Trusteeship.* The board of a nonprofit or public organization represents the ownership of the organization. It governs on behalf of all the affected persons who are not seated at the board table. It must therefore establish, maintain, clarify, and protect its relationship with the organization's "owners."

Principle 2: *The Board Speaks with One Voice or Not at All.* In order to lead and make authoritative decisions a board must have a single voice on any given issue. The power of boards of directors is not as individuals, but as a group; a corporate entity entrusted by the owners with the authority to govern and lead the organization. Diversity of viewpoints from board members must be respected and encouraged. Rarely will votes be unanimous, however those trustees who lose a vote must accept that the board has spoken and that its decision must be implemented as decided.

Principle 3: *Board Decisions Should Predominantly Be Policy Decisions.* Board policies should be the expression of a board's soul. They should embody the board's beliefs, commitments, values and vision. The board must address the largest or broadest values in four categories:

1. Ends. The board defines which customer results are to be achieved, for whom, and at what cost.
2. Executive limitations. The board establishes the boundaries of acceptability within which methods and activities can responsibly be left to staff. These limiting policies apply to staff means rather than to ends.
3. Board-staff linkage. The board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on achievement of the ends and executive limitations policies.
4. Governance process. The board determines its philosophy, its accountability, and the specifics of its own job.

Principle 4: *Boards Should Formulate Policy by Determining the Broadest Values Before Progressing to More Narrow Ones.*

- The board should resolve the broadest or larger policy issue in each category before dealing with smaller issues in any category.
- The board should, if it wishes to address smaller levels, never skip levels but move to the next smaller level in sequence.
- The board should grant the CEO authority to make all further choices as long as they are "within" the board's ends and executive limitations policies.

Principle 5: *A Board Should Define and Delegate, Rather Than React and Ratify.* The very act of approving things forces boards to become entangled in trivia.

Principle 6: *Ends Determination Is the Pivotal Duty of Governance.* The justification for any organization lies in what difference it can make. A nonprofit organization exists so that the world in which it operates can be a better place. The ends of an organization are the reasons for its existence. Careful, wise selection of ends is the highest calling of trustee leadership.

Principle 7: *The Board's Best Control over Staff Means Is to Limit, Not Prescribe.* The distinction between ends and means will enable the board to free itself from trivia, to delegate clearly and powerfully, and to turn its attention to the large issues of ends. Quite apart from ends, the board is also accountable for the way the organization conducts itself. This is best done by setting limits.

Principle 8: *A Board Must Explicitly Design Its Own Products and Process.* It is in the policy category of governance process that the board states what it expects of itself. This important category of board policy deals with a portion of the board's own means: how the board will conduct itself, perform its own job, and evaluate its own performance. Boards must enunciate and hold fast to the principles guiding their own operation or they will appear directionless or even capricious.

Principle 9: A Board Must Forge a Linkage with Management That is Both Empowering and Safe. No single relationship in the organization is as important as that between the board and its chief executive officer. This relationship supercedes any relationship with other staff.

Principle 10: Performance of the CEO Must Be Monitored Rigorously, but Only Against Policy Criteria. When the board has told its CEO to achieve certain ends without violating certain executive limitations, monitoring performance becomes no less - and no more - than checking actual performance against these two sets of expectations.

