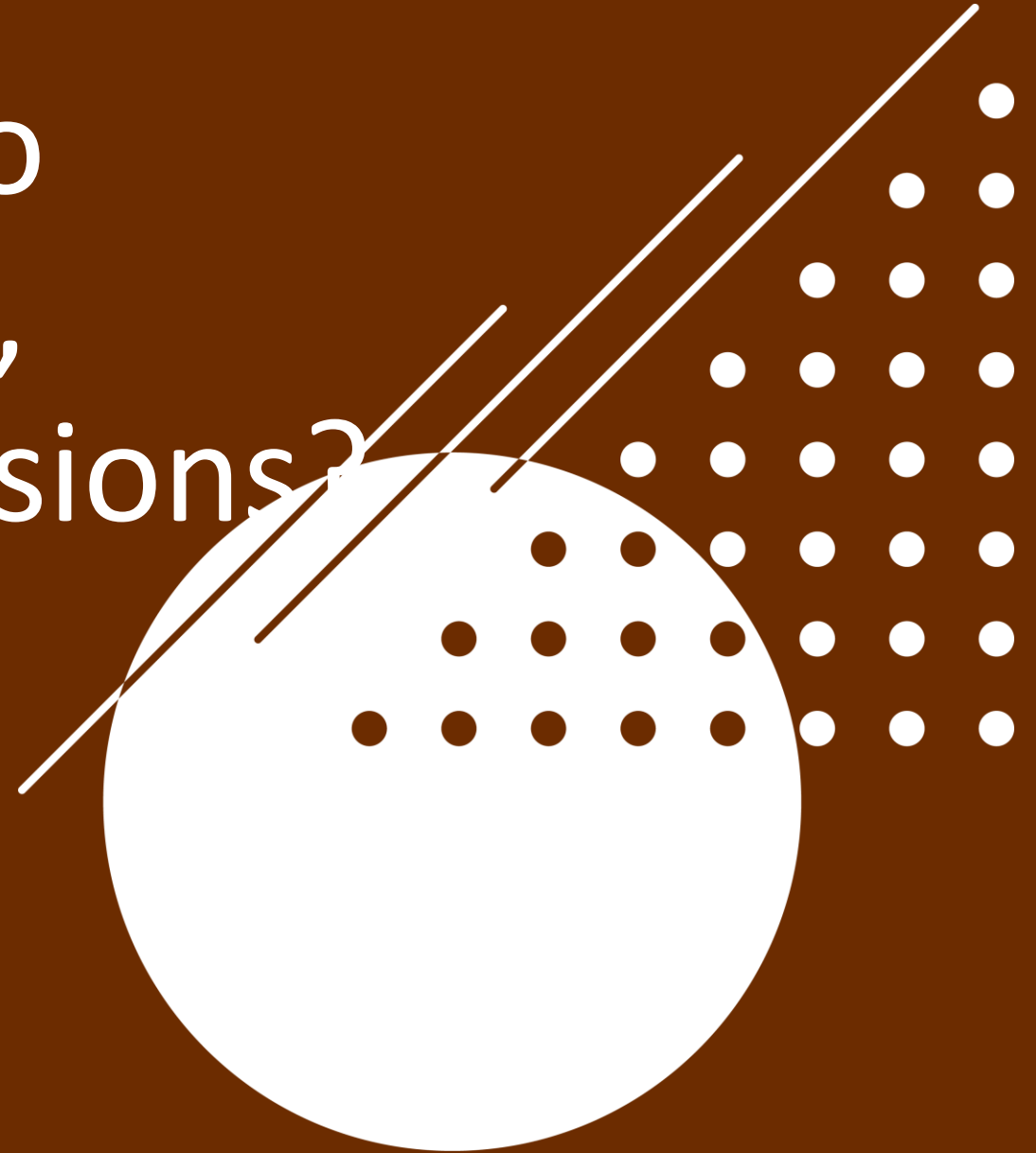


Are You Ready To Make Fast, Wise, Boardroom Decisions?

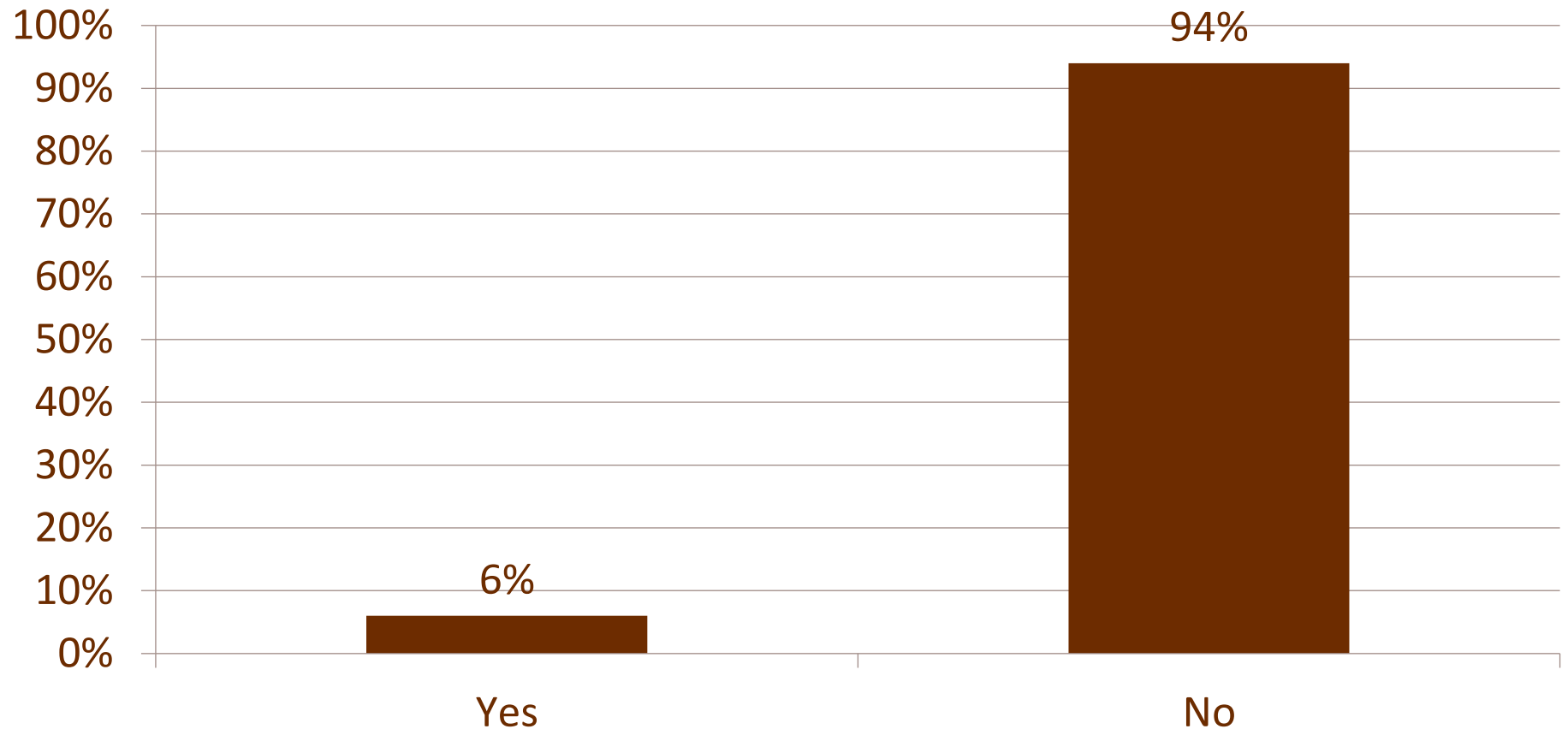
Vicki Dickson

Governance Solutions Inc.



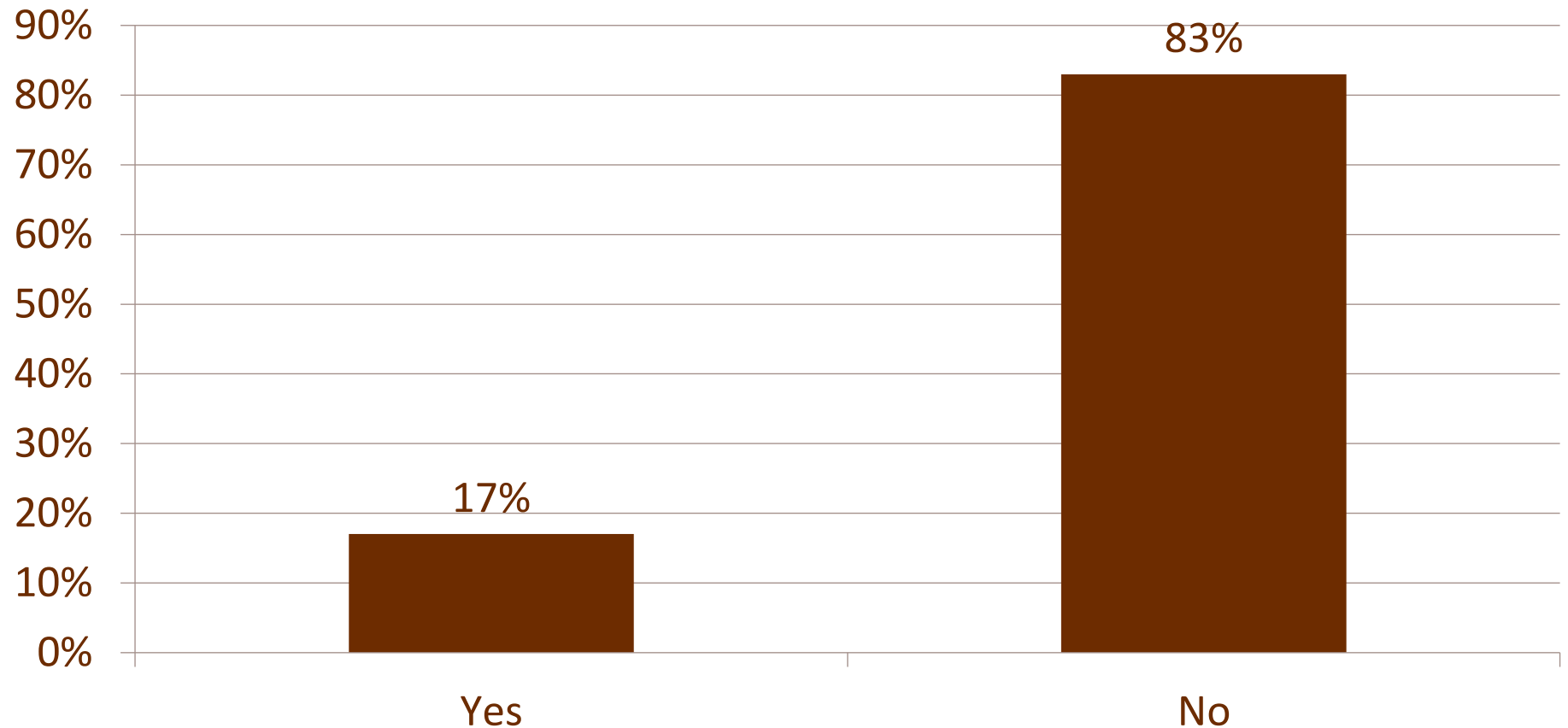
Would it be unreasonable to expect someone to be trained to do their job?

1. Yes
2. No



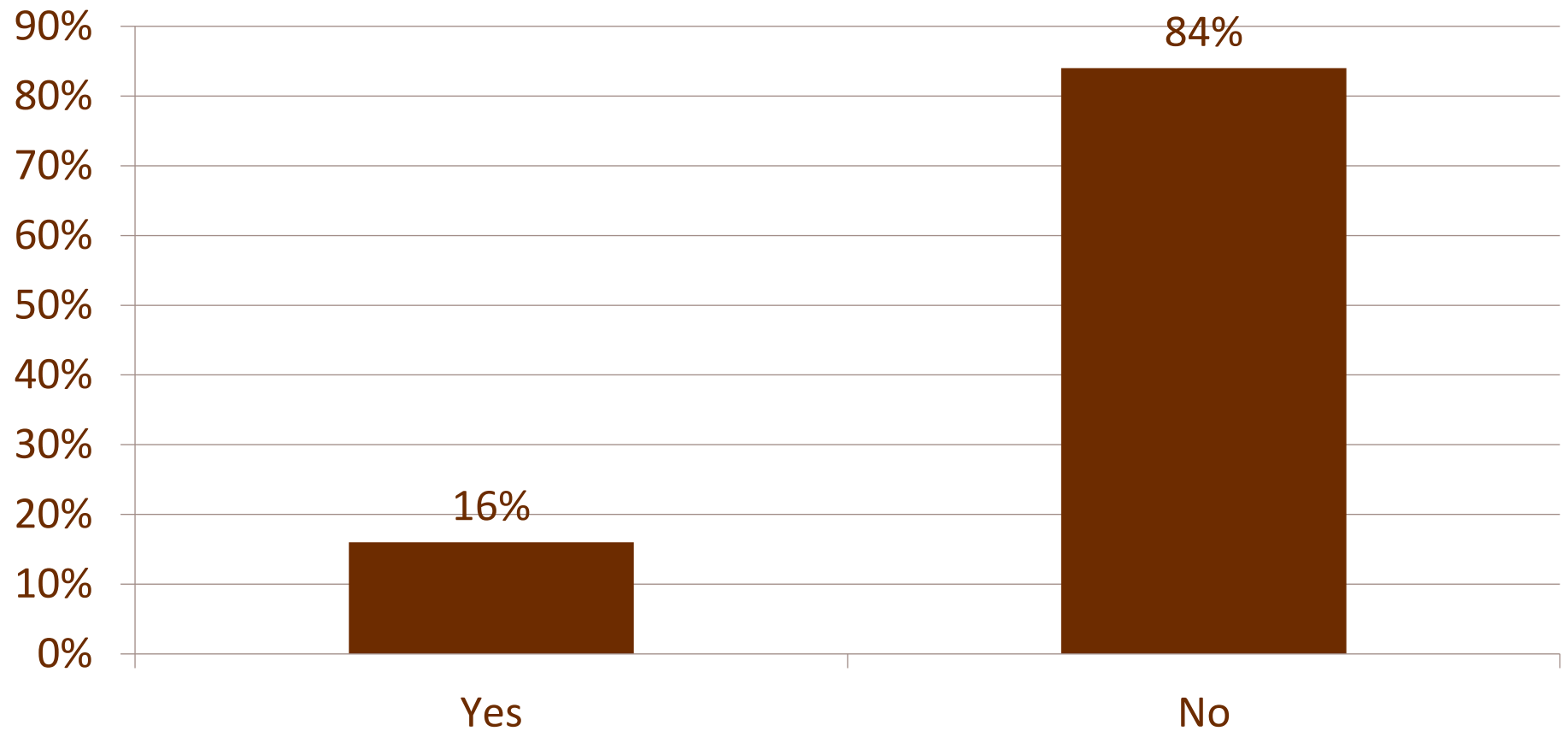
Would it be unreasonable to expect that leaders be trained to do their job?

1. Yes
2. No

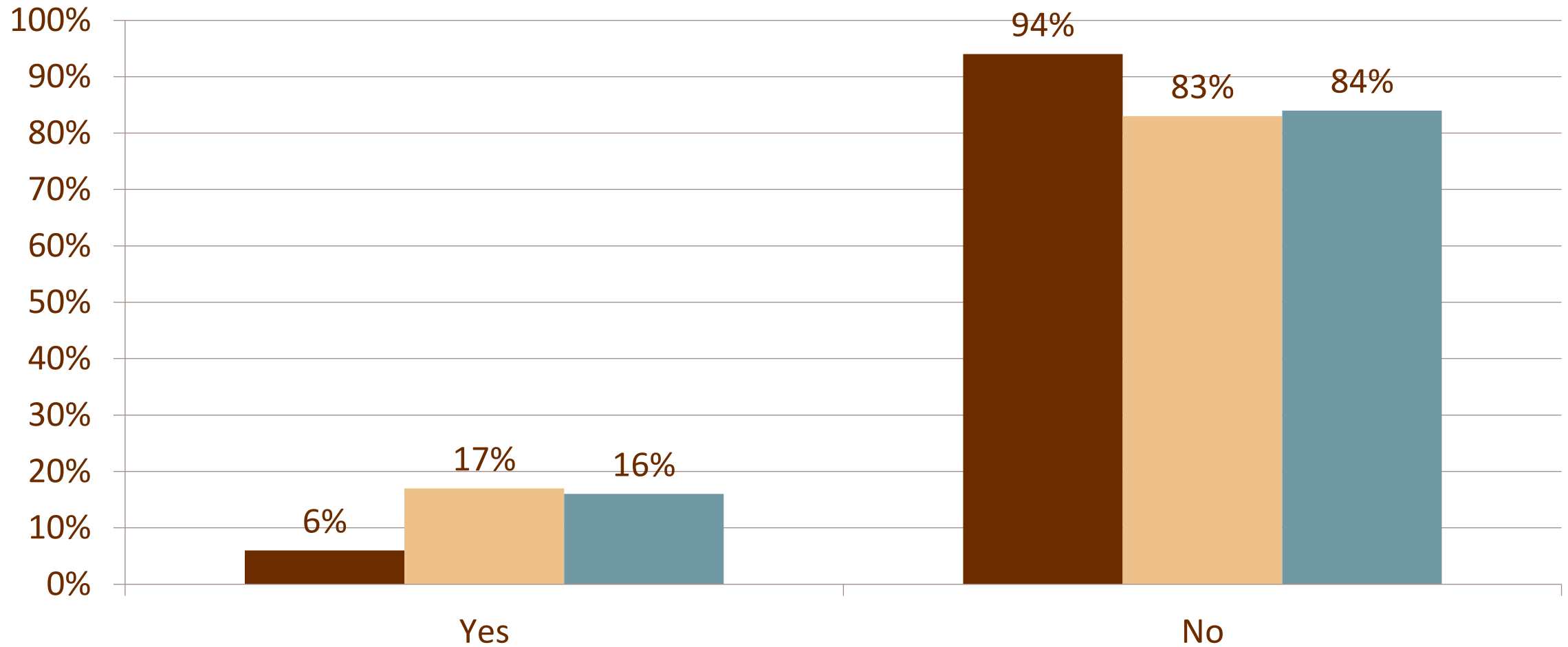


Would it be unreasonable to expect that board members be trained to do their job?

1. Yes
2. No



Is There a Trend?



What Do You Suppose is a Key Factor for Making Fast WISE Decisions Is?



TRAINING!

You need to be
educated to know
what you are doing!



**KEEP
CALM
AND**

**ACT LIKE YOU KNOW
WHAT YOU'RE DOING**

KeepCalmAndPosters.com



What Do You Suppose the Number 1 Governance Challenge in the Boardroom Is?

You Need To Know What You Are Doing!

- Too often Board members try to do the job of management
- Too often Management tries to do the job of the board

Governance Is



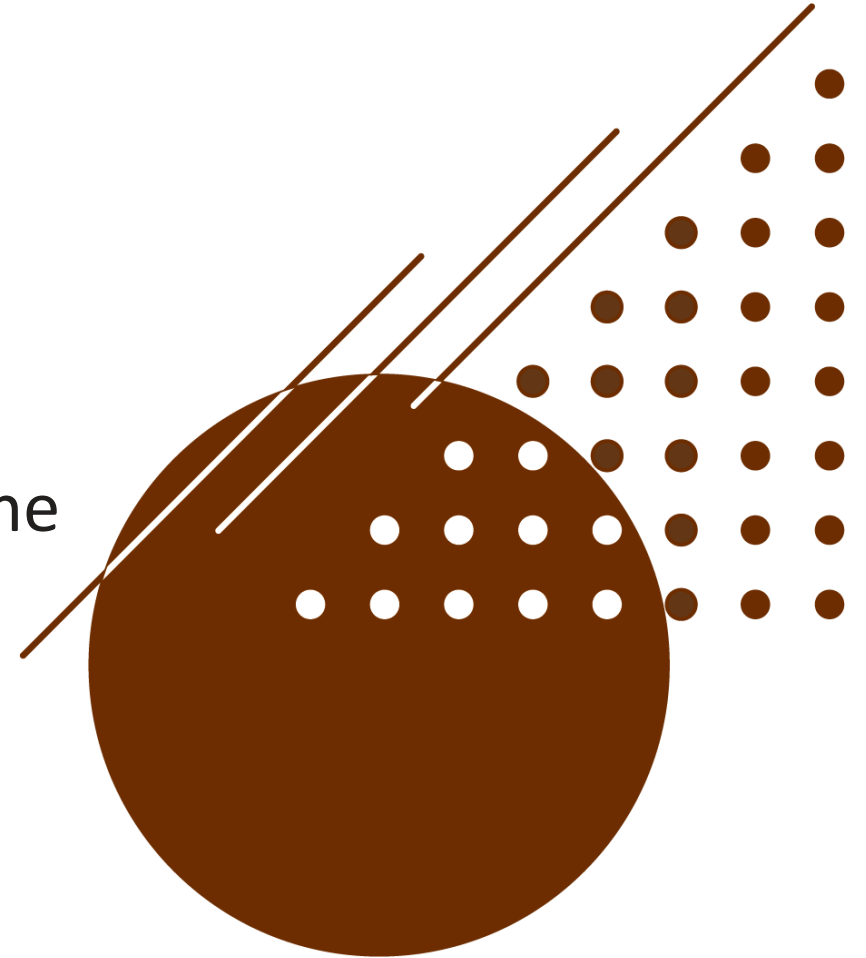
“The system by which organizations are directed and controlled.”

“Boards of directors are responsible for the governance of their organizations!”

The Cadbury Report



The Board of Directors acts as the rudder of the ship; setting the direction and ensuring it reaches the destination!



Board Member's Fiduciary Duties

- To act **honestly, in good faith**, in the **best interests of the organization (public interest)**
- To exercise the **care, diligence**, and **skill** of a reasonably **prudent** person
- To comply with legal requirements (Act, Bylaws, common law, etc.)

Governance is the system by which organizations are directed and controlled.

Direction

Strategy Direction

Strategic Plan

Where are we headed?

Performance & Risk Direction

Risk Appetites & Tolerances

What obstacles and opportunities might we face along the way?

People Direction

CEO Job Description, Performance Mandate, Board & Committee Charters

Who will do what?

Policy Direction

Board and Other Governance Related Policies

What are the boundaries and guidelines?

Resource Direction

Budget, Business Plan

How will we resource our efforts?

Control

Strategy Control

The Annual Report

Where are we compared to where we said we would be?

Performance & Risk Control

Scorecard, Dashboard, Risk/Heat Map

How do we measure up & how well have we mitigated risks & acted on opportunities?

People Control

Board and CEO Evaluations

How well did we perform?

Policy Control

Policy Compliance, Internal Audit Reports, Minutes

How effective were our policies and what must be updated or adapted?

Resource Control

Interim (Quarterly) Financial Statements

How are we doing compared to budget?



A fellow Board member feels very strongly about prioritizing a project. You feel strongly that it's not a priority nor is it in the strategic plan ... what do you do?

1. Shut them down – this is not in the strategic plan
2. Talk to that Board member off-line during a break or informally
3. Talk to other Board members off-line during a break or informally
4. Express your view directly during the Board agenda item, encourage the board member to focus on the agreed strategic priorities
5. Say nothing – let it go – why not try something new.

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The Board is slow to act in making decisions that have some urgency. What do you do?

1. Do nothing, be patient, these things take time
2. Send an email to the board members explaining the urgency and consequences of moving too slowly
3. At board meetings press the board to make decisions quickly on urgent matters
4. Delegate more authority to management for decision-making
5. Have a subset of the board form a committee to make decisions between board meetings

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The Board is meeting and have not included the CEO/Executive Director ... what do you think?

1. They should be at every board meeting to hear what the board has to say
2. It would be better if they were there, but it is not necessary
3. They must be there to lead the meeting
4. They should be an integral participant in every Board meeting, providing organizational reports, strategy, and insight
5. I'm fine with this – boards can meet without them whenever they like

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A Board member is acting individually and instructing the CEO/Executive Director and staff outside of the board meeting ... what should the Chair do?

- 1.Nothing – this is okay
- 2.Put policy in place explaining when individual board members can instruct staff
- 3.Adopt a communications protocol that clarifies when board members can speak on behalf of the organization and Board
- 4.Tell the board member to stop doing this
- 5.Instruct the CEO/Executive Director and staff to do what the board members tells them to

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A Board member who is also a volunteer to the organization and is trying to control where money is spent regardless of the approved budget and strategy... what should the Chair do?

1. Remind the board member about the difference between being a volunteer and a being board member
2. Put policy in place to clarify roles
3. Change the budget to match the wishes of the board member/volunteer
4. Remind the board member of the role of the board in financial oversight
5. Let the board member do what they want because they give a lot of time and energy to the organization

*“ You don’t get what you plan...
you get what you resource
you get what you measure
and you get what you reward ”*

Governance Solutions Inc.

Professional Director

<https://www.professionaldirector.com>



Director Certification is a hallmark of a “best practice” in today’s boardrooms. In fact, it is expected in most boardrooms that directors hold a governance certification!



Governance Solutions

Professional Director: Rural Leaders

<https://www.professionaldirector.com/prodir/programs/rural-leadership>

- Level One: Governance Essentials
- Level Two: Guarding the Vision & Building the Structure
- Level Three: Knowing Your Role & Leading the Way
- Level Four: Boardroom Culture & Behaviour
- Level Five: Financial Oversight
- Level Six: The Right People Doing the Right Things
- Level Seven: Strategy & Risk
- Level Eight: Succession & Evaluation



Completion of all 8 modules for Certification as Pro Dir RL



“Canada’s youth play a critical role in the continued growth and prosperity of the agriculture sector,” said the Honourable Marie-Claude Bibeau, federal Agriculture and Agri-Food Minister. “Our Government is proud to support projects such as this certificate program that provide young farmers with the tools and knowledge they need to succeed as effective leaders.”

“Our government is committed to removing barriers for our agri-food sector so it can grow and be more competitive in the global marketplace,” said Ernie Hardeman, Ontario’s former Minister of Agriculture, Food and Rural Affairs. “



Resources

Online Director Education for Rural Leaders

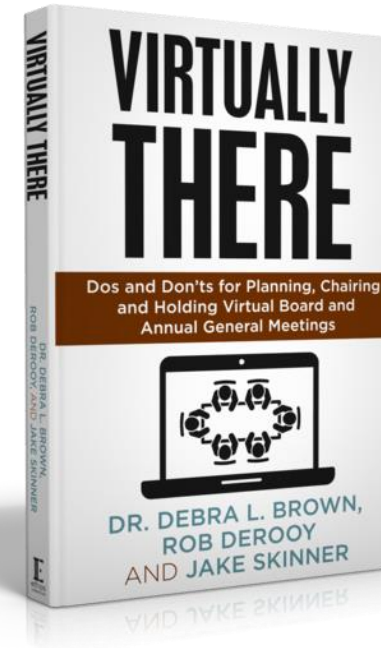
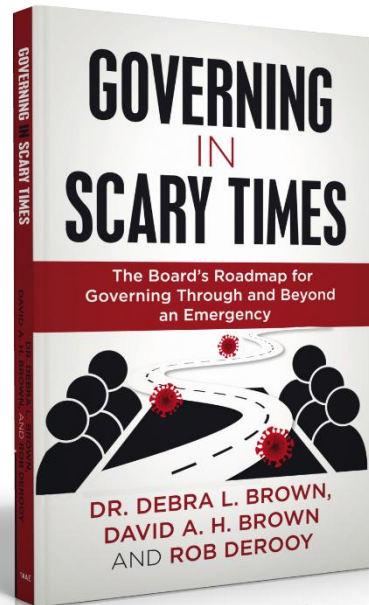
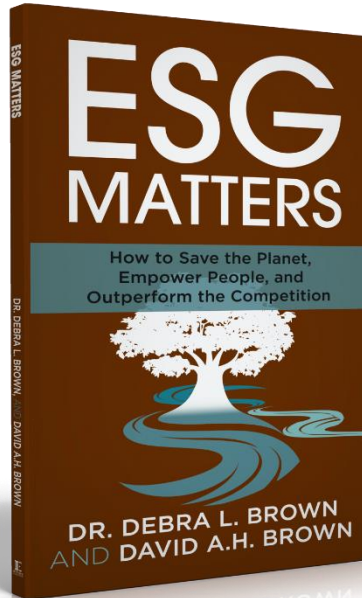
- www.professionaldirector.com/ruralleadership

Governance Solutions: The Ultimate Guide to Competence and Confidence in the Boardroom

- www.amazon.ca



Additional Resources



Free Tuesdays!

Governance Solutions - Timeshe... x New Tab x Events and Education - Governan... x +

governancesolutions.ca/governance-solutions/events-and-education

Free Education Session:

Tapping the Strategic Potential of Boards: 3 Key Questions to Help Boards and Executives Do Better!
Tuesday, October 12th at 1pm (ET)

Boards have important roles to play – answering these 3 questions goes a long way to making sure they play them!

Event Sign-Up: Tapping the Strategic Potential of Boards: 3 Key Questions to Help Boards and Executives Do Better!

Name*

First Last

Email*

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Questions??

