

**KENORA DISTRICT SERVICES BOARD**  
**POLICY and PROCEDURE**

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| <b>TITLE:</b> BOARD OF DIRECTORS<br>ROLE, CONDUCT & RESPONSIBILITIES | <b>SECTION:</b> ORGANIZATION       |
| <b>DATE:</b> December 16, 2004                                       | <b>POLICY NO.:</b> KDSB-ORG-I-02   |
| <b>APPROVED BY:</b> Resolution No. 2004-11                           | <b>REVISED:</b> Resolution 2010-28 |

The role, conduct and responsibilities of governance by the Board of Directors are based on the principle that, the Directors are the stewards of the organization.

As stewards of the organization, the Board provides a unique contribution in governing the organization. These unique contributions include:

- ❖ Approval and monitoring of its vision, mission and strategic priorities
- ❖ Establishing and monitoring the organizations ethical values
- ❖ Evaluating the performance of the Chief Administrative Officer
- ❖ Monitoring of management control system
- ❖ Overseeing external communications and community linkages
- ❖ Assessing the Board's effectiveness (self-assessment)

To ensure continuity and clarity in the functioning of the Board, the Board of Directors articulates its responsibilities through a set of Board policies and directions.

**Directors Code of Conduct**

The Board expects of itself and its members, ethical, business-like and lawful conduct. This commitment includes the proper use of authority and appropriate group and individual behaviour when acting as a Board Member.

Board Members are expected to consider and represent the interests of the Kenora District Services Board, its membership and its community as a whole in preference to any other interests which that member may also have or represent.

Board Members **must** declare a conflict of interest with respect to their fiduciary (trustee) responsibility:

- ✓ There must be no conflict of private business or personal services between any member and the organization, except as procedurally controlled, to assure openness, competitive opportunity and equal access to "inside" information.
- ✓ Members must not use their position to obtain, for themselves, family members or close associates, employment with the Kenora District Services Board.
- ✓ Should a member apply for or be considered for employment, he/she must resign as a Board Member.
- ✓ Where a member has an interest in Board business involving potential monetary or non-monetary effect, either business or personal, he/she must declare a conflict of interest and must not participate in discussion or voting on that issue.

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- ✓ Board members may not attempt to exercise individual authority over Board staff except as explicitly set forth in Board policies.
- ✓ Member's interaction with the Chief Administrative Officer (CAO) or with Board staff must recognize the lack of authority in any individual member or group of members (only the Board as a whole has authority).
- ✓ Member's interaction with the public, press or other media entities must support decisions taken by the Board as a whole.
- ✓ Members should make no judgements of the CAO or staff performance except as that performance is assessed against explicit Board policies or directions.
- ✓ Members should come prepared to a Board meeting. If a member wishes to introduce a motion he/she should do so **before** the meeting agenda is forwarded to members. By doing so you are allowing members to gather their thoughts and research information before being requested to take a position.

**Board Governance Policies**

Board governance policies are divided into six principal areas and they are:

1. Public Policy Positions

These policies are public statements of the Board's position on specific policy issues.

2. Vision, Mission, Values and Strategic Priorities

These policies refer to the outcomes or results of the organization's efforts.

3. Guidelines: Board

These policies concern the Board's own effectiveness and conduct. It is against these policies that the Board can evaluate its own effectiveness.

4. Guidelines: Chief Administrative Officer

These policies define the limitations or boundaries within which the CAO must operate. It is against these policies that the Board can evaluate the CAO and monitor management control systems.

5. Guidelines: Board to the Chief Administrative Officer

These policies clarify the delegation of authority from the Board to the CAO and establish the monitoring protocol.

6. Linkages

These policies recognize the Board's dual responsibilities in representing the interests of the organization to its external publics and bring the interests of key stakeholders into the organization.

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**I. Policy: Vision, Mission, Values and Strategic Priorities**

**A. Vision**

This is the Board's future vision for the greater community as identified in the strategic plan.

**B. Mission**

This defines the Board's role in achieving the overall vision as identified in the strategic plan.

**C. Values**

The Board's operations and activities are guided by the following values:

- ✓ We believe each individual has a right to be treated with dignity and respect.
- ✓ We value an environment which is caring, open, trusting and accepting.
- ✓ We value open and honest communication and access to information as important cornerstones in creating unity of purpose as well as empowering staff.
- ✓ We believe in working collaboratively with all our stakeholders.
- ✓ We believe that as stewards of public funds, accountability for an effective and efficient organization is the responsibility of Board members.
- ✓ We are committed to social justice as a philosophy which guides our activities.

**D. Strategic Priorities**

The Board considers key strategic priorities to be vital to the achievement of its mission.

- Strong Organization

The design and redesigning of the Board will include goals such as:

- Financial stability
- Reduction in service duplication
- Resource Development and Revenue Generation
  - Fees for service will be explored
  - All revenue generation activities will be connected to image and values
  - Assessment of organizational 'climate', risk and ethics will precede setting directions to find resources
  - Board recruitment is considered in this area

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- Participation and Service Satisfaction
  - Stakeholders include:
    - Clients
    - Providers
    - Advocates
- Enhanced Public Perception
  - The Board must take a lead role in enhancing the public's perception of the organization.
- Increased and Effective Use of Technology
  - The Board will encourage the use of technology to deliver its services in an effective manner.

## **II. Policy: Guidelines of the Board**

### **A. Governing Style**

It is the intention of the Board to:

- ✓ Strive to be proactive
- ✓ Encourage diversity of viewpoints and styles
- ✓ Provide leadership
- ✓ Be respectful in its activities
- ✓ Strive for consensus in its decision making
- ✓ Keep the mission front and centre

In this spirit, the Board will:

- ✓ choose a selective focus based on long-term planning (cannot be all things to all people).
- ✓ reinforce the need to govern with excellence and to continually learn to develop the Board.
- ✓ monitor and discuss, on a regular basis, the Board's own process and performance.

### **B. Board Role Description**

The Board, in its leadership role as trustee, is to set direction and respond to its communities' needs through its policies. The Board holds itself accountable to:

- ✓ Its clients
- ✓ The community
- ✓ Its funders
- ✓ Government
- ✓ Other agencies and professionals
- ✓ Itself (Board and staff)

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Consequently, the Board will provide:

- ✓ the link between the organization and the community at large.
- ✓ written governing policies.
- ✓ the assurance and monitoring of the CAO's performance as measured against the goals and directions specified by the Board.
- ✓ the support to ensure that the Kenora District Services Board has sufficient resources to achieve its mission.

The Board of Directors is responsible for:

- ✓ developing and approving the vision, mission, values and strategic priorities.
- ✓ approving short and long range plans for the organization to enable it to carry out its goals.
- ✓ reviewing and approving capital and operating budgets.
- ✓ ensuring that the assets of the Kenora District Services Board and any public funds are used with integrity.
- ✓ representing the Kenora District Services Board to the community.
- ✓ listening and responding to the community's issues.

**Board Member Qualifications**

An individual becomes a Board Member through:

- 1) appointment by passage of a resolution or by-law, in the case of a municipal representative, provided the individual is a member of a municipal council, or
- 2) election, in the case of an unincorporated representative.

The position of a Board Member shall be terminated if:

- 1) he/she notifies the Kenora District Services Board, in writing, that he/she is resigning from the Board;
- 2) over a period of twelve (12) calendar months, the member fails to attend three (3) consecutive Board meetings without due cause; or
- 3) the council of the municipality that the member represents, appoints another member of its council in the place of the member by means of the passage of a resolution or by-law.

**Expectations of Board Members**

Board members need to work together as a team so they can govern effectively. This means that the Board shares its collective legal and fiscal responsibilities. In the spirit of teamwork members need to contribute and participate fully and be respectful of one another's contributions.

The following 'ground rules' reinforce this spirit:

- ✓ cultivate a sense of humour
- ✓ practice mutual respect
- ✓ accept conflict/tension as healthy and handle both creatively
- ✓ deal with problems promptly
- ✓ encourage and affirm each member's unique potential
- ✓ make use of individual skill and delegate tasks appropriately
- ✓ encourage all members to participate in discussions – listen to and value diverse opinions

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- ✓ emphasize that it is okay to make mistakes
- ✓ keep an open mind
- ✓ treat each person with courtesy
- ✓ never monopolize, interrupt or intimidate during discussion
- ✓ take a holistic (consider the whole) approach to tasks

The following are the expectations that members have of each other so they can fulfill their governance role:

- ✓ attend orientation sessions
- ✓ attend Board events
- ✓ be committed to the vision and the mission
- ✓ attend meetings and participate actively (if unable to attend, call in regrets)
- ✓ serve on committees and attend scheduled meetings
- ✓ be prepared – do your readings and bring materials to meetings
- ✓ maintain confidentiality
- ✓ ensure ethical behaviour
- ✓ participate in Board development and education
- ✓ respect and support Board decisions
- ✓ take advantage of opportunities to learn about the organization and its operating environment

**C. The Role of the Chair**

The role of the Chair is to provide leadership and ensure that the Board functions according to its policies as well as to represent the Board to outside parties.

The Chair is the only official spokesperson for the Board of Directors, other than in specifically authorized circumstances.

- ✓ The Chair is responsible to ensure that the Board operates as a team, in a manner consistent with its own policies and those requirements legitimately imposed upon it from outside the organization (e.g.: legislation).
- ✓ The Chair encourages and enables Board members to prepare for and take on future leadership roles.
- ✓ The Chair works in partnership with the CAO and committee chairs. The Chair along with the CAO, is responsible for developing and supporting a positive relationship within the partnership.
- ✓ The Chair is ex-officio on all committees.
- ✓ The Chair, as the Head of Board, chairs Board meetings ensuring adequate discussion while maintaining focus and time constraints.
- ✓ The Chair may call a Special Board meeting as required.
- ✓ The Chair is responsible for the performance evaluation of the CAO in conjunction with the other members of the Governance Committee.

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**D. Committee Principles**

The Board may establish standing committees or task forces to help carry out its responsibilities. To preserve Board authority, committees/task forces are used only as required to support the Board's work.

- ✓ Committees/task forces may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be stated through terms of reference.
- ✓ Committees/task forces are to assist the Board in doing its job by recommending, analyzing and/or acting as directed by the Board.
- ✓ Committees/task forces do not exercise authority over staff or operations and must work within the Board's mission and policy framework.
- ✓ Committee/task force terms of reference, staffing, reporting time-lines will be defined by the Board as the committee/task force is established.

**E. Role of Committee/Task Force Chair**

1) Requirements

- ✓ experience and skill in working with a team and ability to chair meetings
- ✓ willingness and ability to attend meetings

2) Authority and Responsibility

- ✓ responsible to the Board for the effective operation of the committee/task force according to its approved terms of reference

3) General Duties

- ✓ ensure the terms of reference are achieved
- ✓ orient new members to the work of the committee/task force and the applicable policies/guidelines it works with
- ✓ understand the role of staff and invite input from them
- ✓ plan and evaluate the work of the committee/task force with the help of its members
- ✓ ensure meeting minutes and other relevant information are recorded and filed
- ✓ report the committee's/task force's progress to the Board

4) Feedback

- ✓ The Chair of the Board and Board members will provide feedback on the committee/task force Chair's performance.

**III. Policy: Linkages**

The Board will govern within the spirit of collaboration. It regards clients, the community, governments and other agencies as important stakeholders.

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Accordingly, the Board:

- ✓ holds open Board meetings
- ✓ explores joint ventures
- ✓ invites stakeholders to participate
- ✓ will identify potential partnerships
- ✓ will explore Board member exchange with other agencies
- ✓ shares resources and information in situations when appropriate

**IV. Policy: Guidelines – Board and CAO**

**Delegation**

The Board's role and responsibilities are generally confined to establishing broad policies, leaving implementation to the CAO.

The CAO is assisted by staff in accomplishing organizational goals. The Board and CAO carry out their respective responsibilities within a mutual accountability.

With respect to Board policies, the CAO is authorized to make all decisions, take all actions and develop all activities, as long as they are consistent with a reasonable interpretation of the Board's policies. Board policies direct the CAO to achieve certain results. Any Board authority which is delegated to staff is done through the CAO.

**CAO Responsibilities**

As the Board's official link to the operating organization, the CAO is accountable to the Board for all organizational performance and exercises all authority transmitted to the organization by the Board.

The CAO is responsible for implementing the policies and directions of the Board. The CAO manages the staff, operations, facilities and services for the Board.

The CAO acts as a professional advisor to the Board and in this capacity may recommend appropriate policies for Board consideration.

The CAO is also responsible for ensuring that the Chair and the Board are accurately and fully informed regarding programs, business and finances.

The employment performance of the CAO is reviewed and evaluated with respect to the goals and directions specified by the Board. A formal review will occur annually and will be performed by the Governance Committee.