

Administration Presentation RE Motion 51.04.19 Role of Board Members

History:

On April 3, 2019 the Board passed Motion 51.04.19 Moved MacLeod, that the Role of the Board Members item be referred to Administration to bring back to the board when ready. Carried

We are now, as instructed, bringing the policy back to the Board for consideration with amendments and a recommendation.

Area of Concern in proposed policy:

(1) Individual Board members do not have any authority to speak for the organization when they interact with staff, the public, or the press or other entities unless granted this authority by the Board Chair;

It was felt that this limited the ability of board members to discuss board decisions with Councils etc. especially when advocating for the Foundation.

Investigation of external Foundation's Policies & Procedures etc.

Most examined foundations explicitly limit the ability of board members to speak on behalf of the organizations either specifically in Roles of the board as below:

- Sturgeon Foundation: Individual Board Members have no authority to approve actions by the Foundation, to direct employees, or to speak on behalf of the Foundation, unless given such authority by the Board.
- Green Acres: Individual Board members do not have any authority to speak for the organization when that interact with staff, the public or the press or other entities unless granted this authority by the Board Chair.

Or more often, and sometimes in addition to the above, by specifically delegating the authority to the Chair:

- Sturgeon: The Chair is responsible for serving as the public spokesperson, together with the Executive Director, for the Association.
- Norwood: The Chairperson is the only person authorized to speak for the Board (beyond simply reporting Board decisions) other than in rare or specifically authorized instances.
- Westwinds: In addition to the general duties and responsibilities of all the Directors, the Chair has these further duties: 1.6 Act as the public and media spokesperson for Westwinds on matters of Board policy.

General Information:

Consistent with the above, the Board passed Resolution 50.04.19 The Role of Board Chair, which included “Except as otherwise authorized by the Board from time to time, the Chair or the Chair’s delegate shall be the only person authorized to speak on behalf of the Board. In all cases where the Chair’s authority has been delegated in this regard, the Chair remains, nonetheless, accountable for the exercise of that authority.”

Reasoning for the recommendations:

It is felt that the following recommendations will give Board Members freedom to advocate fully for Foundation goals and policies while maintaining organizational consistency and cohesiveness.

Recommendation:

Separate “Communication” and” “Staff Relations” and related statements.

Under Staff Relations: **Remove** “(1) Individual Board members do not have any authority to speak for the organization when they interact with staff, the public, or the press or other entities unless granted this authority by the Board Chair;” **changing 2) etc. to 1)**

Under Communication, **Replace:** “Individual Board members do not have any authority to speak for the organization when they interact with staff, the public, or the press or other entities unless granted this authority by the Board Chair; “ **With:** “While Board members acknowledge that, except as otherwise authorized by the Board from time to time, the Chair or the Chair’s delegate shall be the only person authorized to speak on behalf of the Board, Board members are encouraged to advocate where possible for approved Foundation goals and policies.”

Recommended Motion:

Move that the proposed “Role of the Board Members” policy as previously presented at the April 3, 2019 Board Meeting be accepted as amended by incorporating the recommended changes.