



# Shifting Gears and Changing Lanes





Love

# Happiness





Volunteering



# Board Governance Basics

June 15, 2011

**Brent Collingwood**



# Welcome



- Who's in the room?



**In this session we will discuss**

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**Ethical Responsibilities**

**Performance**

**Expectations**

**Information to be a better**

**Board member**

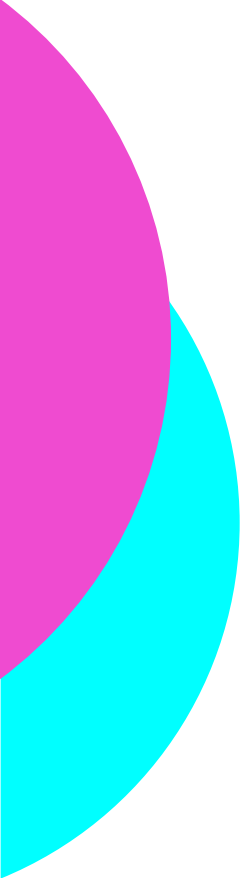




# Ethical Responsibilities

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- Want to serve on a board
- Believe in the value of the organization
- Endorse the mission



# Legal Implications of Board Membership

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*Personal liability is minimized when board members are acting prudently, within their authority, and are not negligent.*



# Legal Implications of Board Membership (cont'd.)

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*Incorporation as a society provides a way to limit the individual board member's liability - it does not eliminate liability entirely.*



# Areas of Individual Liability

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- Non-Management
- Negligence or Willful Mismanagement
  - Conflict of Interest and Self-

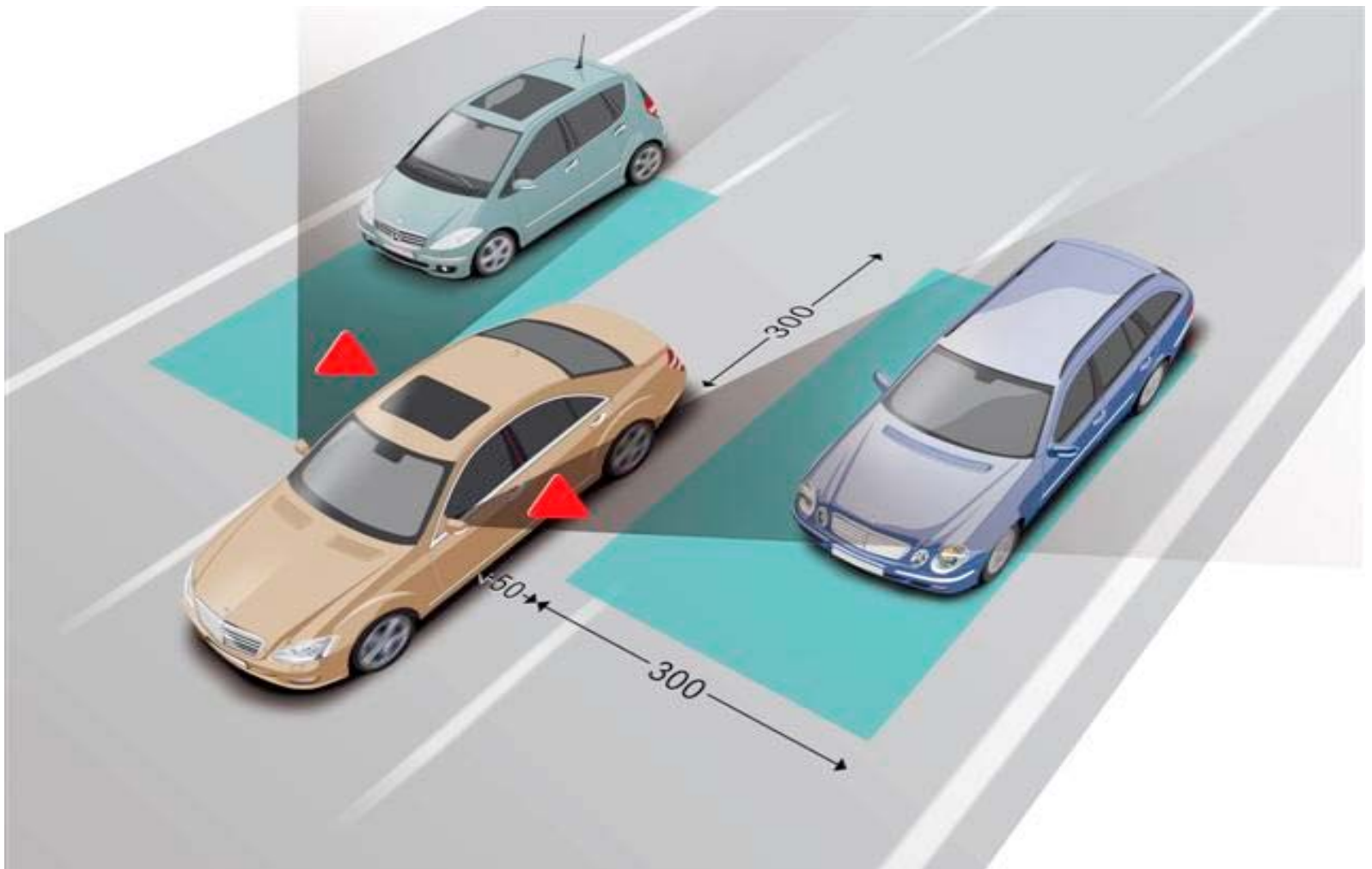
Dealing

# Legal Duties & Responsibilities

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- Trustee or Fiduciary
- Duty of Care
- Skills and Diligence
- No Conflict of Interest
- No Contract Voting

# Performance Expectations





# Performance Expectations

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- Loyalty
- No Conflict of Interest
- Individual Authority
- Conduct



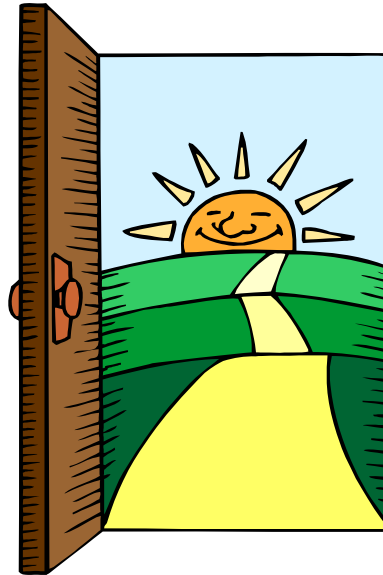
# Performance Expectations (cont'd)

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- Meeting Preparation
- Active Participation
- Board and Staff Relations
- Confidentiality
- Image

# Why are Performance Expectations Important?

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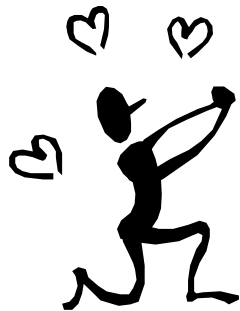


# What do you think?

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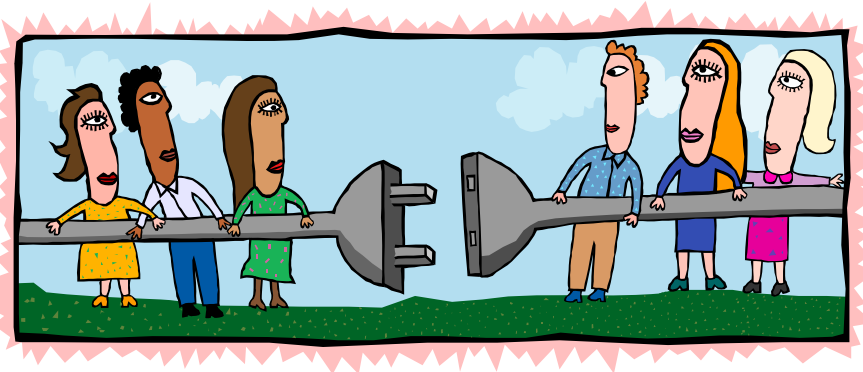
1. You must believe in the importance and value of an organization before considering election to a board.



True / False

# What do you think?

2. Good relations between the board and staff are the responsibility of all board members.



True / False

# What Do You Think?

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3. Board members who do not agree with a board decision should lobby outside the board to have the decision reviewed.



True / False

# What Do You Think?

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4. You are not responsible for actions taken at a meeting you did not attend.



True / False

# What Do You Think?

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5. Everything that happens at the board table must be considered confidential.



True / False

# Information You Will Need

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Orientation

Job Description

Meetings



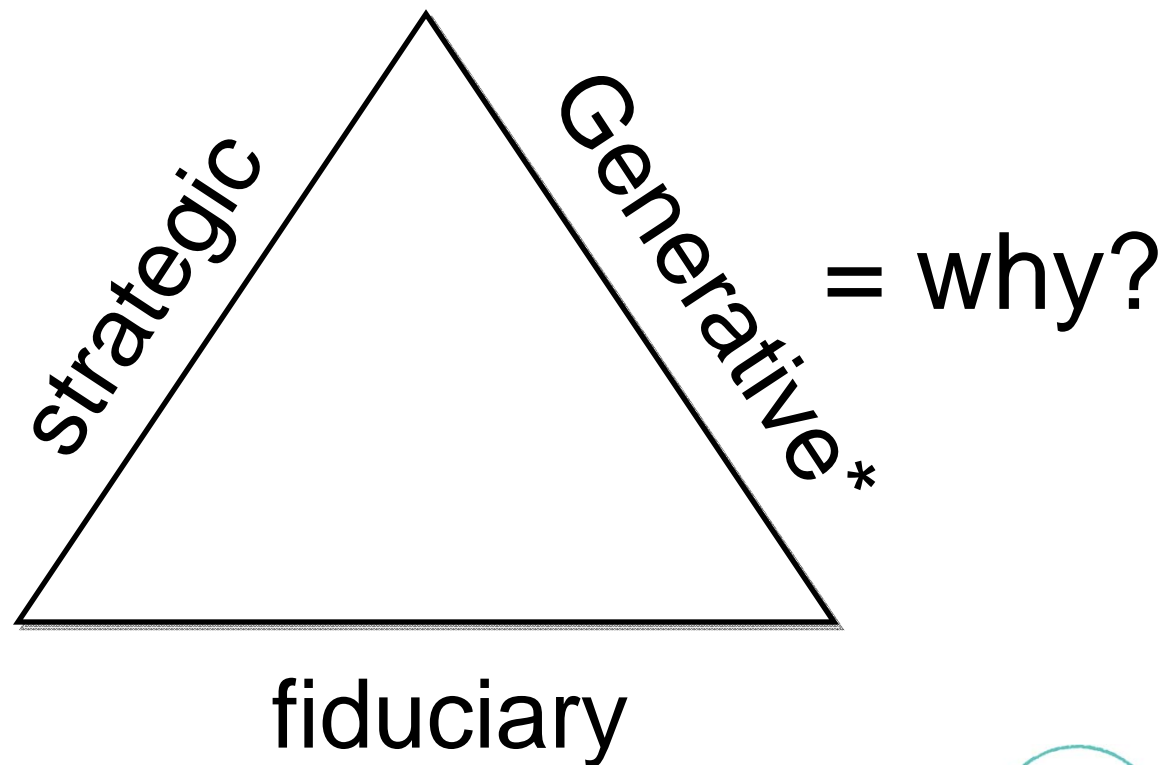


# Information You Will Need (cont'd)

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- Strategic Plan
- Code of Conduct
- Time and Financial Requirements
- Training Events

# Clarifying Your Role



*\*Governance as Leadership: Reframing the Work of Non-profit Boards*  
Richard P. Chait





# Session Review

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Today we discussed:

- Shared values and community responsibilities
- Performance expectations
- Information you will need

# Your Questions





# Issue Identification

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“Based on my experience, the most significant issue that is raised by our discussion is...”



# Taking Action

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“Knowing what I know now about becoming an effective board member, over the next few months I want to...”



# Board Development Program

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