

## Comparison Chart of Board Structures

Section	Policy Board	Policy Governance Board	Working/Administrative Board	Collective
<b>Vision, Planning &amp; Evaluation</b>	<p>Pcreates vision, mission</p> <p>PPlanning Committee draws up plan to be approved by Board</p> <p>Psets policies &amp; ensures procedures in place</p>	<p>PCreates vision</p> <p>Psets policies for ends i.e. desired results</p> <p>Plimits means i.e. procedures &amp; practices</p>	<p>PBoard and staff create plan &amp; implement it</p> <p>PSets policies &amp; general direction</p>	<p>Pshared value base of group involves not only service provided but way of providing it &amp; the manner in which Board work is conducted</p> <p>Pshared responsibility for policy setting</p>
<b>Finances</b>	<p>PVolunteer Treasurer</p> <p>PFinance Committee</p> <p>PBoard reviews financial statements</p> <p>Pmay or may not be involved in fundraising</p>	<p>Psets limits to CEO's financial decisions</p>	<p>Pfinancial decision-making largely in Board's hands</p>	<p>PBoard and staff work on financial matters as a team</p>
<b>Human Resources</b>	<p>PEd reports to Chair</p> <p>Pcommunication Chair &amp; ED</p>	<p>PEd = CEO</p> <p>PBoard speaks with one voice to CEO; CEO responsible to full Board</p>	<p>Pmay not have senior staff person</p> <p>PBoard members often act as direct service volunteers</p>	<p>Pstaff, management and chairing functions often shared</p> <p>Plittle or no management hierarchy</p>
<b>Organizational Operations</b>	<p>Pextensive committee structure supported by staff to do the work of the Board</p> <p>PBoard receives reports</p> <p>Pdecisions made by voting</p>	<p>Pindividual officer roles minimized</p> <p>PCEO attends to all operations</p> <p>PBoard plans directs Board work</p> <p>Pno/limited committee structure; only when needed to support the work of the Board</p> <p>Pbroad discussion leads to</p>	<p>Pcommittees support work of operations</p> <p>PBoard member workload heavier</p>	<p>Poperational functions shared</p> <p>Pdecisions by consensus</p>

		decisions by consensus		
<b>Community Relations</b>	<b>P</b> Marketing Committee develops awareness of agency in community <b>P</b> interprets & reflects community needs to the organization	<b>P</b> defines results (ends) the organization is trying to achieve in the community	<b>P</b> staff & Board represent the agency to the community	<b>P</b> all members represent the agency to the community

\* Developed by Linda George, VLD Trainer, Ottawa, Ontario, Canada and reprinted from the Board Basics Manual with permission from the United Way of Canada-Centraide Canada

### **Models are only half the picture...**

The effectiveness of a board depends on both the model selected and the people on the board.

**Systems alone do not ensure a good board. The key elements on the human side of board effectiveness are:**

- commitment
- competence
- diversity
- collective decision-making
- power

*As well, the importance of being open and transparent of activities to the public at large, in communications between the organization and its members, and in relations with funders and stakeholders is key to successful stewardship.*

### **Role of the Board**

**Cyril Houle defines the board's role and responsibilities based on the three different activities of the organization:**

**Governance:** The policies developed by the board that give overall direction to the agency.

**Management:** The board takes actions and makes decisions to ensure there are sufficient and appropriate human and financial resources for the organization to accomplish its work.

**Operations:** These are the activities, services or programs of the organization. The board has no mandatory role in this area. Many boards see this work as the responsibility of the board and staff. However, dependent on the Board Model, used some boards choose to actively participate in the operations due to philosophy or limited resources.

**When determining the role of the board, it is important to address two key facets:**

1. To identify the Areas of Board Responsibility as a collective of individuals
2. To identify the General Responsibilities of Individual Board Members

Following are two samples of forms that could assist in these areas.

(also a nice full colour PDF File)

**Mandate of Authority – Responsibilities Matrix**

This is a great tool for sorting out potential areas of conflict. Using the key "A" for authority, and "R" for responsibility, sort out the board tasks

Role Responsibility	Board of Directors	Executive Director	Board /Staff
Direct Agency By: By-Laws Constitution			
Recommend Members for Board of Directors and Committees			
Plans and Recruits Qualified Members for Rotation			
Orientation of New Board Members			
Conducts Regular Meetings for: Board Staff			
Establishes Committee(s) Standing Ad Hoc Advisory			
Attends Board Meetings			
Serves as Professional Resource to Board			
Maintains Record of All Proceedings such as: Board Minutes Legal Documents			
Writes Annual Reports			
Sets and Approves Policies			
Plans for Programs			
Plans Program Policies and Procedures			
Recommends Priority(-ies)			
Approves Priority for Programs and Services			
Modifies an Existing Program or Service			
Creates New Programs to Serve Existing Members Constituency			
Creates Programs for New Constituency			
Recommends Discontinuance of a Program			
Develops Long and Short-Term Goals and Objectives for organization, and Approves Strategies to Achieve Them			
Develops Long and Short-Term Goals and Objectives for Organizational Operations, and Approves Strategies to Achieve Them			
Establishes System to Monitor: Functions Services Programs			

Monitors Outcomes for Organization Programs			
Establishes a Quality System for Programs			
Reports on Status of Objectives/Programs & Services			
Monitors and Directs Follow-Up of Plans Monitors Directs			
Assures Community Needs and Priorities are Reflected in Policies/Programs			
Evaluates Organizations Effectiveness and Response to Needs of Community – Monitors			
Interprets Advocacy Role of Organization to Community			
Interprets Operations Role of Organization to Community			
Engages in Community Relations			
Represents Organization at Professional Functions			
Approves Representation of Organization at Social Functions			
Initiates Relationships With Other Agencies Working in Same Area			
Initiates Relationships with Agencies in New Initiatives			
Speaks to the Media About Programs and Services			
Speaks to the Media About Controversial Issues Organization is Involved In			
Plans for and Pursues Sufficient Funds			
Operating Budget and Other Financial and Material Resources Approves and Monitors Monitors			
Assumes Responsibilities For Efficient use of Funds			
Approves For Wages, Benefits and Salaries			
Expenditures within Budget			
Responsible For Any Variation from Budget			
Responsible For Any Variation From Budget that Changes the Ultimate Deficit/Surplus			
Ensures Accurate Financial Records are Kept			
Reviews Expenditures, Reports, Audited Statements			
Ensures Adequate Insurance			
Develops Personnel Policies			
Approves Personnel Policies			
Hires and Supervises Executive Director			
Hires and Supervises Subordinate Staff			
Termination of Staff Recommends			
Evaluation of Executive Director			
Evaluation of Staff			
Staff Training and Development			
Public Relations Day to Day			
Relationship with Ministry Organizational			

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Operational			
Relationship with Politicians			
Development of Membership			
Ongoing communications with membership			
Relationship with Community Partners			
Board to Board			
Executive Director to Executive Director			
Community Development			
- Representing Organization on Committees			

## Sample Job Description

### BOARD MEMBER (DIRECTOR)

#### AUTHORITY/RESPONSIBILITY:

The Board of Directors is the legal authority for \_\_\_\_\_.  
As a member of the Board, A Director acts in a position of trust for the community and is responsible for the effective governance of the organization.

#### QUALIFICATIONS/SKILLS:

Knowledge and skills in one or more areas of Board governance: policy, finance, programs, and/or personnel.

#### TERM:

Directors are elected by the membership at the Annual general meeting. Directors serve for a two-year term. Directors may be re-elected for two additional terms.

#### REQUIREMENTS:

- Commitment to the work of the organization
- Knowledge and skills in one or more areas of Board governance: policy, finance, programs, and/or personnel
- Willingness to serve on at least one committee and actively participate
- Attendance at monthly Board meetings
- A time commitment of five hours per month, (includes Board preparation, meeting and committee meeting time)
- Attendance at Annual General Meeting
- Be informed of the services provided by \_\_\_\_\_ and publicly support them
- Prepare for and participate in the discussions and the deliberations of the Board
- Be aware and abstain from any conflict of interest

#### MAJOR DUTIES:

- Governing \_\_\_\_\_ by the broad policies developed by the Board
- Establish overall long and short-term goals, objectives and priorities for \_\_\_\_\_ in meeting the needs of the community
- Recommend policy to the Board
- Promote \_\_\_\_\_ membership through community networking, etc.
- Being accountable to the funders for the services provided and funds expended
- Monitors and evaluates the effectiveness of \_\_\_\_\_ through a regular review of programs and services
- Being accountable and seeking nominations for election to the Board when appropriate
- Prepare for and participate in the discussions and the deliberations of the Board
- To foster a positive working relationship with other Board members, and \_\_\_\_\_ staff
- Be aware of and abstain from any conflict of interest

#### REVIEW/APPROVAL DATE:

The Board Development Committee annually reviews the Board member job description. Recommended changes are presented to the Board.