

GETTING OUR HOUSE IN ORDER

**REGINA OPEN DOOR SOCIETY BOARD OF DIRECTORS
HIGHLIGHTS FROM SESSION - SEPTEMBER 14, 2024**

WELCOME AND INTRODUCTIONS – ANDA DIMA

Land Acknowledgement
Welcome and Thanks
Introductions Round Table
Thank You, Jim!
Review Agenda

AGENDA – ANDA DIMA

Time	Agenda Item	Lead /Facilitator
900-910am	Welcome, Introductions, Review Agenda	Anda Dima
910-915am	Rules of Engagement for the Day	Jackie Hubick
915-1030am	Best Practices for Effective Policy Boards	Jackie Hubick/Ted Warawa
1030-1045am	Break	
1045 – 1050am	Survey Results Summary Self Assessment: Individual Board Member Responsibilities and Duties	Jackie Hubick
1050-noon	Review and Update Policy B-II: Individual Board Member Responsibilities and Duties	Jackie Hubick
1200-1230pm	Lunch	
1230-250pm	Create and Adopt 2-year BoardWork Plan	Jackie Hubick
250-255pm pm	Debrief – What went well/Even better if	Jackie Hubick
255-300pm	Closing Remarks	Anda Dima

RULES OF ENGAGEMENT FOR THE DAY – JACKIE HUBICK

- Speak up and share your ideas
- Be open to hearing different perspectives
- Listen to others
- One conversation at a time
- Silence phones
- Have fun/laugh

TODAY'S VOTING

Fist to Five Voting



No way.



We need to
talk about this.



I have
reservations.



I'm okay
with it.



Sounds good.



Total
agreement.

BEST PRACTICE FOR EFFECTIVE POLICY BOARDS

Jackie Hubick/Ted Warawa

FUNDAMENTAL GOVERNANCE PRINCIPLES

Board is responsible for strategy and holding management accountable for operations.

Boards are required to make decisions that are in the organization's best interests.

- In reaching a decision, the board must be able to demonstrate that it considered the decision's impact.

Each individual director on the board has a fiduciary duty to the organization.

- Duty of care — to act with the competence and diligence that a reasonably prudent person with similar knowledge and expertise would exercise in comparable circumstances.
- Duty of loyalty — to act honestly and in good faith in the best interests of the organization

RODS is funded by Government for set programs as per contract agreements. The board is impressed with the superb job for quality of work administration does.

More intentional work needs to occur in terms of improving communication and accountability between board and management and within the board.

Processes, accountabilities and responsibilities, follow-through, and role clarity are some of the governance areas of focus.

Individual Board responsibilities will be discussed in detail later in the morning.

Action: Implement an "Action List" -
Create a separate document "Action

at the end of each board meeting during a dedicated time; include Motions and/or Actions to be completed; date assigned; lead person; timeline for completion.

Action: Links to relevant news

articles: Board Members appreciate receiving links to sector relevant articles, but not directly into their email boxes throughout the month.

Process: send links to Shelly to include with the monthly board package as FYI or if you wish a certain message to be drawn from the article, include your own summary of the article.

POLICY BOARD GOVERNANCE MODEL

- Governance boards provide strategic direction and financial oversight to the nonprofit organization rather than day to day operations. Typically, board members are responsible for the strategic plan, overseeing the financial health of the organization and ensuring its compliance with regulations.
- If the board has an executive committee, its purpose and authority is defined in the bylaws. If the executive committee is given the power to act on behalf of the board, the committee regularly using that power has the potential to disengage other board members. The bylaws can define the limits of this authority to ensure that the full board remains in control and informed. Emergency decisions made by the executive committee should be confirmed by the full board at the following board meeting.
- Governance committee often takes the lead and responsibility for recruitment, ongoing board development, leadership development, board and board member assessment, board education and ensuring the board is equipped with proper guidelines and structure to do its work effectively.

Exec committee – Action: ToR and Work Plan – update by November 2024

Meets with ED quarterly to provide support, coaching, mentorship and discuss progress/barriers to the implementation of the strategic plan; Strategic plan direction setting; getting better over the years; Meets without the ED to develop the letter of appointment, letter of expectations, and the performance documents for the ED. Presents to board for approval. Responsible to present a succession plan to the board for approval.

Action: Develop a succession plan for the ED by contracting Lori Smith, former board member. If Lori not available, explore other contractors. Present the plan to the board for feedback by June 2025. Board approval by September 2025.

Governance Committee – Action: ToR and Work Plan – update by November 2024

January 2025

Orientation - on line segments in a face to face session with the Chair and in person Tours of the two locations with the ED - well done no need to change - just updates by ED and Chair

Action item: Policy Manual updates - Governance committee to develop a plan up to June 2026

Action: Review and update Policy B-II in the Board policy manual by January 2025 - Kate

Action Item: Read the Staff Operational manual - Rodger Timeline TBD

Action Item: Develop a process by which admin reports changes/additions to policies in their Operational manual - Anda and Rodger Timeline TBD

Action Item: Contract a third party to review the policy manual against best practice, identify gaps, and draft recommended policies. Timeline TBD.

Action: Education - plan a two hour session the evening before the Strat Planning in 2025 and 2026;

Finance Audit and ERM Committee - Action: TOR and Work Plan - update by November 2024

Meets with ED and Finance Manager on a regular basis to review, discuss and approve required and relevant financial and risk management documents and procedures prior to presentation to the board.

Provides financial coaching and mentoring to Finance manager and ED as required. Meets without ED and Finance manager as appropriate.

Action: Direct the Executive Director to work with the Finance committee to develop the RODS Risk Register. ED to present Risk Register to the board on a semi-annual basis; board to consider additional risks that may not have been captured in the Register.

STRATEGIC BOARD RECRUITMENT

- Turnover on a board is expected and is healthy.
- Embrace leadership changes by encouraging members to do different jobs.
- Develop a matrix of your current state board of directors' skills, qualities, perspectives.
Review annually to identify gaps and recruit members with those skills.

Turnover does occur on the board periodically – see board terms on Board Portal

Leadership changes on the board have not been encouraged in the past.

A matrix is not required.

BOARD COMPOSITION

- Diversity, equity, inclusion – in terms of race, ethnicity, gender, age, professional background can bring new ideas/perspectives leading to greater results
- Skills/expertise – a mix of skills in marketing, fundraising, finances, legal
- Board size – 8-12 members
- Board structure – board of directors, board committees like finance, governance, audit, enterprise risk management, fundraising
- Term limits – 3-5 years, with option for additional terms

Recruitment of new board members is mainly focused on skills, qualities and perspectives. Diversity and inclusion is desired and sought. Diverse mix of skills exists.

Committees and Terms of Reference: Executive ; Governance/Nominations; Finance, Audit and ERM. One board representative sits on the Day Care Committee – legislation requirement.

ACTION: Term limits do not exist – at this time the board agreed to not add limits to the board terms.

ESTABLISH CLEAR BOARD EXPECTATIONS

- Since most non-profit boards are volunteer, efforts must be made to accommodate schedules and make meetings accessible.
- Job description outlining the expectations of the board member role should be documented and shared with the director.

Making meetings accessible and accommodating schedules

Regular Board Meetings are scheduled at 5:15 pm on the last Wednesday of the months except for December, May, June and July.

The AGM is scheduled on the last Wednesday in June and the June board meeting is scheduled the week before on Wednesday.

Action: Provide a zoom link for each in person meeting.

In person meetings are desired; a zoom link is available at every meeting if a board member needs to attend remotely.

All meetings will be recorded and made available with the minutes.

Action: Make parking available behind the Donahue Building as first option. Option two across from Smith; option three meter parking for two hours in the street.

Action Item: Committee participation:
each board member needs to join at
least one committee.

BOARD ORIENTATION/EVALUATION

- Formal orientation process is required so all members receive relevant and consistent information of their governance responsibilities, the organization and the boards own expectations.
- A comprehensive annual or biannual self-assessment is required for boards to evaluate collective performance and understand the extent of their individual responsibly.

Board Orientation:

Good on line information package, no changes required, just continue to update. Anda and Shelly have developed and are maintaining the RODS/Board on - line package.

Updates are made on an annual basis to both the organization's package and to the board's package. The package is now uploaded to the Board portal.

Orientation to new board members has been provided in various ways over the years.

Over the last 8 years or so, we moved to an on line review of the new package and a tour of the main buildings of RODS provided by board/RODS.

This year there will be a tour of 1855 Smith St offered by Keith to all board members at 4 pm on September 25.

Anda will ask Shelly to send an invite to all board members.

Action: Shelly to send an invite to all board members for the Orientation Tour of 1855 Smith St. at 4pm on

September 25, 2024.

Board Evaluation Survey:

We have not done one since 2018/19. See Board Evaluation survey at the end of the Board Policy Manual. This survey includes an individual board member evaluation. It was adapted from Board Self Evaluation - Dalhousie University - Non Profit Sector Leadership Program

Action Item: Executive Committee to Conduct a board evaluation survey using the current tool by June 2025 . Review results in September 2025.

MEETINGS

- Clear agenda – relevant items for discussion and be sent in advance with meeting materials
- Consent agendas – materials that need to be reviewed but not discussed must be sent prior to the board meeting; financial statements are NOT included in consent agenda.
- Active engagement – participants should be actively engaged in the discussion, ask questions, provide feedback
- Informed decision-making – board members should have access to all relevant data, financial reports and evaluations when making decisions
- Meeting minutes – accurate minutes with recorded decisions and actions taken by the directors kept for each meeting and distributed to all board members in a timely manner
- Ongoing assessment – board members should assess the effectiveness of the meeting and identify areas for improvement after each gathering.

Agenda preparation is the responsibility of the Chair . The chair consults with committee chairs and the ED in preparing the Agenda. Over the years we have established a standard agenda which allows for timely updates and quarterly reports.

Building the annual plan at the end of today's session will reveal the monthly items that typically go on the agenda.

Agenda items and supportive materials are downloaded to the board portal in the monthly board package folder on the Thursday/Friday before the meeting.

Action: Posting Minutes to Portal: There is a big gap after the November, April and June meetings. Minutes should be posted to the board portal within three weeks after these meetings.

Action: New agenda items from board members - submit to chair preferably seven business days in advance of the meeting.

Action: Create a separate document "Action List ", review and update at the end of each board meeting during dedicated time; includes Motions and/or Actions to be completed; date assigned/lead person/timeline to complete.

Action: Links to relevant news articles in monthly board package: Board Members appreciate receiving links but not directly in their email boxes throughout the month; **process:** send links to Shelly to include with the monthly board package fyi or if you want a certain message to be drawn from the article, include your own summary;

Action: Monthly ED Report - Review ED report monthly at the in-camera session; implement changes on an ongoing basis.

to be passed before any time is dedicated to a certain topic.

Action Item: Assess effectiveness of meetings after each meeting and make changes as necessary.

STRATEGIC PLANNING

- The board has a substantive role, in concert with management to develop, approve, support the organization's strategy.
- Boards primary responsibility is to set the direction of the organization.
- Strategic planning is a road map for this direction and help assess progress.
- Full board actively participates in creating the plan and their part in its implementation.

Strategic Planning process is a cycle;

we are currently at the end of a cycle; looking at planning another cycle in 2025.

RODS applied for the new five year- contract cycle with Immigration and Citizenship. Contract signing has been delayed, but it is expected to occur this fall.

Significant improvement in reporting on results occurred in the last couple of years; currently we are working on receiving reports for Q1 and Q2 and on identifying performance metrics;

This continues to be a collaborative process with administration;

Keith will present the strategic plan updates for Q1 and Q2 at the November board meeting. Directors and Managers

THINK BIG PICTURE

- There will be moments of adversity as a nonprofit board member.
 - This is normal. Its critical to NOT get muddled in the small details. Avoid becoming too tactical.
- Focus on the big picture and remain mission/vision focused even through the hard times.

Yes, this is why the board asked for a different monthly ED report as the small daily ops details were clouding the big governing picture.

The Government funds RODS for designated programs.

The board is impressed with the superb quality of work administration is doing at RODS.

BUDGET APPROVAL/AUDIT

- Board approves the annual budget. Management is responsible for developing the annual budget.
- As the fiduciary body for the organization, the board ensures that the budget reflects the overall strategic direction and advances the long-term fiscal health of the organization.
- Board is responsible for assessing the potential benefits and costs of an independent audit and determining when it is time to conduct one.
 - Ideally the board forms a separate audit committee or task force, preferably with no overlap with the finance committees, to facilitate the added responsibilities of fiscal oversight. It is the board's role to select the auditor and meet with them in an executive session without management present, as necessary, to discuss the results.

Budget approval and audit is going well.

The Board, through its Finance Committee established an annual budget cycle.

The finance committee has always been in good shape with continuity from Jim and Bina as board members and Darcy and Keith as ED's.

Our Finance Manager - start date Jan/Feb 2022 - is CPA certified and does a superb job.

EXECUTIVE DIRECTOR JOB DESCRIPTION AND EVALUATION

- Board develops a written job description for the ED and defines the annual expectations.
 - ED can remain accountable for their performance only if the position is well defined and annual goals and expectations are mutually agreed upon.
- Board evaluates ED performance annually, in writing and with the involvement of the full board.
 - A formal check in at 6 months may be beneficial.
 - Formal evaluation, based on well-defined and mutually agreed expectations.
 - Even if the board chair or a committee lead the evaluation, the full board participate by being invited to provide feedback. Approve the final evaluation and ensure all compensation recommendations are appropriate. The evaluation may include 360 feedback from the organization's leadership team, partners, etc so the board has an opportunity gain additional insights from those working closely with the ED daily.

The Executive Committee is in the process of developing the JD for the ED. It was drafted but never finalized or shared with the ED.

The annual expectations have been developed for this fiscal year.

ED Performance eval will occur this year based on the Expectations Document.

DEVELOP AND UPDATE POLICIES

- Take a proactive approach to policy development and enforcement.
 - Adopt strong policies. For example: conflict of interest policy, code of conduct and ethics policy, risk management guidelines.
 - It's the boards responsibility to ensure they understand and follow them.

BYLAW REVIEW

- Bylaws formalize the board's structure and practices. These evolve over time. It is necessary to review the clauses periodically to assess their appropriateness and identify what might be missing.
- You may want to consider legal to assist with the review.

3 TOP CHALLENGES FOR NONPROFIT BOARDS

Challenges	Strategies to Mitigate
Limited Resources (Board and Organization)	Prioritize. Identify more pressing issues and allocate resources. Nurture relationships with other organizations / donors. Collaborate. Partner with other organizations to achieve shared goals.
Board Burnout	Change roles. Change and distribute responsibilities among members so they can contribute in different ways. Encourage professional development. Expect board members to develop new skills.
Recruiting and retaining qualified board members	Provide fulfilling and rewarding board experiences. Engage board members in meaningful work that aligns with their skills/interests. Offer board members professional development or networking opportunities.

SOURCES

- [6 Best Practices of Highly Effective Nonprofit Boards | iDeals Board](#)
- [Recommended Board Practices – BoardSource](#)
- [Governance for Not-for-Profit Organizations Questions for Directors to Ask.pdf](#)

Summary of Self Assessment: Individual Board Member Responsibilities
and Duties



Self Assessment: Individual Board Member Responsibilities and Duties

- August 2024
- 11 responses

Powered by  SurveyMonkey

SURVEY HIGHLIGHTS

- Agreement on many statements
- Areas that may require more discussion/update to policy include:
 - Clarification for attendance and participation at meetings (board and committee) and special events
 - Meeting efficiencies; how the meeting is run, board members come prepared, how information is presented
 - Defining respect
 - Need for professional standards – behaviours – accountabilities
 - All members being open to different views/perspectives
 - How to deal with conflict
 - Board decision making process – information required
 - Annual review of board's and individual board member's effectiveness

UPDATE OF POLICY B-II IN THE GOVERNANCE POLICY MANUAL

- Notes collected from discussion generated at the session will be shared with Kate.
- Kate will aim to finalize the policy in December. The goal is to present a draft for approval at the January board meeting.
- Board members are encouraged to send additional feedback regarding policy B-II to Kate.

Review and Update Deliverables

1. **Work Plan Matrix reviewed;** it highlights annual actions the Board needs to accomplish in its governance of RODS. The annual work plan matrix for 2024-2025 can be used to inform the three committees' annual work plans. The matrix will be posted to the board portal.

2. **Each committee has a chair and the Day Care Committee has a board representative:**

Executive – Anda Dima, Chair

Governance – Kate Roy , Chair

Finance, Audit & ERM - Jim Fallows, Chair

Day Care representative – Faye Nashi Fehler

Nominations Subcommittee Chair - TBD

3. **Chair appoints a Vice Chair by November 2024 if no one volunteers.**

4. **Governance Committee will develop a plan** and consider contracting as discussed to review the Board policy manual and provide milestones.

5. TOR'S and Work Plans: Committees review and update TOR's and work plans by Nov 2024.

6. Executive Committee and Executive Director (ED) finalize the ED Job Description. Board approves Job Description for ED by January 2025.

7. Executive Committee develops a succession plan for the ED by June 2025. Contract a former board member. Board approval of succession plan by September 2025.

8. Executive Director and Finance Committee to further develop the RODS Risk Register. ED presents Risk Register to the board on a semi-annual basis; board to consider additional risks that may not have been captured in the Register.

For a comprehensive list of deliverables discussed at the session please see the ACTION ITEMS LIST.

DEBRIEF – WHAT WENT WELL; EVEN BETTER IF

Round Table:

Liked: facilitation, the visual, the board work plan exercise, session being in person, room, location, food and refreshments

Even better if: do this type of session more often – could have an evening session before our Strat Plan next year