

LESSONS FROM THE BOARDROOM

What our Boards of Directors Have Taught Me About Effective Governance

I first stepped into the BCPVPA boardroom in the Spring of 1989 as the staff accountant, there to provide support and resources for the Board. I heard thoughtful conversations about supporting our members, sometimes tough but punctuated by levity and comradery. These were dedicated Board members seriously fulfilling their responsibilities: I was hooked, and eagerly awaited the next Board meeting.

Research has demonstrated how effective job-embedded learning is. Association meetings taught me how a dedicated Board, operating within the right framework, and with the proper supports, can effectively carry out its responsibilities. My first-hand experience has been both lively and memorable.

by
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ROLE OF DIRECTORS

Part 5, Division 3 of *British Columbia's Societies Act* describes the role of Directors. Their functions are succinctly defined in **Section 52**:

"Subject to this Act, the regulations and the bylaws, the directors of a society must manage, or supervise the management of, the activities and internal affairs of the society."

Section 53 outlines the duties of Directors:

- (1) *A director of a society must, when exercising the powers and performing the functions of a director of the society,*
 - (a) *act honestly and in good faith with a view to the best interests of the society,*
 - (b) *exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,*
 - (c) *act in accordance with this Act and the regulations, and*
 - (d) *subject to paragraphs (a) to (c), act in accordance with the bylaws of the society.*
- (2) *Without limiting subsection (1), a director of a society, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society.*
- (3) *This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.*
- (4) *Nothing in a contract or the bylaws of a society relieves a director from*
 - (a) *the duty to act in accordance with this Act and the regulations, or*
 - (b) *liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.*

These words present a multitude of considerations, including:

- Directors are responsible, as a Board, for the stewardship of the organization and its resources, and for activities undertaken to advance the purposes of the organization.
- There is a fiduciary duty to act honestly, in good faith and in the best interest of the Association, not for individual Directors, individuals or limited groups of members.
- Directors have a duty to be informed, to enable them to make appropriate decisions.
- Directors should understand the legal framework they work within, including the *BC Societies Act & Regulations*.
- Directors cannot avoid their responsibilities through contracts or bylaws, or by delegating a portion of their responsibilities. They are ultimately responsible for the activities and internal affairs of the organization.

The various responsibilities and expectations outlined in the previous section demonstrate the depth, responsibilities, and importance of the Directors' work. There are several elements of a strong governance framework and resources that assist Board members in fulfilling their responsibilities. When I frame my thoughts about this, I evoke the image of an octopus. Directors are the upper body, and the arms that reach out are various supports. Below are the eight arms that contribute to effective Board governance.

BC SOCIETIES ACT & OTHER LEGAL REQUIREMENTS

BCPVPA is incorporated under the *Societies Act*, meaning that the Association is governed by a framework established by legislation. This creates consistent procedures for operations and decision-making, which provides clarity and accountability.

BOARD STRUCTURE

The Board is comprised of a President, a Past President or President-Elect, and ten other Directors. The Directors have diverse experience in their school districts, and come together with different perspectives that enhance debate around various issues.

The position of President is a two-year term, with access to consultation from the Past President during his or her first year. During the second year, the President-Elect can liaise with the President to learn more about their upcoming position. This facilitates a smooth transition for the Board and a President's school district commitments.

The ten other Director positions are two-year terms, and the election of these individuals is staggered. This enables a blend of continuing Directors, who

are already aware of the issues the Board has been dealing with, and new Directors.

Prior to 1997-98, the President's position was not full-time. This made it challenging to fulfill both the BCPVPA and district responsibilities. The role of the President is to:

- Act as spokesperson for the Association and its membership, provide leadership to the Board of Directors and membership and work in partnership with the Executive Director to ensure that the objectives of the Association are achieved.
- Work on behalf of members, and in cooperation with the Board of Directors and the Executive Director, undertaking the following responsibilities:
 - Foster effective communication with members
 - Represent the positions of the Association to government, education partners, the media and community groups
 - Visit BCPVPA Chapters to strengthen ties between the Association and its membership
 - Chair meetings of the Board of Directors
 - Serve on all Association committees
 - Name Association representatives to standing committees, ad hoc committees and Ministry committees seeking Association representation
 - Advocate for the role of Principals and Vice-Principals to government, partner groups and the public

**BCPVPA
Constitution
& Bylaws**

**BC
Employment
Standards
Act**

**Canada
Revenue
Agency**

**BC Societies
Act &
Regulations**

DIRECTORS:
Manage or supervise the
management of the activities
and internal affairs of the society
(Sec 52. of *BC Societies Act*)

**BCPVPA
Constitution
& Bylaws**

**Societies
Act and
Other Legal
Requirements**

**Other
Governance
Documents**

Staff

Board Structure

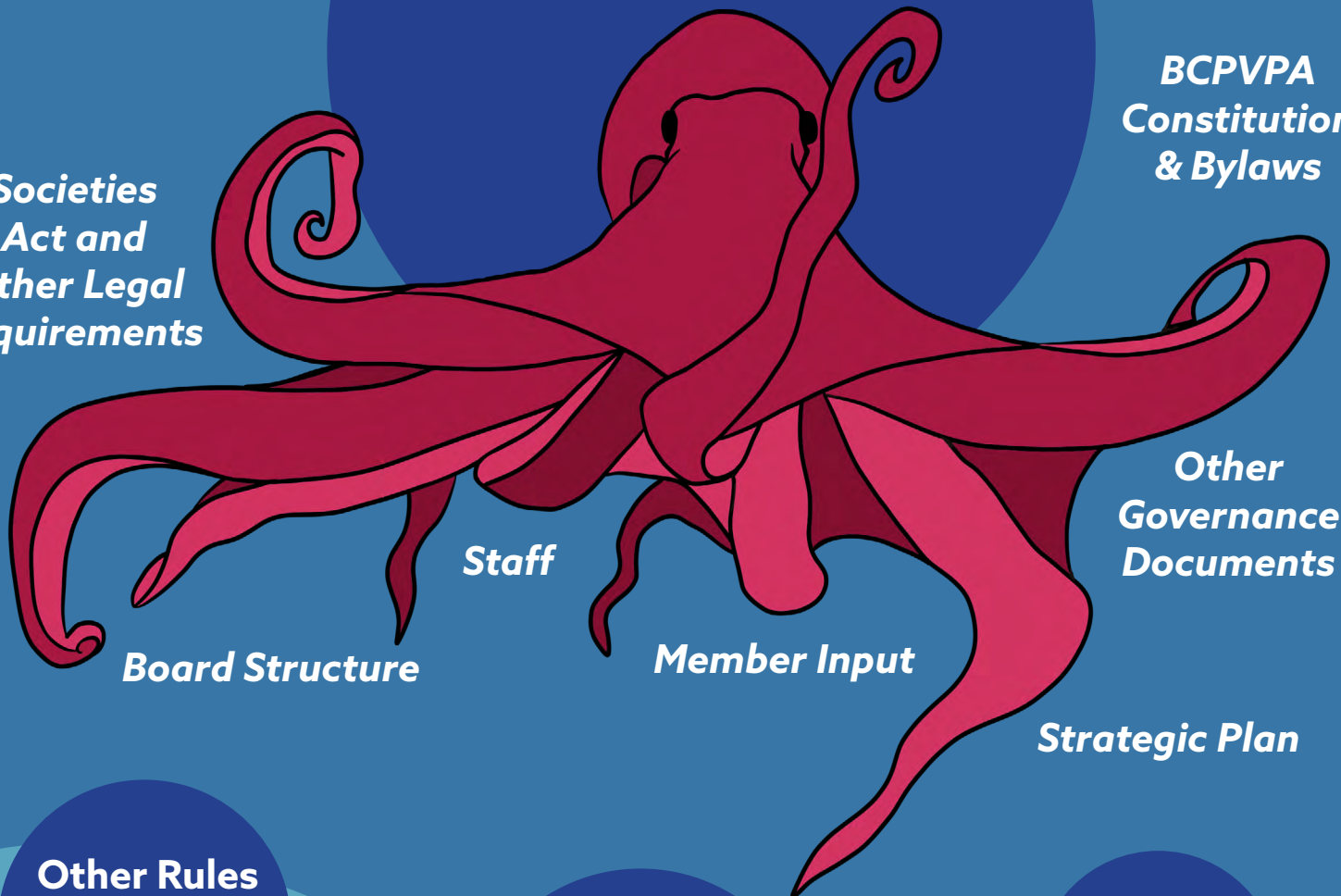
Member Input

Strategic Plan

**Other Rules
of Law &
Enactments**

**BC Personal
Information
Protection Act
(PIPPA)**

**Common
Law**



These duties provide connections to staff, members, and other stakeholders. This helps the Board to remain informed about current issues.

The Board meets seven times a year, in person and whenever necessary by video conferencing. At these meetings, the Directors receive background information, discuss and ask questions about various topics, and make decisions when necessary. It is an opportunity to monitor progress on strategic priorities and the use of BCPVPA's resources. It is an opportunity to reflect on the 'big issues', strategize and identify potential risks to the Association. During these conversations, it is essential that Directors consider what is best for the Association, not individual members or groups of members.

Occasionally a Governance Committee will be convened that includes Directors who work with staff to review and draft items related to governance. In recent years, the BCPVPA's Constitution & Bylaws were amended to reflect the requirements of the *Societies Act* that replaced the prior statute. Most recently, Board Policies & Procedures have been upgraded.

BCPVPA CONSTITUTION & BYLAWS

Directors must work within the BCPVPA Constitution & Bylaws. Association activities must relate to the purposes stated in the Constitution. Like the *Societies Act*, the Bylaws provide procedures for operations and decision-making. If a BCPVPA Bylaw conflicts with the *Societies Act*, the *Societies Act* will prevail. Any revisions to the Association's Bylaws must be approved by members.

OTHER GOVERNANCE DOCUMENTS

The Directors Code of Conduct refers to many of the items discussed in Sections 52 & 53 of the *Societies Act*. Each year Directors take the Oath of Office and acknowledge that they have read and understand the Code, and agree to comply with all

the obligations stated within it. The Code, as stated in its introduction, is intended to:

- (a) Explain the standards of conduct by which Directors are required to abide;
- (b) Protect the interests of the Association;
- (c) Maintain the Association's reputation of integrity and excellence; and
- (d) Promote compliance with applicable legal obligations.

Board Policies & Procedures provide extra assurance that operations are carried out consistently and appropriately. They are an important element of good internal controls that assist the Directors with fulfilling their stewardship role. Board Policies & Procedures address topics such as operations (personnel), membership, finance, governance, member support services, and elections. Changes to Policies & Procedures are approved by the Board after Directors have had a chance to vet proposed changes. Suggested changes may be brought forward by the Executive Director, a Standing Committee, or a Governance Committee.

STRATEGIC PLAN

While the purposes included in BCPVPA's Constitution are supported by the Association's core services, additional needs are identified as critical for further support. The Strategic Plan offers a roadmap to achieve the goals established as top priorities. These priorities are developed by an extensive planning process that includes input from many sources: a survey and feedback from individual Directors; a strategic planning member survey; sessions with Advisory Committee members; and feedback from Chapter Representatives. Staff members also provide input from day-to-day contact with members and educational partners. Educational partners are also surveyed, and the collective input is thoroughly

analyzed. Hence, when approving the Strategic Plan, the Board of Directors has considerable information to base its decision on.

The Strategic Plan informs the budget, which the Board approves after the Budget Committee and Chapter Council representatives have provided feedback. The Budget Committee advises the Board on whether the budget is aligned with the Strategic Plan.

The Strategic Plan, and accompanying operating plan and budget, allow the Board to monitor the progress of the Association's priorities, ensure that activities align with the Association's purposes, and monitor the use of the Association's resources.

MEMBER INPUT

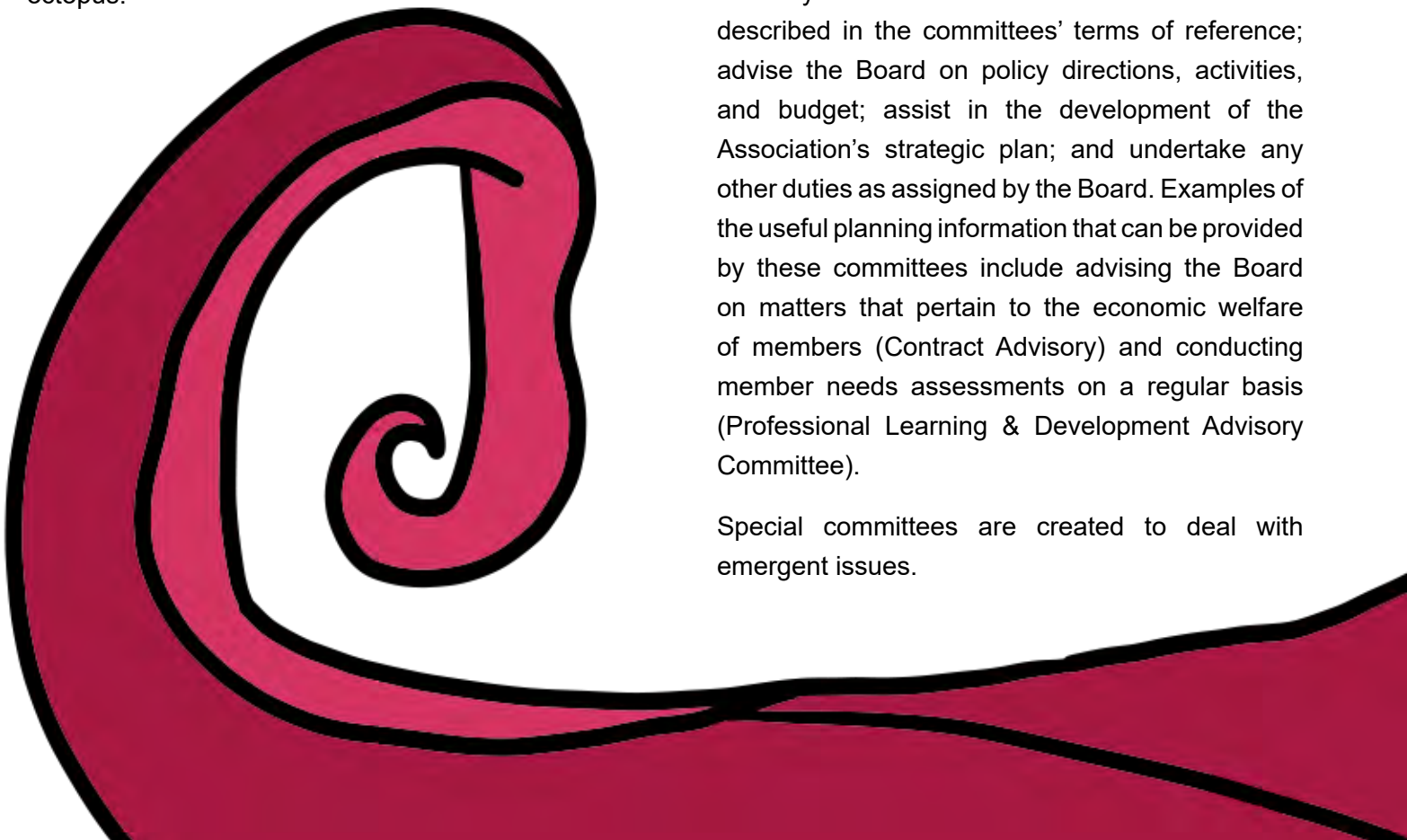
The duty to be knowledgeable about all issues discussed before the Board can seem daunting. With the exception of the President, BCPVPA's Directors have full-time positions in their districts. How does the Board receive and process information that is needed to make informed decisions? We'll dive back into the water with the octopus.

An octopus has nine brains, one central brain in the upper body and a 'brain' in each of its arms that can work independently but can take direction from the central brain. The Board has numerous ways of receiving information from members that can be used when making decisions about the organization's operations.

BCPVPA bylaw 10.1 states "the Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution."

The standing committees include the Budget, Contract Advisory, Indigenous Leadership Advisory, Professional Learning and Development Advisory, and Workplace Intensification and Wellness Committees. As Board Policy 601(2) states, "the Board may establish advisory committees to assist the Board in carrying out its responsibilities". A Board member chairs each of these committees and reports back to the Board. The role of standing advisory committees is to undertake duties described in the committees' terms of reference; advise the Board on policy directions, activities, and budget; assist in the development of the Association's strategic plan; and undertake any other duties as assigned by the Board. Examples of the useful planning information that can be provided by these committees include advising the Board on matters that pertain to the economic welfare of members (Contract Advisory) and conducting member needs assessments on a regular basis (Professional Learning & Development Advisory Committee).

Special committees are created to deal with emergent issues.



Examples of other opportunities for member input are provincial meetings (Chapter Council Representatives, Presidents, Contract Representatives, and Professional Learning and Development Representatives); the President's Chapter visits; surveys; and polling.

STAFF

Staffing is another method of assisting Directors in carrying out their responsibilities. BCPVPA Bylaw 11.2 specifies "the Board will appoint an individual as the Executive Director who will be the chief appointed officer of the Association." Amongst the Executive Director's duties listed in this bylaw is to "conduct the day-to-day business operations and affairs of the Association in accordance with the Bylaws, Association policy that is not inconsistent with the bylaws, and proper directions from the Board." The Board hires the Executive Director to manage operations. The Executive Director hires staff to help perform this work. The Board monitors the performance of the Association's operations, which is executed by staff under the Executive Director's guidance. It is measured against the Strategic Plan, Operating Plan and budget, purposes listed in the Constitution, and policies.

OTHER

This catchall category recognizes that relevant information and support to assist the Directors in performing their duties can come from a variety of sources such as meetings with stakeholder groups, professional services (including audit and legal advice), and specialized training for Directors.

FINAL

THOUGHTS

I have seen many iterations of the BCPVPA Board over the past thirty years.

The Board's and individual Directors' responsibilities are easy to define: one only has to look at the relevant sections of the *Societies Act*. Observing governance in action has allowed me to see what makes a Board an effective Board. Its effectiveness is supported by all the factors identified above but – above all – I think its effectiveness comes from within the Directors themselves. The Directors walk in the shoes of the Association's members. They have varied experience – urban and rural; elementary, middle, secondary and district; Principal and Vice-Principal – that combines to create a knowledgeable Board that is passionately committed to its members, students, and public education.

Our friend the octopus is extremely adaptable. I have also observed this with the Board when unexpected changes occur, as was demonstrated during the past year's pandemic. Ways of communicating and operating needed to change. The environment was not the same. Yet the Board remained effective in carrying out its responsibilities.

I am looking forward to attending the next Board meeting. There is always more to learn.