

CAGP • ACPDP

CANADIAN ASSOCIATION OF GIFT PLANNERS

ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONS PLANIFIÉS

Governance 101 for CAGP

Boards of Directors

A Board of Directors is the group particularly entrusted with the direction and decisions of the association, and who represent in themselves the corporate values which the membership want expressed.

Kinds of Boards

- Traditional: Take up portfolios to do all the work in the association.
- Policy-based governance: Separate (and do) the work of the board from that of the staff.

Duties of Directors

Managerial

Fiduciary

Honesty

Good Faith

Loyalty

Conflict of Interest

Care

Diligence

Investment Powers

Skills

Prudence

Continuance

Responsibilities of Directors at Board Meetings

Attend all Board meetings

Be prepared to participate

Review with care all minutes of meetings

Keep minutes and notes

Request legal opinions

Have minutes reflect disclosure, dissent or abstinence

Rights of Directors

To be informed

To be heard

To be valued

To be professionally satisfied

To be personally satisfied

To be protected

Basic Principles of Policy Based Governance

Principle #1

The Members are represented in an association by the Board. Boards exist to oversee the organization on behalf of all members to whom they are answerable.

Principle #2

Ends determination is the pivotal duty of Board work. Any organization can justify its existence by showing the difference it can make. The results of an organization are the reasons for its existence.

Principle #3

Board decisions should mainly be policy decisions. Policy is defined as statement that underlies action.

Principle #4

Boards should formulate policy by determining the broad values before progressing to the more narrow ones. A large policy will contain smaller, less important, but related policies.

Principle #5

Boards should define and delegate, rather than react and ratify. Setting criteria and then letting them be applied by staff is preferable to approving staff plans. A focused monitoring system for checking relevant criteria should be instituted.

Principle #6

The Board speaks with one voice or not at all. On a given issue the board must have a single voice. The power of the Board of Directors is not as individuals, but as a group, a corporate entity entrusted with the authority to govern the organization.

Principle #7

The Board's best control over its staff means is to limit, not to prescribe. The distinction between ends and means will enable the Board to free itself from trivia, to delegate clearly, and to turn its attention to the larger issues of results to be achieved.

Principle #8

The Board must forge a linkage with its one staff person that is empowering, safe and collegial. The relationship between the Board and the Executive Director of the organization is the most important. There must be limits, and checks and balances, so that the Board does not abdicate its responsibilities.

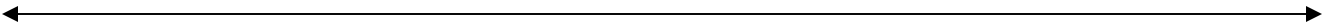
Principle #9

The performance of the ED must be monitored against policy criteria. Good monitoring is necessary to enable the Board to get on with planning for the future.

Principle #10

The Board must design its own products and process. The Board decides what it expects of itself, (ie how the Board will conduct itself and performs its job).

CAGP Board/Staff Continuum



	Staff/Service Delivery Volunteers	ED	Board
FOCUS	Present		Future
AUTHORITY	Administer	Manage	Govern
ACCOUNTABILITY	To ED	To Board	To Membership

Good Governance™

Good Governance™ separates the administrative tasks and those of governance. Through the writing and monitoring of policies, the Board and its Executive Director are able to define and take up their individual responsibilities.

- Well-articulated direction
- Common and corporate beliefs and values
- An understanding about who you serve: why some and why not others
- Directors who demonstrate an understanding of their roles, responsibilities and rights
- Leadership in the Board to maintain direction and discipline
- Board-defined policies to guide all aspects of the association
- An ED who works within well-defined outcomes and guidelines
- A membership that is clear on the organizational direction and work.

The Board Job Description

- Link to the members
- Writing and implementing policies that answer the questions:
 - What is CAGP doing for whom and with what results?
 - What are the guidelines that the ED must follow to implement the Ends?
 - What will the Board do and how will it manage itself?
 - How are responsibilities delegated to the ED from the Board and how are these responsibilities monitored?
- Assure ED performance
- Manage themselves as a Board
- Participate in Advocacy, Membership and Revenue Generation activities as required and able.

The Executive Director Job Description

- Implement the Strategic Plan
- Stay within the ED Limitations
 - Strategic thinking and planning with the Board
 - Translate the strategic plan into a tactical/annual plan
 - Execute the annual plan to the Board
 - Report on the execution of the annual plan to the Board
 - Oversee other staff and volunteers
 - Day-to-day operations
 - Everything else!

There are Four Main Policy Types

1. Organizational Ends
 2. ED Limitations
 3. General Board – Executive Director Relationships
 4. Board Work
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1. Policy Type: Ends - often called the Strategic Plan
 - Vision
 - Beliefs, Values and Philosophy
 - Core Mission
 - Mission Outcomes
 2. Policy Type: ED Limitations
 - ED Treatment
 - Financial Planning
 - Financial Condition
 - Financial Reserves
 - Emergency Executive Succession
 - Asset Protection
 - Compensation and Benefits
 3. Policy Type: General Board - ED Relationship
 - ED Delegation
 - ED Job Description
 - ED Performance Monitoring
 - ED Performance Appraisal
 - ED Compensation
 4. Policy Type: Board Work
 - Chairperson Role
 - Director's Code of Conduct
 - Policy Process
 - Linkage to Ownership