

Social Services: A Guide to Non Profit Governance



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Introduction

Organizational Governance or Stewardship (i.e. the way organizations function) has captured plenty of public and media attention of late. In particular, public debate has been focused on the *failure* of organizational governance due to high profile corporate scandals that have erupted at Enron and WorldCom, to name but a few.

The non-profit sector and the thousands of CUPE members who work there have also experienced the dire consequences of failed governance structures. For example, at Tayside Community Residential & Support Options in Perth Ontario, a hostile employer and “absent” board of directors resulted in the lockout of 60 members of CUPE Local 4474. The board of directors simply refused to get involved in the dispute and would not speak with members about their issues.

In New Brunswick, an executive director who refused to abide by the collective agreement jeopardized the future of a group home for youth in difficulty and young offenders. The Foyer Le Rameur du Nord group home is located in Petit Rocher. The workers are members of CUPE Local 3179. The centre is provincially funded as non-profit and has a volunteer board of directors. Since the hiring of a new executive director in July 2001, 13 of the 15 workers have either been fired, forced to resign or have taken long-term sick leave. The facility was closed for three months in the fall of 2001. The board and government refused to get involved in the dispute. CUPE has since called for a public inquiry into management.

The closure of Victoria Daycare in Toronto, the oldest childcare centre in Canada, came about because the board of directors failed to operate in an accountable and ethical manner. The workers, members of CUPE Local 2563, went on strike because the board took money allocated for the workers’ pension plan to fund the day-to-day operations of the agency. One worker, with 20 years experience and ready to retire, was unable to do so because the pension plan went bankrupt.

At its worst, failed stewardship leads to job loss, financial loss for workers, and organizational collapse. Yet, there are a host of other problems directly related to the ways in which some Boards of Directors choose to govern non-profit agencies. These problems include a lack of board accountability, inaccessible board members, role confusion amongst board members, no access to information, and a mindset that disallows union participation in board functions, among other difficulties.

The purpose of this paper is to more fully outline some of these problems, to inform CUPE members of their rights, and to recommend ways in which CUPE members and activists can challenge and change poor governance practice within the non-profit sector. Topics to be covered include signs of a board in trouble, signs of a healthy board, board responsibilities (both legal and individual), ways to strengthen governance, and models of board governance. But first, a brief overview of the non-profit sector in Canada.

Canada's Non-profit Sector

Canada's non-profit sector, broadly speaking, is comprised of not-for-profit organizations and registered charities. The sector consists of approximately 175,000 organizations, including more than 78,000 registered charities, and employs 1.3 million Canadians.¹

The vast majority of non-profits, two-thirds, have annual revenues of less than \$100,000 and half report revenues of less than \$50,000. The majority of these agencies "likely have board members involved in some management or staff functions in addition to governance. Realistically, small organizations don't have a full complement of managers or staff" (Gill, Summer 2002).

Approximately 60% of the sector's revenue comes from government sources. Therefore, effective governance in the non-profit sector is clearly in the public interest (see Gill, April 2002: 9).

Charitable and Non-profit Organizations: What's the Difference?

All charities in Canada are considered non-profits, but not all non-profits are charities. According to the Panel on Accountability and Governance in the Voluntary Sector, a Registered Charity is defined as:

"An organization that serves a charitable purpose, as defined under common law and its interpretations by Revenue Canada, that is recognized by Revenue Canada as such and is therefore able to issue receipts for donations that can be claimed as income tax credits by individual tax filers and as tax deductions by corporations. The legal framework for this tax treatment is contained in the *Income Tax Act*."

Non-profits in Canada can apply to the Canada Customs and Revenue Agency (CCRA) for charitable status. Charitable organizations in Canada are registered as charities under the federal Income Tax Act. Charities are not required to pay income taxes and are allowed to issue receipts for donations that can then be claimed as tax credits or deductions. This serves as an incentive for individuals and corporations to donate financially to charitable organizations.

Charitable organizations are required to file annual reports with the CCRA on Form T3010 – Registered Charity Information Return (available online at <http://www.ccr-aadrc.gc.ca/E/pbg/tf/t3010-2002/README.html>). Section B of the Form requires charities to divulge the number of individuals who serve on the board, their names, and length of service.

¹ Statistics in this section supplied by the Final Report of the Panel on Accountability and Governance in the Voluntary Sector, 1999.

The Panel on Accountability and Governance in the Voluntary Sector has defined a Non-profit Organization as:

“An organization that serves a public benefit, depends on volunteers at least for its governance, has limited direct control by governments, other than in relation to tax benefits, and is not profit making, thus eligible for exemption from paying income taxes. Although the term, non-profit sector, is an encompassing concept that includes registered charities as well as advocacy organizations, trade and professional associations and other non-profits, we distinguish between non-profit organizations and registered charities on the basis of their status under the federal *Income Tax Act*.”

Unlike charitable organizations, non-profits are less regulated. In fact, “there are few barriers to operating as a non-profit, other than demonstrating that there is no intent to make a profit” (Panel on Accountability and Governance in the Voluntary Sector, February 1999: 40). Non-profit organizations pay income tax on investment income only but are not permitted to issue tax receipts for donations.

Depending on the nature and extent of their operations, non-profits in Canada can incorporate either provincially or federally. Non-profits incorporated in Ontario are required to inform the Ministry of Consumer and Commercial Affairs the names of current board members and their respective residence addresses. Bylaws are not required to be filed with the Ministry and do not need Ministry approval.

Non-profits incorporated at the Federal level are required to file bylaws with Industry Canada and such bylaws are subject to Ministry approval. Names and mailing addresses of all directors must also be filed with the Ministry.

Who Governs?

Governance may be defined as “the overall processes and structures used to direct and manage an organization’s operations and activities” (Panel on Accountability and Governance in the Voluntary Sector). The overall goal of governance is the protection of the public interest. Governance is the domain of the board of directors, which, in the non-profit sector, is comprised of volunteers. It has been said that proper governance requires the board to “stand outside the organization and hold it accountable to the public interest” (Alliance for Non-profit Management). The “public interest” may include any of the following: client population, workers, volunteers, members, funding agencies, and the general public.

Governance and Management are not mutually exclusive functions and there is much overlap between the two. In the words of one author, “the distinction between management and governance is not absolute” (The Internet Non-profit Center). However, many authors would have us believe that the governance role is the exclusive jurisdiction of the board of directors whereas the management role belongs solely to the

executive director and senior staff. In a literal sense what this really means is that the board does not interfere in the daily operations of the agency. As the members of Local 4474 in Perth discovered, this is a highly problematic situation because, in practice, the executive director and senior staff are given too much power and may be tempted to abuse that authority.

“When Kenneth Dayton drew a line between governance and management in his famous paper, “Governance is Governance,” he called for boards to stop meddling in the management of agencies. If anything, boards have taken his sound advice too literally. These days boards are reluctant to call staff to question about anything” (Alliance for Non-profit Management).

And that, in fact, is the crux of the problem. “Absent” boards and executive directors who are given free reign to manage as they see fit have wreaked havoc in non-profit agencies across the country. In the end, it is the client population, workers and community at large that pay the price for the failure of boards to govern properly.

What is the Role of the Board?

So, what is the role of the board of directors? In its governance role, the board develops policies to provide direction and guidance to the agency. In its management capacity, the board is tasked with ensuring the agency has the necessary human and financial resources so that the agency can function as it was intended to.

Some boards choose to actively participate in the operations of the agency. For example, the board and senior staff can agree to share management responsibilities in areas of public policy development and education, while at the same time designating as an exclusive staff function the management of finances, human resources, and administration. In addition, some boards are active participants in collective bargaining and personnel decisions.

At a minimum the board is responsible for:

- Developing a mission statement that provides vision and direction
- The agency’s financial health including annual budget approval
- Proper human resources
- Ensuring legal requirements are followed
- Bylaws
- Ensuring Board effectiveness
- Administration
- Establishment of committees to undertake financial, personnel, fundraising and planning functions
- Effective community relations and communications
- Hiring the executive director; and
- Working conditions

This last point is significant. In the words of the United Way, “the board is the legal employer of all staff and as such is responsible for the working conditions in the organization.”

As individuals, board members are responsible for:

- Understanding the organization’s mission and mandate;
- Knowing the board’s legal obligations;
- Ensuring the board’s legal obligations are followed; and
- Understanding financial and budget matters.

In order to fulfill one’s legal responsibility, boards of directors should become familiar with tax law and employment legislation that is specific to the work of the organization (e.g., child-care legislation).

The law has also imposed ‘fiduciary responsibility’ on boards of directors. This means that board members are required to ensure the organization’s best interests are paramount. Fiduciary responsibility also means that the conduct of board members must not be based upon personal gain or for the benefit of friends and/or family. The confidentiality of information must be respected. Finally, fiduciary responsibility also means that board members are required to regularly attend meetings.

The board is also liable for the organization’s financial situation. Hence, it is responsible for ensuring the existence of sufficient financial resources, for the establishment of financial controls to offset potential liability, and it is accountable to funding agencies including government.

It is vitally important that board members know their duties and responsibilities. In the words of the United Way, “the courts have said that it is no longer possible to be a passive director. Lack of knowledge or passive participation will not absolve the director of legal responsibility.” Legal responsibility or liability can exact a heavy price on board members who fail to take their responsibilities seriously. For example, in the event of organizational collapse, board members can be personally liable for workers’ unpaid wages, and vacation, severance, termination and overtime pay.

Governance Models

The Policy Governance model popularized by the American consultant John Carver has gained widespread acceptance and implementation within the non-profit sector in Canada. In practice, however, the Carver Model of Board Governance has proven to be highly problematic.

For one thing, the Policy Governance model allows the Executive Director too much discretionary power. Moreover, according to one writer, boards that have attempted to implement the Carver model have discovered that “it put unnecessary distance between the board and the organization it governed, left board members feeling alienated,

consumed a lot of board time and eventually created a backlash” (Gill, Summer 2002: 9:2). Boards have also complained that the Carver Model is “too complex to understand and implement, requires too much time and training . . . and erodes board control and accountability” (Gill, 2002: 3).

The following comparisons illustrate some of the key elements of the Carver Model of Policy Governance and CUPE’s related concerns:

Carver Model	CUPE’s Concerns
◇ The board exists to govern the non-profit, not manage it.	◇ The board might not review management decisions and activities. Also, who defines “govern” and “manage”?
◇ The board has multiple and varied responsibilities, but involvement in the details of these concerns should never displace the client population as the board’s central preoccupation and focus.	◇ Staff issues, including setting budgets, contracting out and bargaining are off limits.
◇ The board speaks with one voice.	◇ Dissenting voices on the board are silenced, independent thinking is discouraged and accountability is reduced.
◇ The board focuses on results, not on how those results are achieved.	◇ Management has more freedom to make decisions that can negatively affect our work (e.g. contracting out, reduced hours of work, etc.).
◇ Committees are eliminated (e.g. finance, human resources, administrative) because they “interfere” with management responsibilities.	◇ The staff and public have less access to board members.

Under Carver, the board does not have the flexibility to change policies when the environment changes, for example, to respond to provincial cutbacks. It also leaves management with the flexibility to respond to changes, such as government funding cuts and legislative changes without “interference” from board members. The government can deal directly with management on more issues. This makes it easier to push through unpopular changes since management is not accountable to local communities.

The Carver Model is not a remedy to the many challenges encountered by non-profits. If anything, this model only serves to exacerbate the challenges of imposed funding cuts and makes the goals of transparency and accountability all the more unattainable.

Yet, boards do have the freedom to adopt governance models that suit their particular needs and objectives. For instance, under the Traditional Governance Model, the board president and executive director lead and manage the Agency with the assistance of board members and senior staff. Here, a number of committees (e.g., finance, human resources) do the work of the board with senior staff support. The Working/Administrative Board Model allows the board some responsibility with respect to agency operation and board members enjoy more hands-on involvement. (For more information, please see *How Do Board Models Compare?* page 16).

It is clear that the Carver Model is not the answer for effective board governance in the non-profit sector. There are better alternatives. *Remember, the type of governance model adopted will dictate the extent to which boards become involved in the daily operations of the agency.*

So, which governance model is “right” for the non-profit sector? Unfortunately, there is no easy answer. “There are no ‘magic bullets’ for good governance. Boards, like their organizations, have different characteristics and needs. Non-profit leaders need to have more exposure to a range of options to make informed choices” (Mel Gill, Summer 2002).

Effective and Ineffective Governance:

Like a ship adrift at sea, a board in trouble will ultimately steer the organization into certain disaster. It is easy to spot a board in trouble. Here are some of the more prominent warning signs:

- Excessive turnover of executive directors / CEO’s or board members.
- Difficulty in recruiting credible board members.
- Chronic deficits.
- Low attendance or participation in board meetings.
- Failure to address conflicts of interest.
- Poor communications with funding agencies and stakeholders.

Poorly-run boards give rise to unaccountable practices, non-transparency, and poor communications with workers, clients, the public and funding agencies. Ineffective governance imposes a level of dysfunction upon an agency and can eventually lead to organizational failure.

The characteristics of an effective board, on the other hand, support and maintain accountability. An accountable board:

- Is accessible and responsive to clients, the community at large, funding agencies, and workers.
- Is transparent in that it freely and accurately discloses information about its governance, finances and operations.
- Operates with a sense of Responsibility, Integrity, Honesty and Respect.
- Embraces and is respectful of diversity and inclusiveness.
- Provides for constructive conflict resolution.
- Regularly monitors adherence to applicable laws, regulations and bylaws.
- Takes action to build and protect its reputation and public trust.
- Involves stakeholders in planning and evaluations.
- Educates board members as to their roles and responsibilities.
- Educates the public.
- Provides for regular, objective assessment of the board, executive director and organizational performance.
- Provides quality services.
- Provides a healthy work environment.

In order to provide for a healthy work environment, boards are encouraged to take a more proactive approach to workers' concerns at the bargaining table. The "common-sense" assumption by some authors that boards should not become involved in collective bargaining and the daily operations of the agency is pure nonsense. It is only through the collective bargaining process that our workplace concerns are given legal legitimacy; oftentimes, it is the only formal avenue through which our interests are heard, addressed, and remedied. If boards are truly serious about providing for a healthy work environment, then they had best rethink their passive approach to workers' issues.

Agencies and Boards are also encouraged to respect the rights of all workers. In order to ensure that agencies are acting in an accountable, democratic and transparent manner CUPE demands that workers should have the following rights:

- The right to attend board meetings.
- The right to access the names and addresses of board members.
- The right to access bylaws.
- The right to access board literature, information and other materials.
- The right to make presentations to the board.
- The right to have a union representative on the board, someone who is not necessarily from the workplace but from "the union".

Frequently Asked Questions:

The following is a list of some of the more common questions CUPE members have with respect to Governance issues.

Q: Is a non-profit agency required to divulge the names of board members if asked to do so?

A: No. But this information is available from:

- The Canada Customs and Revenue Agency in the case of Registered Charities.
- The Ontario Ministry of Consumer and Commercial Affairs in the case of non-profits incorporated in Ontario.
- Industry Canada in the case of non-profits incorporated at the Federal level.

Q: Are non-profits required to provide copies of bylaws if asked to do so?

A: No. But bylaws are available from:

- Industry Canada for non-profits incorporated at the Federal level.
- The Canada Customs and Revenue Agency for charitable organizations.

Q: Do workers have the right to attend board meetings?

A: Not unless provision is made in the bylaws. But you can ask permission to attend.

Q: Can union members serve as board members?

A: It depends on the organization's bylaws. Some view union members serving on a board as a conflict of interest since it makes the worker the employer. However, it does happen. For instance, Ontario Community Colleges have union members on their board of directors.

Q: Do non-profits have the right to instruct workers to refrain from speaking in public about workplace issues and reprimand those who refuse to comply?

A: Yes. Arbitrators have ruled that all workers "violate their duty of loyalty if they engage in public criticism which is detrimental to their employer's legitimate business interests" (Brown and Beatty, July 2002: 7-117). Under the law, the penalty for non-compliance can include dismissal and transfer. Arbitrators have also ruled that the "muzzling" of workers by employers does not constitute a violation of the Charter of Rights.

But there is a way around this dilemma. Although you, as an employee of a non-profit agency, may be prohibited by your employer from speaking publicly about workplace issues, your CUPE staff representative is not. Your staff representative can speak out publicly about your workplace concerns without fear of reprimand by your employer. She or he can also bring your concerns to the attention of the media.

Q: Are there restrictions on the use of in-camera sessions that effectively shut workers and the public out of board meetings?

A: No. For instance, boards can go in-camera for property, financial and personnel matters in order to fulfill its fiduciary responsibilities.

Q: Can boards become actively involved in labour negotiations?

A: Yes. In some agencies boards take a proactive role with respect to negotiations and workplace issues.

What Should Bylaws Contain? Some General Guidelines:

The bylaws and policy manual of your organization need to clearly explain board composition and recruitment. Look for the following information in your board manual:

- **Nominating Committee:** The bylaws define the Nominating Committee's responsibilities.
- **Nominating Committee Chairperson:** Usually a past president who possesses knowledge of the organization.
- **Nomination:** Bylaws and policies need to define deadlines, rules, responsibilities, and procedures for the nomination and election process.
- **Who may serve on the board:** Bylaws need to define eligibility criteria for board members. Any member in good standing may be nominated for a board role. This would exclude those who do not qualify because of serving a maximum number of terms, and paid staff and their families who might be in a conflict of interest situation. Some agencies allow staff to hold board membership in a non-voting capacity.

Recruiting and Selecting Board Members²

The Board is responsible for ensuring that board members are capable and suitable. Recruitment of Board members is the responsibility of the Nominating Committee. The Nominating Committee is tasked with:

- finding skilled, qualified and knowledgeable candidates;
- screening and selecting members; and
- preparing a candidate's list for elections.

Electing Board Members:

- In some agencies, individuals are elected to the board by existing board members. In membership-based organizations, the members elect board members at the Annual General Meeting. You can devise any system that is logical and workable as long as your bylaws and policies clearly explain the procedure.

Size of the Board:

- Bylaws define the minimum and maximum numbers of board members.

Board and Committee Structure:

- Bylaws define the structure of the board and how committees are used. This information is used to determine the number of board members to be recruited, and the qualities individuals should possess.

Terms of Office:

- Bylaws need to specify the length and number of terms an individual may serve. Two or three-year terms provide for better continuity and development than a one-year term. For terms longer than one year, have staggered terms of office so that a portion of the board comes up for election each year. Bylaws should also specify the length of term for the Board Chair and Board Executive.

Expectations of Board Members:

- Board policy should specify the expectations of board members (e.g., the minimum number of meetings that must be attended, a willingness to serve on board committees, and participation in fund raising).

² (Source: United Way of Canada, Board Development Website at www.boarddevelopment.org).

Removal and Resignation:

- Bylaws must address resignation and removal from office of board members.

Mid-Term Board Vacancies:

- Bylaws must state how vacancies are filled should a board member resign, dies or is removed from office.

Collective Agreement Language

CUPE 3771 and Jobstart (April 1 2002 to March 31 2004)

Article 8 Labour Management Committee

8.01 Establishment of Committee

The Union and the Employer shall each name three (3) representatives to a Labour/Management Committee. The Committee shall enjoy the full support of both parties.

8.07 Committee Membership

Of the three (3) representatives of the Employer on the Labour/ Management Committee, no less than one (1) member shall be named from the Board of Directors.

8.02 Function of the Committee

The Committee shall concern itself with the following general matters:

1. considering constructive criticism of all activities so that better relations shall exist between the Employer and the employees;
2. recommending the improvement and extension of services to the public;
3. reviewing suggestions from employees, questions of working conditions and service (but not grievances concerned with service);
4. recommending correction of conditions causing grievances and misunderstanding.

CUPE 1521 and the Ottawa Carleton Association for Persons with Developmental Disabilities (April 1, 1996 to March 31, 2001)

Article 10 Resolutions and Reports of the Board

10.01 Employer Shall Notify Union

The Employer agrees to advise the Union of Board policies or decisions, which affect employees within this bargaining unit, and to acknowledge all representations to the Board made by the Union through the Executive Director.

10.02 Copies of all motions, resolutions and by-laws or rules and regulations adopted by the Board of Directors of the Association which affect the members of this Union are to be forwarded to the Union.

CUPE 2328 and The Children's Aid Society of the Niagara Region (July 1, 2000 to March 31, 2003)

11 (b) Employee Representation at Meetings of the Board of Directors

Two (2) members of the Union will be chosen by the Union and will be entitled to:

- (i) attend all regular Board meetings as observers;
- (ii) receive notices and minutes to open Board meetings if practical at least one (1) week in advance of all regular Board meetings;
- (iii) receive the same agenda material relating to regular Board meetings on the same basis as do the Board Members.

The term "regular Board Meetings" where used above shall apply only to those meetings or portions of meetings, the agenda of which is classified "public", that is open to the public and newspaper reporters.

44.2 The Employer and Union recognize that mental illness, alcohol and drug addiction and family problems are medical disorders or may lead to medical disorders that may have a negative effect on performance in the workplace.

They further recognize the social, personal and economic problems associated with them.

Accordingly, the Employer agrees to provide employees with an employer funded Employee Assistance Program as agreed upon by the Employer and the Union in consultation with the Employee Assistance Program Committee.

The Employee Assistance Program committee will consist of a representative from the Board of Directors, three (3) representatives of the Union, two (2) representatives of the employer and such direct service employee representation as to be determined by the committee. The committee will meet bi-monthly to monitor the progress of the E.A.P. Program, evaluate results and provide direction for educating employees and to make recommendations to the Board of Directors.

CUPE 2316 and Toronto Children's Aid Society

LETTER OF UNDERSTANDING

UNION REPRESENTATION ON BOARD COMMITTEES

The Society agrees, during the term of the Collective Agreement, to allow for representation by bargaining unit employees on certain Board Committees as follows:

Social and Child Welfare Policy Committee and other Committees as mutually agreed to by the parties.

Representatives shall be appointed, elected or selected by the Union with the approval of the chairpersons of the respective Committees. Such representatives shall be entitled to participate on the respective Committees in the same capacity and subject to the same rights and responsibilities as other members of such Committees.

Members appointed hereunder shall not suffer any loss of regular earnings for time spent during their normal working hours participating in the required activities of the Committees in question, it being understood, however, that time spent outside normal working hours shall be without pay and shall not be counted as hours worked for any pay purposes under provisions of the Collective Agreement.

Appointments made to the Committees shall be effective during the period of operation of the respective Committees and the Union shall keep the Society advised of the then current representatives on each of the Committees.

This Letter of Understanding does not form part of the Collective Agreement and is not subject to the grievance procedure.

DATED at TORONTO, ONTARIO, this 1st day of July, 1999.

CUPE 2501 and the Halton Children's Aid Society, 1999-2002

Article 10 - Employee Responsibilities

10:02 Two (2) employees may be chosen by the Union and will be entitled to:

- (a) attend all regular Board meetings as observers;
- (b) receive notices and minutes to open Board meetings if practical at least one (1) week in advance of all regular Board meetings;
- (c) receive the same agenda material relating to regular Board meetings on the same basis as do the Board members.

10:03 The term "regular Board meetings" where used above shall apply only to those meetings or portions of meetings, the agenda of which is classified "public", that is, open to the public and to newspaper reporters.

10:04 The Union shall notify the Society, in writing, of the names of the employees selected, as set out in Article 10:02, before the Society is required to recognize them.

APPENDIX A:

How do Board Models Compare?:³

(If you click on either a row or column heading it will take you to a website that provides further details.)

	<u>Policy Board</u>	<u>Policy Governance Board</u>	<u>Working/ Administrative Board</u>	<u>Collective</u>
<u>Vision, Planning & Evaluation</u>	<ul style="list-style-type: none"> ✓ creates vision, mission ✓ planning Committee draws up plan to be approved by Board ✓ sets policies & ensures procedures in place 	<ul style="list-style-type: none"> ✓ creates vision ✓ sets policies for ends i.e. desired results ✓ limits means i.e. procedures & practices 	<ul style="list-style-type: none"> ✓ board and staff create plan & implement it ✓ Sets policies & general direction 	<ul style="list-style-type: none"> ✓ shared value base on group involves not only service provided but way of providing it & the manner in which Board work is conducted ✓ shared responsibility for policy setting
<u>Finances</u>	<ul style="list-style-type: none"> ✓ Volunteer Treasurer ✓ Finance Committee ✓ board reviews financial statements ✓ may or may not be involved in fundraising 	<ul style="list-style-type: none"> ✓ sets limits to CEO's financial decisions 	<ul style="list-style-type: none"> ✓ financial decision-making largely in Board's hands 	<ul style="list-style-type: none"> ✓ board and staff work on financial matters as a team
<u>Human Resources</u>	<ul style="list-style-type: none"> ✓ ED reports to Chair ✓ communication Chair & ED 	<ul style="list-style-type: none"> ✓ ED = CEO ✓ board speaks with one voice to CEO; CEO responsible to full Board 	<ul style="list-style-type: none"> ✓ may not have senior staff person ✓ board members often act as direct service volunteers 	<ul style="list-style-type: none"> ✓ staff, management and chairing functions often shared ✓ little or no management hierarchy

³ Developed by Linda George, VLD Trainer, Ottawa, Ontario, Canada and reprinted from the Board Basics Manual with permission from the United Way of Canada-Centraide Canada.

	<u>Policy Board</u>	<u>Policy Governance Board</u>	<u>Working/ Administrative Board</u>	<u>Collective</u>
<u>Organizational Operations</u>	<ul style="list-style-type: none"> ✓ extensive committee structure supported by staff to do the work of the Board ✓ board receives reports ✓ decisions made by voting 	<ul style="list-style-type: none"> ✓ individual officer roles minimized ✓ CEO attends to all operations ✓ board plans directs Board work ✓ no/limited committee structure; only when needed to support the work of the Board ✓ broad discussion leads to decisions by consensus 	<ul style="list-style-type: none"> ✓ committees support work of operations ✓ board member workload heavier 	<ul style="list-style-type: none"> ✓ operational functions shared ✓ decisions by consensus
<u>Community Relations</u>	<ul style="list-style-type: none"> ✓ marketing Committee develops awareness of agency in community ✓ interprets & reflects community needs to the organization 	<ul style="list-style-type: none"> ✓ defines results (ends) the organization is trying to achieve in the community 	<ul style="list-style-type: none"> ✓ staff & Board represent the agency to the community 	<ul style="list-style-type: none"> ✓ all members represent the agency to the community

APPENDIX B:



CUPE Local 3179 calls for public inquiry into crisis at Foyer Le Rameur du Nord Public campaign launched: “Someone has to take responsibility.”

January 30, 2002 (Bathurst) – The staff of Foyer Le Rameur du Nord, in Petit Rocher held a news conference in Bathurst today to demand the province bring an end to a crisis at the group home for youth in difficulty and young offenders.

“We are calling on Joan MacAlpine, the Minister of Family and Social Services, to initiate a public inquiry into administrative and labour relations practices at the Foyer. It is long past time for her to become involved,” said René Doucet, President of CUPE Local 3179, which represents all educators and overnight staff at the Foyer.

Flanked by Marie-Hélène Villeneuve, a former resident of the Foyer, Linda Doucet, the foster parent of a former resident, as well as Pierre Godin, who founded the Foyer 22 years ago, Mr. Doucet explained that the province has thus far refused to intervene in the situation which has put the future of the Foyer in jeopardy. Since the hiring of a new Administrator in July 2001, ten of the fourteen staff at the Foyer have either been fired, been forced to resign or have taken long-term sick leave. The Foyer was closed for three months in the fall of 2001.

“We used to function as team at the Foyer. The staff really cared about the kids and about each other. It was sometimes work that was very difficult, but we enjoyed it and felt like we were having a positive effect on the lives of our residents. Now all that has changed,” said Pierre Cyr, one of the educators at the Foyer who was fired without notice. “For more than 20 years, the Foyer Le Rameur du Nord has been an important and necessary part of our community. Now, bad management is putting the future of the Foyer at risk.”

The Foyer is provincially funded as non-profit with a volunteer Board of Directors. All appeals to the Board have gone unheeded. Staff of the Ministry of Family and Social Services stated that the situation at the Foyer is not the Ministry’s responsibility.

“Today we are announcing the launch of a public campaign to save the Foyer Le Rameur du Nord. We are prepared to take this petition to every door in Petit Rocher and the surrounding area if we have to – and we are confident that we can collect hundreds of signatures of support,” continued René Doucet.

“We ask for community members to write letters of support to the Minister of Family and Social Services and to our local papers. Let the provincial government know that you support us and that the Foyer Le Rameur du Nord is an important part of your community.”

“We really believe that the future of the foyer is what’s at stake here,” concluded Mr. Doucet. “Someone needs to take responsibility.”

APPENDIX C:



13 child care workers occupy Mayor Mel Lastman's office, demanding he help resolve eight-month strike at City's oldest day care centre

Toronto—Victoria Day Care child care workers, who have been on strike for nearly eight months began an occupation of Mayor Mel Lastman's office early today.

Victoria Day Care is a municipally funded agency with 83 subsidized spaces and is the oldest child care agency in Toronto. The workers went on strike because the Victoria Day Care executive board took money allocated for the employee pension plan to fund the day-to-day operations of the agency.

The 13 women, members of the Canadian Union of Public Employees (Local 2563) taking part in the occupation believe Mayor Lastman is ultimately responsible for adequately funding municipal child care, for assuring that taxpayers' money is used responsibly and for ensuring that workers at agencies receiving municipal dollars are treated fairly. They are asking the Mayor to intervene in an effort to end the labour dispute.

The protracted strike has caused severe hardship for the 25 Victoria Day Care child care workers who earn moderate wages. One worker has lost her home, another has been forced to give up her child to a relative. One worker, with 20 years of experience and ready to retire, has been unable to do so because the employee pension plan is now insolvent.

"These workers, who are in effect municipal employees, are being treated differently. Every other municipal worker has a pension plan. Why are these women being treated like second-class workers? They deserve better as do the inner-city families whose children attended Victoria Day Care Centre, and who no longer have access to affordable child care," says Sid Ryan the Ontario President of CUPE, who, along with CUPE Ontario Secretary-Treasurer, has joined the child care workers in the occupation.

Currently the City is conducting an audit of the child care agency, but it will be months before the results are known.

"A remedy must be found now. These women should not be the victims of under-funded municipal child care agencies," says Ryan.

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