



## Local Government Management Association

### Board Operations Policy

December 2015

#### **Policy Rationale**

It is the intent is to provide the Board of Directors with a comprehensive policy that outlines the various aspects of Board Operations.

#### **Policy Statement**

##### **1. *Duties of Officers and Directors***

###### **President**

- 1.1 The following duties are assigned to the office of the President: (NOTE (a) to (f) are listed in the bylaws.)
- (a) be the Chief Executive Officer of the Association;
  - (b) provide leadership to the Board;
  - (c) preside at all meetings of the Association and of the Board, if present;
  - (d) make appointments to Standing Committees;
  - (e) make appointments of Chairs of Standing Committees;
  - (f) supervise the other Officers in the execution of their duties;
  - (g) supervise the Executive Director on behalf of the Board;
  - (h) build consensus and develop teamwork on the Board;
  - (i) liaise with the rest of the Board and with the Executive Director as needed to act as a sounding board and to provide advice to the Executive Director, as needed;
  - (j) work with the Executive Director and the Secretary to the develop the agendas for meetings;
  - (k) act as the official representative of the LGMA, as needed;
  - (l) serve on the Executive Committee, as needed; and
  - (m) serve as an ex-officio member on all committees excepting the Nominating Committee.

###### **Vice President**

- 1.2 The following duties are assigned to the office of the Vice President (Note (a) to (b) are listed in the bylaws):
- (a) perform of the duties of the office of the President if the President is unavailable;
  - (b) serve as a liaison to the regional chapters;
  - (c) assist the President as needed;
  - (d) provide general oversight of the relationships between the regional chapters and the Association; and

- (e) serve on the Executive Committee, as needed.

### **Treasurer**

- 1.3 The following duties are assigned to the office of the Treasurer (Note (a) to (c) are listed in the bylaws):
- (a) ensure that the financial records are kept, including books of account, necessary to comply with generally accepted accounting principles;
  - (b) ensure that financial statements are rendered to the Directors, Members and others when required;
  - (c) work with the Executive Director to develop policies that pertain to the financial matters of the Association;
  - (d) help the Board fulfill its role as responsible stewards of the Association's resources;
  - (e) work with the Audit and Financial Management Committee and the Executive Director to develop recommendations concerning financial matters; and
  - (f) serve on the Executive Committee as needed.

### **Past President**

- 1.4 The following duties are assigned to the office of the Past President (Note (a) to (c) are listed in the bylaws):
- (a) serve as the Chair of the Nominating Committee;
  - (b) provide assistance to the current President as needed;
  - (c) serve as the President, if there is a vacancy in the office of the President; and
  - (d) serve on the Executive Committee, as needed.

### **Directors at Large**

- 1.5 The following duties are assigned to the offices of the Directors at Large (Note (a) to (b) are listed in the bylaws):
- (a) serve as the Chair of any committee to which they are assigned;
  - (b) provide assistance to any of the Officers, as needed; and
  - (c) serve as a member of any committee to which they are assigned.

### **Chapter Directors**

- 1.6 The following duties are assigned to the office of Chapter Director (Note (a) to (c) are listed in the bylaws):
- (a) liaise with the applicable regional chapter;
  - (b) serve as the Chair of any committee to which they are assigned, if there is no Director at Large also assigned to that committee, and
  - (c) provide assistance to any of the Officers, as needed.

## **Executive Director**

- 1.7 The following duties are assigned to the non-elected position of the Executive Director (Note (a) to (b) are listed in the bylaws):
- (a) manage the overall operations of the Association;
  - (b) provide leadership and advice to the Board and the Association in strategic, operational, technical and staff matters;
  - (c) oversee any projects and initiatives assigned by the Board;
  - (d) implement and manage strategy and overall programs within budget constraints;
  - (e) provide reports to the Board on a quarterly basis and as needed;
  - (f) participate in specific committees as determined by the Board;
  - (g) determine the operational requirements for carrying out the programs;
  - (h) provide orientation to new Directors;
  - (i) be accountable to the Board for:
    - i. hiring, monitoring of performance and development, discipline and firing of staff members; and
    - ii. overseeing any consultants, contractors and or any other person working on behalf of the Association;
  - (j) approval of all external and internal communications; and
  - (k) comply with any additional duties as established by an employment contract or assigned by the Board.

## **Secretary**

- 1.8 The following duties are assigned to the non-elected position of the Secretary:
- (a) conduct the correspondence of the Association;
  - (b) issue notices of meetings for the Association and for the Board;
  - (c) ensure that the minutes for all meetings are kept;
  - (d) supervise the maintenance of the custody of all records and documents of the Association; and
  - (e) maintain the register of members.
- 1.9 The Executive Director may serve as the Secretary or the Board may appoint a delegate to serve as the Secretary.

## **Duties for the Board**

- 1.10 The Board is responsible for directing the Executive Director to ensure legal and contractual requirements have been met and all documents and records have been properly prepared, approved and maintained.
- 1.11 The Directors are under a fiduciary duty to the Association to carry out the duties of their office:
- (a) honestly and in good faith;
  - (b) in the best interest of the Association;

- (c) with the care, diligence and skill of a reasonably prudent person; and
- (d) in accordance with any applicable laws and regulations.

- 1.12 The Directors should have a continuing understanding of the principal risks associated with the Association's business.
- 1.13 The Board may use various mechanisms to review any risks associated with the Association's business such as reviews of strategic and business planning processes and the use of an audit and finance committee to monitor business and other risks.
- 1.14 The Executive Director and staff must ensure that the Board and its Committees are kept well informed of any changing risks.
- 1.15 To ensure LGMA staff accountability to the Board of Directors, the Board will schedule a performance review of the Executive Director and administrative operations and complete the review at the last meeting of the Board of Directors in each year.

#### **Duties for All Directors**

- 1.16 The Board is a governance board, working in a team-based approach to deliver on the mission and mandate of the Association as defined by its members and is committed to the following principles in the exercise of its duties and responsibilities:
  - (a) mission driven;
  - (b) strategic thinking;
  - (c) culture of inquiry and independence;
  - (d) ethos of transparency and integrity;
  - (e) sustaining resources;
  - (f) results-oriented;
  - (g) continuous learning; and
  - (h) revitalization.
- 1.17 As a member of the Board, a Director will do the following:
  - (a) exercise good judgment and act with integrity;
  - (b) use his or her ability, experience and influence constructively;
  - (c) be available as a resource to the Board and management;
  - (d) advise the President in advance of introducing significant and previously unknown information at a Board meeting;
  - (e) understand the difference between governing and managing and not encroach on Executive Director's areas of responsibility for management and operations;
  - (f) identify potential conflict areas – real or perceived and ensure that they are appropriately disclosed and addressed;
  - (g) demonstrate a willingness and availability for individual consultation with the President and Executive Director;
  - (h) establish an effective, independent and respected presence and a collegial relationship with others on the Board;

- (i) participate on committees and become knowledgeable about the purpose and goals of the committees; and
- (j) understand the process of committee work and the role of staff in supporting the committees.

1.18 To enhance the effectiveness of Board and Committee meetings, a Director will do the following:

- (a) prepare for each meeting by reading the reports and background materials provided for the meeting;
- (b) attend the meetings as frequently as is feasible;
- (c) acquire adequate information necessary for decision making is provided;
- (d) participate fully and frankly in the deliberations and discussions of the Board;
- (e) encourage free and open discussion at the Board;
- (f) ask probing questions, in an appropriate manner and at proper times; and
- (g) focus inquiries on the issues related to strategy, policy, implementation and results rather than issues related to the daily management of the Association.

## **2. *Procedures at Meetings***

### **General**

2.1 The definitions contained within the bylaws apply to these policies.

2.2 The Board will use the latest edition of Robert's Rules of Order Newly Revised as its parliamentary authority with the following exceptions:

- (a) a motion does not need to be seconded;
- (b) the presiding officer may move, second or participate in the debate of any motion before the group;
- (c) there may be discussion about informational items without having a motion put on the floor; and
- (d) in-camera minutes will be circulated separately and will be adopted at an in-camera meeting of the Board.

2.3 The Board may permit the use of a recording device to record a Board meeting to assist in the preparation of the minutes, provided that the person taking the minutes destroys the recording of that meeting once the minutes have been adopted by the Board.

### **Meeting Notice**

2.4 Board meetings will be held at the call of the President setting out the date, time and location of the meetings.

- 2.5 The Board may adopt a motion to establish the schedule for Regular Board Meetings for any particular year, provided that the schedule is given to all Board Members as soon as practical.
- 2.5 Notice for Board meetings will be given as follows:
- (a) at least 5 days before the date that a regular Board meeting is to take place; and
  - (b) as soon as possible before the date that a special Board meeting is to take place.
- 2.6 The staff will send notice for any meeting of the Board by:
- (a) an email to the email address provided by the Director; or
  - (b) a phone call, if there is a problem with the delivery of the email.
- 2.7 Staff will include the following items with the notice of the meeting:
- (a) agenda listing the items to be considered at the meeting;
  - (b) any reports to be considered at the meeting in the order in which they are to be addressed; and
  - (c) any supporting documentation in the order in which the documentation is to be addressed.

Any items received after the agenda has been finalized will be included on a resolution to add late items to the agenda.

### **Order of Business and Agenda**

- 2.8 The following order is the general order of business for regular Board meetings:
- (a) approval of the agenda;
  - (b) adoption of the minutes;
  - (c) consent agenda, if any;
  - (d) President's report;
  - (e) Committee reports;
  - (f) Chapter reports;
  - (g) Executive Director report; and
  - (h) new business.
- 2.9 The following order is the order of business for special meetings:
- (a) approval of the agenda;
  - (b) adoption of minutes, if any; and
  - (c) items specifically listed in the notice of the special meeting.

- 2.10 Any person permitted to attend a Board meeting may put forward a late item for consideration at the meeting; however, inclusion of the late item must be approved by a majority vote of all members who are present during the approval of the agenda portion of any meeting.
- 2.11 The Executive Director is responsible for assembling and finalizing the agenda before distributing the agenda with the notice of the meeting.

### **Attendance**

- 2.12 The following persons are permitted to attend the Board meetings:
- (a) Directors;
  - (b) Executive Director;
  - (c) the person taking the minutes for the meeting; and
  - (d) any staff members or third parties invited by the President.
- 2.13 A majority of Directors will constitute a quorum.
- 2.14 A person who attends a Board meeting by electronic means is deemed to be in attendance and counted as part of the quorum provided that, at a minimum, the person can hear and be heard by the others.
- 2.15 The Directors may pass a motion at any time to exclude any person from the meeting, except a Director who is not in a conflict of interest.
- 2.16 A Director who is in a conflict of interest as defined in the bylaws must leave the meeting and not return until the portion of the meeting involving the conflict of interest is concluded.

### **Minutes**

- 2.17 The Executive Director will provide the Board with a set of draft minutes of each meeting of the Board as part of the agenda for the next regular meeting of the Board.
- 2.18 The Board may request copies of the draft minutes for any committee before the committee has approved the minutes.

## **Deliberations and Confidentiality**

- 2.19 A Director must not abstain from voting unless the Director is in a conflict of interest.
- 2.20 The Directors must:
- (a) keep in confidence the materials used for deliberations and the discussion by the Board as a whole;
  - (b) respect the provision that the official record of the Board’s deliberation is provided only through the approved minutes of the Board meetings; and
  - (c) treat with an appropriate level of respect and confidence the view or opinions of individual Directors or other persons in attendance at the meeting.
- 2.21 Any person who is permitted to attend a Board meeting must maintain the confidentiality of any item which has been identified as “confidential” and discussed at that particular meeting, unless the Board otherwise authorizes release of the information about the item.

### **3. Meetings Held by Electronic Means**

- 3.1 The Chair will call the meeting held by electronic means to order at the designated time and will call the roll of Directors.
- 3.2 The Directors shall try, as much as possible, to eliminate background noise during the meeting by electronic means. The Directors shall not place the telephone or communication device on hold if the system has music or message playing while in that mode.
- 3.4 The following rules will be used to facilitate the meeting by electronic means:
- (a) the Chair shall announce each agenda item in order set out in the agenda;
  - (b) each Director shall be called upon (by predetermined order) to speak;
  - (c) that Director may speak in debate, offer a motion or pass;
  - (d) after each Director has had an opportunity to speak the first time, the Chair shall call upon each Director to speak further in debate, offer a motion, or pass;
  - (e) by unanimous consent of all Directors present, a third opportunity to speak may be offered; and
  - (f) the Chair shall take all votes on a motion by roll call at a meeting by electronic means.

#### **4. Consent Agenda**

- 4.1 The Board may use a consent agenda as part of its meeting procedures.
- 4.2 The Executive Director may consider the following questions when determining whether an item should be placed on the consent agenda:
- (a) is the item self-explanatory and uncontroversial?
  - (b) does the item contain an issue that does not warrant much discussion by the Board?
  - (c) is the item “for information only”?
  - (d) is the item needed for another meeting agenda issue? or
  - (e) is the item a confirmation of a previously discussed issue? Does the item merit further discussion by the Board?
- 4.3 Items which may be included in a consent agenda include the following:
- (a) confirmation of a decision that has been discussed previously and requires some additional administrative approvals;
  - (b) Directors’ updates on committees on which they serve;
  - (c) committee reports and minutes;
  - (d) information only items; and
  - (e) routine correspondence.

#### **5. Board Orientation**

- 5.1 The Board will hold an orientation session for the new Board as soon as practical after the election of the new Board Members at the annual conference.
- 5.2 The Executive Director must prepare a manual to be used as part of the Board’s orientation and keep it updated.
- 5.3 The Board may be provided, on an as-needed basis, with special orientation that educates and informs them on issues that are deemed to be of strategic importance to the Association.

#### **6. Participation by Directors in Conferences and Events**

- 6.1 The Board must review any invitations issued by affiliates, partners or other local government associations to participate in conferences and events.

- 6.2 After the Board has reviewed the invitation to a conference or event, the Board may decide to send a representative from the Board or the LGMA on behalf of the Board and cover the costs of sending the representative.
- 6.3 The Board may consider the following criteria when it decides whether to send a representative:
- (a) whether the host organization is a significant partner for the LGMA;
  - (b) whether the conference or event provides the LGMA with good networking opportunities or exposure;
  - (c) whether the conference or event provides professional development or learning opportunities for the LGMA; or
  - (d) whether the Board has sufficient funding to cover the costs of the representative attending the conference or event.
- 6.4 To the ensure representation from the Board, the following Directors may be considered to attend the following conferences and events.

<b>Conference or Event</b>	<b>Board Representative</b>
Alberta Rural Municipal Administrators' Association (AARMA) Annual Conference	Chapter Director or Director at Large
LGMA Chapter Meetings	President or Vice President
Union of British Municipalities (UBCM)	President or Vice President
International City/County Management Association (ICMA) Annual Conference	President or Vice President
Local Government Administrators of Northwest Territory (LGANT) Annual Conference	Chapter Director or Director at Large
Local Government Administration Association (LGAA) Annual Conference	Chapter Director or Director at Large
Washington Municipal Clerks Association (WMCA) Annual Conference	Director who holds a Corporate Officer position
International Institute of Municipal Clerks (IIMC) Annual Conference	Director who holds a Corporate Officer position
Municipal Finance Authority of BC AGM and Financial Forum	Director who holds a Financial Officer position
Canadian Association of Municipal Administrators (CAMA) Annual Conference	President or Vice President

Federation of Canadian Municipalities (FCM) Annual Conference – if there is a speaking opportunity only	President or Vice President
Government Finance Officers Association (GFOA) Annual Conference	Director who holds a Financial Officer position
Association of Municipal Managers, Clerks, and Treasurers of Ontario (AMCTO) Annual Conference	Chapter Director or Director at Large
Institute of Public Administration of Canada Annual Conference	Chapter Director or Director at Large

**7. Board Evaluation and Professional Development**

7.1 The Board may decide at the start of the term of the Board how it wishes to evaluate its performance during its term.

7.2 The Board may consider the following aspects as part of the self- evaluation of its performance:

- (a) how satisfied the Board Members are with its overall governance performance;
- (b) how satisfied the Board members are with Board processes and policies;
- (c) how individual Directors and the Board as a whole can be more effective in supporting the Association;
- (c) how effectively Directors prepare for meetings, meeting management, and decision making;
- (e) how inclusive the Board is of different perceptions and opinions amongst the Directors;
- (f) what types of obstacles and challenges impact the Board’s effectiveness; and
- (g) any other elements Board members identify .

7.3 The Executive Director may make recommendations to the Board on various training opportunities which may assist the Directors in developing their competency as Board Members.

**Date Adopted: December 4, 2015**

**Revised:**

**Status:** Replaces policies 019-2009; 020-2009

**Retired:**