ADRIA Governance Committee Report to Board – April 4, 2014

Committee Members: Deborah Howes, Stan Galbraith, Dolores Herman

The Committee provides the following report to the Board. The recommended actions are set out below with the supporting explanations and information later in the report or attached.

Our recommended actions for this meeting are:

1. To approve the Nominating Committee comprised of Deborah Howes, Paul Conway and Michael Hokanson

2. To approve the Recommendation about the Conduct of Meetings (attached).

3. To authorize the Governance Committee, within one year, to rewrite the Board policies with a goal of using language that promotes the goals and values of ADRIA and provides clarity to the relationships, goals, and policies of the organization.

4. To implement an Annual Board Calendar from the AGM 2014 forward, in the format attached.

5. To approve the following additional bylaws changes for presentation to the members at the AGM (note the ADRIC director bylaws have already been approved):

   8.4 Dispute Resolution – Note: this item will be explained more by the Dispute Resolution Process Committee as it is triggered by their review of the Policy.

   1. *This Section applies to any dispute arising out of the Society's affairs or the application of these bylaws.*
   2. *A dispute may be between:*
      a. *members, or*
      b. *the Society and its Directors or its Officers, or*
      c. *the Society or its Directors or its Officers and either*
         i. *a member, or*
         ii. *a former member who was a member within the previous 6 months.*
   3. Any dispute subject to *Subsection 1 and 2* will be resolved by:

a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:

b. Mediation pursuant to the National Mediation Rules of ADRIC, or to mediation practices agreed upon by the parties. The language of the mediation will be English. If resolution is not achieved, then by:

c. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The language of the arbitration will be English, and the decision will bind all parties.

4. Members are obligated to comply with the Society's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with ADRIA or ADRIC complaint, dispute resolution and/or discipline processes shall be considered an act of professional misconduct, and may result in disciplinary procedures.

Items the Committee has underway:

[1] Deborah Howes will be leaving the Governance Committee as chair. Stan Galbraith will become the Committee Chair, with support from Dolores Herman. Deborah Howes will continue as a volunteer member on the committee, with the Board's approval.

[2] Orientation for New and Returning Directors – the Committee is working on this orientation for the Friday evening at the June 2014 meeting. The format will be similar to the 2013 Orientation.

[3] 2014 Board Evaluation Summary Review – the Summary is attached. Attached is are the survey results. The Committee is currently examining the feedback and is considering further action. We will bring a recommendation to a future board meeting.

[4] Examining the Bylaws and best practices about term limits or other methods to ensure the appropriate succession planning for the Board and Officers.

[5] Re-writing the policy manual.

If you have any questions, we will be pleased to address them.

For the Goverance Committee
Deborah Howes, Committee Chair

ADRIA Governance Committee
Recommendations for Board Meetings
March 2014

As part of the ongoing work of the Governance Committee, we had occasion to discuss the format and flow of Board of Directors meetings. Based on our collective experience, we make the following recommendations to enhance the efficacy and flow of regular Board meetings.

1. Reports

All reports, whether from committees or individuals such as the Executive Director or Treasurer, must be submitted in advance of the meeting. Currently, the policy is to have reports submitted at least one week prior to the meeting and we recommend that this continue and encourage greater adherence to this policy.

2. Presenting Reports

Ideally, all Board members will have read all reports prior to attendance at meetings. When it is time for the presentation of a report, we recommend the Chair provide suitable time in silence for each member to review the written report. The person presenting the report can then, if they wish, provide a verbal executive summary as a means of highlighting and emphasizing what they consider to be the most salient portions of the report, rather than reading it out verbatim. The Chair will ensure that the presenter is not interrupted until they have completed their verbal executive summary.

3. Formal Business

When formal business is being presented, the Governance Committee recommends stricter adherence to Robert's Rules of Order. In particular, the Chair will recognize persons on a rotational basis and Board members will be encouraged to consolidate their input on a particular issue with a view to having only one primary set of inputs from each person with a secondary input as a matter of rebuttal or follow up.

4. Brainstorm

The Governance Committee recognizes that there are issues that arise that are most effectively dealt with by a more free-form and free-flowing discussion. We recommend that when these situations arise, they be formally identified. When this occurs, Robert's Rules of Order will be set aside in favour of a facilitated discussion. We encourage the use of a facilitator to lead these discussions. This person can be the Chair or the

person responsible for the issue before the Board or another person who will act as facilitator. We encourage the use of brainstorming, flipcharts, note taking, free-flow discussion, and any other appropriate devices during these discussions. We recommend that once this portion of the meeting concludes, there is a formal recognition that the meeting is back to a business meeting using Robert's Rules of Order.

5. Meeting Debrief

At the end of our last Board meeting, there was a brief gathering in the lobby area where all Board members present provided some personal input on how the day went for them and provided some personal feedback to other Board members. This is an excellent means to provide a cohesive and personal conclusion to the day's proceedings. This is most effective when everyone is away from the boardroom table and there is no table or physical barriers separating us from each other. We highly recommend this become a regular practice at the conclusion of every Board meeting.

6. Conclusion

We welcome your feedback and input on the issues we have identified in this report and any other issues that can be used to facilitate a more effective meeting that will advance the goals and values of ADRIA.

Respectfully submitted,

Deborah Howes

Dolores Herman

Stan Galbraith

ADRIA Governance Committee
Policy Manual Review
March 2014

Since the last Board meeting, the Governance Committee has reviewed some further material on the Carver model and examined the current policy manual in light of this model.

John Carver is a strong advocate of the Policy Governance model of Board-Staff governance of non-profit organizations. In his view, this model leads to both a strong Executive Director (ED) and a strong Board. Typically, there are two other models used in North America. Under the Executive Focus, the ED is actively involved and promotes the productivity of the Board. This leads to a strong ED and a passive Board. The final model is the Board Focus model where the Board is actively involved in the day-to-day operations and this leads to a strong Board and a passive ED.

Under the Policy Governance model, the Board develops values and policies. Research has shown that this model and in particular the formalization of roles, responsibilities and policies has the strongest correlation with success. Under the Policy Governance model the Board serves the role of developing the values and policies and states the goals.

The Board can then go on to impose executive limitation policies which proscribe certain actions. In Carver's view, "after the Board has created the ends policies and directed the executive on how not to perform their job, the executive is free to determine how to manage without board interference".

We note in this analysis, the Carver model advocates, first and foremost, policy that develops values and goals and defines relationships for the organization. Even the statement that the policies direct the ED on how not to perform their job does not include a statement that the language itself must be framed in a negative fashion. In other words, neutral or positive language can still be used to describe limitations.

In reviewing our current policies, the Committee finds that there is a preponderance of negative language. This does not promote our goals or values. In fact, the negative language leaves confusion as to what is being promoted as it does not address directly the goals and values of the organization.

The Committee, on approval from the ADRIA Board, is prepared to take on a rewrite of the Board policies over the course of the next year. The rewrite will continue to use the Policy Governance model as advocated by John Carver. Goals, policies and relationships will be uppermost. The goal is to have this project completed during the term of the new Board commencing this spring and moving to completion and approval while the 2014-2015 Board is still in office.

The Governance Committee proposes the following motion for consideration by the Board of Directors.

BE IT RESOLVED that the Board of Directors authorizes the Governance Committee to rewrite the Board policies with a goal of using language that promotes the goals and values of ADRIA and provides clarity to the relationships, goals, and policies of the organization.

Respectfully submitted,

Deborah Howes

Dolores Herman

Stan Galbraith

ADRIA ANNUAL BOARD CALENDAR – KEY EVENTS

EVENT (Policy ref # or Bylaw(B))	**Quarter 1**			**Quarter 2**			**Quarter 3**			**Quarter 4**			**LEAD**
	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec	
Board Meetings – Themes and major business	**Jan -** board evaluation and governance training **March:** ED Review, Budget, Board Nominations, AGM Prep			**April/May AGM –** elections **Post AGM** – 1. election of officers **June** 2. Board Orientation / Refresher			**Sept** Strategic Planning			**Nov** Board Review ? and Budget			President
~~**Exec Committee Meetings**~~													~~President~~
AGM\ Conference (B3.1)													Board\ED/Committee
Board Nominees Committee & Other (B 4.4 & 4.5) **And voting** (B4.6)													Nomination Committee/ Governance Committee
Board Orientation													Governance Committee
Strategic Plan – Review\Update (IV 2)													President / ED/Board
Annual Budget Approved													Treasurer / ED
Board Evaluation IV 15-2													Governance Committee
Exec Director Performance\Comp Reviews (II I 4 & 5)													President \Board
Board Policy Review (Annual)													Governance Committee
ADR Board Meetings													President/ Board

2014 Board Self-Evaluation Results

Seven of ten Board members responded to the survey questions.

Areas that require attention

	Strongly Agree	Agree	Disagree	Strongly Disagree
1. The Board has access to timely and accurate to timely and accurate management and financial information.	0	4	3	0
2. The Board provides, when appropriate, constructive feedback to the ED to improve the overall efficiency and strategic direction of ADRIA.	1	6	0	0
3. The process to evaluate the ED is adequate.	2	3	2	0
4. In Camera sessions are beneficial.	2	5	0	0
5. The Board functions as a team.	3	4	0	0
6. Board members have sufficient opportunity to participate in Board committee work.	2	5	0	0
7. The Board committees adequately perform their functions.	1	6	0	0
8. The frequency and content of Board meetings Is adequate.	2	5	0	0
9. Communication among, and participants by, the Board members during meetings is candid and open.	4	3	0	0
10. There is adequate feedback to Directors about their contributions to the Board and committees by the Chair of the Board and committees.	0	3	3	0
11. The Board effectively focuses on the broader issues of strategic and organizational planning, policy development and finances, consistent with and in support of ADRIA's mission.	1	6	0	0

12. The Board has the appropriate mix of experience and perspectives to support ADRIA's strategic goals.	1	6	0	0
13. There are opportunities presented to Board members to broaden their knowledge base in the ADR sector.	0	1	6	0
14. As a Board member you feel actively engaged and are satisfied with your performance.	0	7	0	0
15. The Board orientation is adequate.	1	6	0	0
16. Ongoing Board training and Board development is adequate.	1	4	2	0
Total	**21**	**74**	**16**	**0**

17. Suggestions of how to improve the Board Self Evaluation survey.

- My answer to Question 10 is "disagree" only because I do not know what, if any, evaluation process for Board members currently exists.
- Some of the questions are a little difficult to answer. We didn't have our strategic plan figured out until the last meeting so judging the ED and our own performance on that limited window is difficult. As well, the last year has largely been in a state of flux, it is pretty difficult to answer a multiple choice survey as many of the answers are actually influenced by factors that might not specifically be registered in the selections.
- Thanks for the opportunity to provide feedback.

18. Any overall suggestions or comments you would like to add to this survey.

- Need an alternative to Sharepoint as a vehicle for dissemination of information to the Board.
- The access to information could be better. There remain some issues of access with the sharepoint folder for several of the members. As well, in some cases the information is placed on the sharepoint fairly late in the game so sometimes people have to access it more than once. I recognize that I myself am guilty of the late information providing from time to time but the documents are sometimes a moving target which makes it difficult to access everything.
- I would appreciate receiving reports and information well in advance of meetings to adequately prepare. When dates and meeting times are set, then changed at the last minute (for example, the ADRIA open house was rescheduled several times, this next board business meeting was to have started Friday night, not Saturday morning, it creates problems with schedules.

Governance Committee initial thoughts on this Summary:

- The questions highlighted in yellow indicate a significant difference in responses and require additional information to determine why there is such a difference in responses.
- In #18 - again the comments were significant and these comments need to be addressed as well as the concerns regarding SharePoint.
- A recommendation for the next Board Self Evaluation is to reword some of the questions for clarity and also develop or change questions so that we can measure how we are doing with our strategic plan.
- Another recommendation is to use Survey Monkey (ADRIA has a license with them) instead of the tool I used. Survey Monkey allows participants with the functionality to provide comment on each individual question.