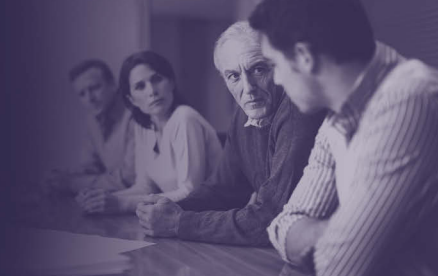


Being a

Member of the Board



I have volunteered to be a board member. Now what?

A good starting point is to learn about the board's mandate and legislation. The board's mandate will be guided by its mission, values and vision statements.

The **mission statement** acknowledges the purpose of the organization and defines the reason the organization exists.

The board's **values statement** is an expression of how the board wants staff and volunteers

to behave. An example would be a statement asking board members to focus on forward thinking leadership and teamwork.

The **vision statement** directs the group's energies and serves as a guide to action.

All decisions and activity should be based on the board's mission, vision and values. If these statements are not written, they do not exist in your organization.





Duties of a Board Member

Three key duties come into play. These are the duties of care, loyalty and obedience.

The duty of care (diligence)

The duty of care requires that every board member acts honestly and in good faith with fair dealing.

Directors are expected to review materials and information supplied, attend board meetings and evaluate courses of action. Members who miss the vote or are absent at meetings are deemed to agree to the decisions made in their absence. A director who cannot attend a meeting but wishes to vote on an issue may be able to ask another director to vote for them by proxy, when the bylaws permit.

The duty of loyalty

The duty of loyalty requires a director to have an undivided allegiance to the organization. Whatever an individual board member's personal values or beliefs, they are expected to make fair, objective decisions in the best interests of the membership.

- **Conflict of interest:** When the personal or professional concerns of a board member or a staff member affect the ability to put the welfare of the organization before personal benefit, a conflict of interest exists.

- **Confidentiality:** Confidentiality is the obligation and right not to disclose board discussions, decision making or board member conduct if it would harm the organization or an individual board member. Confidentiality is critical.
- **Greater good decision making:** A board acts as one entity. This means decisions are made by the board as a whole. Greater good decisions are those that benefit the maximum number, not a small or select group. Once a decision is made, it is the responsibility of all board members to support it.

The duty of obedience

Directors have a duty to comply with the organization's governing documents, and to ensure that staff and committees of the organization do the same.

Directors who adhere to the duty of obedience oversee the processes used to amend and update governing documents, ensuring they remain current and accurate. Boards of different types of organizations may have different mandates. It is most important to understand your organization's mandate and act only according to what your organization's constitution authorizes.

The organization you serve should provide you with necessary documentation in the form of an organization package or board manual containing the constitution, bylaws, policies, meeting schedules and other important information. Some organizations provide new board members with a mentor to guide them in learning their new role.

If you have not already done so, get familiar with the **laws and bylaws** that apply. In many cases, *The Privacy Act* will come into play. If the organization is incorporated, becoming familiar with *The Corporations Act* will be important. It outlines such things as: what to do in cases of dissent; what records must be kept; what meetings must be held and more.

Code of conduct

A code of conduct should provide clear direction on acceptable behaviour when representing the board. Review the code to ensure you meet expectations. Some examples of expectations might include:

- All elected officials shall be present in the meeting room 10 minutes prior to the start of the meeting to receive an information package.
- All electronic devices to conduct board business are to be used solely for that purpose.
- No compensation shall be received for services provided when representing the board.

Code of conduct requirements will also define the limits of your authority, for instance, whether you are authorized to speak to media on behalf of the board.

If the organization you will serve is incorporated, it will be wise to refer to the Articles of Corporation and, in particular, the undertakings of the organization. They list who the directors are, the number of directors permitted and other important organizational information.

Some other things you will need to know about include:

- how meetings are conducted
- how governance is handled
- which governance model is used

Do not assume *Robert's Rules of Order* is used in every organization. Some organizations use customized procedural rules.

Learn the expectations, both formal and informal:

- in-camera requirements
- how correspondence will be handled
- time lines for receiving information and responding
- what format are items to be received in and what software you may need to use
- how often financial statements are presented and how reviews will be handled
- reimbursement expectations – including such items as what receipts are required, receipt formats, maximum receipt amounts and mileage documentation requirements
- position descriptions that clearly define official, volunteer and staff roles
- a list of who fills the various positions

Understand that you are part of a whole. Be clear about your role. Pay attention to what is required of you – legally and ethically. Be prepared to articulate your organization's mission and understand its overall operations. Be engaged and accountable. Learn what is needed. Serve well.



Orientation checklist:

- ✓ philosophy and purpose of the organization – mission, vision, values
- ✓ governance – constitution, bylaws, articles of incorporation, policies and procedures, etc.
- ✓ legislation:
 - *The Corporations Act*
 - *The Privacy Act*
 - *The Employment Standards Code*
 - *The Labour Relations Act*
 - *The Workplace Safety and Health Act*
 - *Canada's Employment Insurance Act*
 - *The Workers Compensation Act*
 - *The Business Practices Act*
 - *The Pension Benefits Act*
 - *The Public Health Act*
 - Others
- ✓ the organization's goals and strategic plan
- ✓ operations:
 - annual report
 - budget, financial report, signing authorities
 - code of conduct expectations, conflict of interest
 - committees - job descriptions and activities
 - recent board minutes and current issues
 - guidelines - financial remuneration
 - evaluations conducted
 - board education and resources
 - human resources - organizational chart and contact list for staff, board members
 - meeting information - days, dates, length of meetings, place

If the organization that you serve on does not already have a board manual prepared, search the template available for use on our website.



For more information

- Go to manitoba.ca/agriculture and click on **Industry Leadership**
- Email us at leadership@gov.mb.ca
- Visit your local **Manitoba Agriculture GO Office**