

# Making the Magic Happen

The Roles and Responsibilities of The Board of Directors  
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Delivered by Community Literacy of Ontario

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## Thanks to MTCU!

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- Thanks to MTCU for funding this workshop under Community Literacy of Ontario's 2014-2015 Business Plan

## Overview of Boards

- Legal responsibilities
- Accountability



## Question #1: Why do boards matter?

"It has long since come to my attention that people of accomplishment rarely sat back and let things happen to them. They happened to things".

*Leonardo da Vinci*

## Just a few reasons why boards matter!

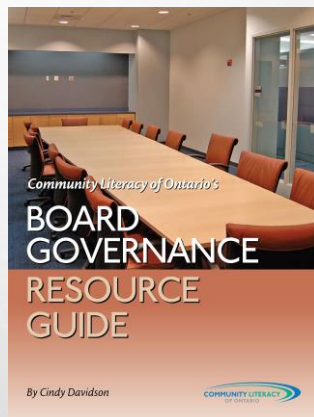
- Public trust
- Legal
- Accountability
- Representative
- Diverse opinions
- Resources
- Skills and knowledge

### **Responsibility**

A duty or obligation upon one to behave correctly in respect of ability or authority to act or decide independently.

## CLO's **FREE** Online Board Governance Resource Guide

[www.communityliteracyofontario.ca/wp/wp-content/uploads/2013/08/boardgov.pdf](http://www.communityliteracyofontario.ca/wp/wp-content/uploads/2013/08/boardgov.pdf)



## Question #2 – What are the key roles of a board?

"Never doubt that a small group of committed people can change the world. Indeed, it is the only thing that ever has."

*Margaret Mead*



## Fundamental Duties

- Fiduciary Duty
- Duty of Care
- Duty of Loyalty



## Before Joining a Board ...

- Does the Board meet regularly and according to its by-laws?
- What information is provided to directors to prepare for meetings?
- Are there policies in place to cover conflict of interest, financial responsibilities, human resources, etc.?
- Are proper minutes kept?
- Are proper financial records kept?
- How is key staff performance monitored and evaluated?

## Question #3 – What is the board’s role in strategic planning?



## Mission & Strategic Planning

- **STRATEGIC – not operational!**
- Develop
- Monitor
- Communicate
- Decision making

## CLO's Strategic Plan

- Strengthen organizational effectiveness of community-based literacy agencies
- Cultivate strategic partnerships and creative collaborations that benefit the literacy community
- Increase public awareness of literacy and contribute to public policy
- Advance the use of technology and encourage innovative practices
- Ensure that CLO is a strong, sustainable and healthy organization

[www.communityliteracyofontario.ca/about-us/missioncore-valuesstrategic-plan/strategic-plan](http://www.communityliteracyofontario.ca/about-us/missioncore-valuesstrategic-plan/strategic-plan)

## Question #4 – What kind of board structure is best for us?



## Board Structures

- No one size fits all
- Clarity
- Policy
- Policy Governance
- Working Board

## Who Does What?

- ED acts alone; no need to inform board
- ED acts alone but informs board ASAP
- ED must obtain board approval before acting
- Board initiates action and carries it out
- Board or ED initiates action and work is shared



## Question #5 – What is the board role in board development?



## Board Development and Role Clarity

- Shared understanding
- Orientation
- Training
- Information
- Support
- Invest

## Board Job Description



- Title (Director, Committee Chair, Executive member)
- Governance structure
- Area(s) of responsibility
- Term
- General duties
- Evaluation
- Qualifications and skills
- Benefits
- Supports provided
- Time requirements

## Question #6

What is the board's role in finance?



## Finance

- **STRATEGIC – not operational!**
- Legal and moral duty
- "In trust"
- Proper use of funds
- Revenue planning / Budget
- Financial statements
- Proper accounting procedures
- Policies
- Reporting

## Financial Checklist

- [www.muttart.org/sites/default/files/downloads/publications/financial\\_responsibilities.pdf](http://www.muttart.org/sites/default/files/downloads/publications/financial_responsibilities.pdf)



## Question #7

What is the board's role in Communication and PR?



## Communication & Public Relations

- **STRATEGIC – not operational!**
- Standard
- Open / Transparent
- Link
- Clear communications
- Policies
- Social media
- Ambassador

## Social Media Policies

- Approved spokesperson/people
- Respect core values
- Respect confidentiality
- Regular monitoring
- [www.communityliteracyofontario.ca/about-us/social-media-policy](http://www.communityliteracyofontario.ca/about-us/social-media-policy)



## Question #8

What is the board's  
role in Human  
Resources?



## Human Resources

- **STRATEGIC** – not operational!
- Executive Director
- Legislation
- HR practices
- Recruitment policies
- Personnel policies

## HR Resources

- <http://checkup.hrcouncil.ca>



## Question #9

What is the board's role in Assessment and Evaluation?



## Assessment & Evaluation

- **STRATEGIC** – not operational!
- Annual & ongoing
- Review results
- Mission
- Commitments
- Board evaluation

## Board Self-Evaluation Checklist

### RATE:

- Regular attendance?
- Read background material?
- Comes prepared?
- Understands financials?
- Participants in meetings/committees?



## Question #10

What is the board's role in Succession Planning?





## Planning For Board Succession

- Plan!
- Set limits
- Skills/perspectives
- Nomination process
- Who?

## Board Recruitment

- Personal ask
- Lack of time
- Decline in volunteering
- Busy people
- Appreciation...



## Key Messages

- You are important!
- You are critical to the mission!
- Immensely satisfying
- Not just anybody will do
- Boards matter!



## Open Mike



- What are your key issues with regards to the role of the Board?

## The Last Word...

*“Always use the word impossible with the greatest caution”*

Werhher Von Braun



## Resources

- Imagine Canada, Sector Source: <http://sectorsource.ca/managing-organization/board-governance>
- Board Development Workbooks: [www.muttart.org/board\\_development\\_workbooks](http://www.muttart.org/board_development_workbooks)
- Risk and Governance—20 Questions Series for Directors of Not-for-Profit Organizations, Chartered Accountants of Canada: [www.cica.ca/publications/risk-and-governance/item61006.aspx](http://www.cica.ca/publications/risk-and-governance/item61006.aspx)
- Clips, Tips and More about Insurance and Risk Management, Community Sector Council Newfoundland and Labrador: <http://communitysector.nl.ca/node/54952>
- Capacity Plus: Organizational Capacity Resource Guide, Community Literacy of Ontario: [www.nald.ca/clo/resource/capacity\\_plus\\_book\\_02.pdf](http://www.nald.ca/clo/resource/capacity_plus_book_02.pdf)
- Industry Canada's Primer for Directors of Not-For-Profit Corporations: Rights, Duties and Practices. [www.ic.gc.ca/eic/site/clip-pdci.nsf/vwapj/Primer\\_en.pdf/\\$FILE/Primer\\_en.pdf](http://www.ic.gc.ca/eic/site/clip-pdci.nsf/vwapj/Primer_en.pdf/$FILE/Primer_en.pdf)
- HR Council: <http://hrcouncil.ca>. Lots of free HR management tools and resources
- Muttart Foundation's Board Development Workbooks: [www.muttart.org/board\\_development\\_workbooks](http://www.muttart.org/board_development_workbooks)