

Call to Order – 10:32am, August 7, 2014 | Executive Conference Room

1. Roll Call of Attendance

Committee Composition

President (*chair*)..... Chardaye Bueckert
Vice President Finance..... Adam Potvin
Vice President External Relations Darwin Binesh
Vice President Student Services Kayode Fatoba

Society Staff

Build SFU General Manager..... Marc Fontaine
Executive Director..... Colleen Knox
Campaigns, Policy, and Research Coordinator Pierre Cassidy
Communications Coordinator..... Stijn Daenens
Student Union Organiser..... Antonio Daling
Minute Taker Dion Chong

Guests

Regrets

Vice President Student Services Zied Masmoudi
Vice President University Relations Moe Kopahi

2. Adoption of Agenda

MOTION EXEC 2014-08-07:01

Potvin

Be it resolved to adopt the agenda as presented.

Board hoodies discussion added

CARRIED AS AMENDED

3. Matters Arising from the Minutes

MOTION EXEC 2014-08-07:02

Binesh

Be it resolved to approve the following minutes:

Exec-agenda-2014-07-28.pdf

CARRIED

4. Ratification of Regrets

MOTION EXEC 2014-08-07:03

Binesh

Be it resolved to ratify the regrets of:

Vice President Student Services Zied Masmoudi

Vice President University Relations Moe Kopahi

Masmoudi had a final exam. Kopahi sent omnibus regrets for two weeks to cover for studying.

CARRIED

5. Unfinished Business

a. Board Hoodies

The Board requested that the Communications Coordinator to consider options for board hoodies. The Coordinator requested that additional funds be budgeted to purchase hoodies of a higher quality, which would retain shape and be a better use of funds (which also had to be personalized thus increasing the costs). The funds would be sourced from 700/17 Advertising, where SFSS shirts funds were sourced from.

Upon receipt of the invoice, a budget increase would be submitted to FASC. The Executive Committee agreed to the purchase of the higher quality hoodies and thus the higher expenses associated with such purchases.

6. New Business

a. Presentation on Management/Governance

The Executive Director provided sample job descriptions and financial impacts of the development of the Executive Assistant position. They also provided documents on outside perspectives on the relationship between the Board and the Executive Director in a nonprofit environment.

The organization had a hybrid model where the Executive Officers and the Board had a more intensive relationship in the workplace. There was a desire to clarify the operational and management pieces. Committees were empowered by the Board to act on its behalf, with authority vested in the Committee Chair (as executive officers). While in other organizations, committees report to board prior to content being received by the Executive Director and staff, committees at the SFSS also direct staff and implementing a system where direction could only come to the Executive Director from the Board may hinder the ability of the organization to function efficiently.

In analyzing board goals, the Executive Director was to provide human resource recommendations to fulfill the goals. The Executive Director currently spent much time on HR issues, and the hiring of the CRP Coordinator has released policy and governance issues from the ED portfolio.

A job description existed for promotions of FBS (FBS Promotions Coordinator). Issues arose from dedicating promotions coordination to a single department vis-à-vis the entire organization, along with issues in the past relating to FBS deficits, staffing costs and experience with the position. The Board had the right to speak to management and identify strategies to fulfill board goals with each department, and each General Manager would handle the execution of the strategies, which may or may not include the activation and hiring of positions. While there were natural relationships between the executive officers and the staff, they were not authoritative.

There was a desire to ensure that the organizations was not so bureaucratic that board members could not directly speak to staff. However, the following questions were requested to be asked of staff: if they had the time for the request, and if their workload could allow for another project (and whether reprioritization was necessary).

Questions were raised around the extent of committee powers in cases where staff positions did not exist to integrate and facilitate the process. Committees were part of the governance side of the organization, and should lead projects as opposed to executing them.

SFSS was one component of the SFU community and cannot govern all parts of the SFU student experience and thus may not require governance to the level of the current number of board members. Committees are to report their work to their board, as well as board members

reporting work to the board, which was not occurring. Additional director activities were identified as possible governance work, and other tasks could be redirected to staff. Opportunities remained for directors to remain active in leading projects. Directive power could be sourced from the committee levels, and each committee could also have its goals and objectives, with directors providing such governance and direction to the committee level.

There was a desire to create relationships with the membership and the staff such that staff could utilize the market research available to them to enhance services.

The Executive Committee desired to ensure that the organization was prepared to shift into a governing and leading board, particularly given the transition into the new Student Union Building. There was a desire to formalize the relationship between volunteers, staff, and board, as well as the process for projects to occur. Concrete workflows for every level of the organization were sought as a potential legacy for the Executive Committee.

Action Items for Executive Director – Board goals and objectives would be split among staff resources, and would continue to work on the workflows. Executive Director would also continue to work on the Executive Assistant Proposal.

7. Discussions

a. Rest of Term Meeting Frequency

b. Fall Meeting Frequency

8. Announcements

a. Time sheet standards

If timesheets were not received on time with sufficient detail, they would not be signed. Most board members had been placing sufficient detail.

b. Committee meeting times

Committee times needed to be fixed by August 18th.

c. CBC

CBC was to interview Anthony Janolino on the Blind Walk conducted by the SFSS. Vice President External Relations would be working with Janolino.

d. Staff meeting on Tuesday Morning.

9. Discussion

a. Swag Procurement and Management

An explanation of the current and proposed workflows on swag was provided. A number of issues were raised with the current approach, as outlined in the proposal. The goal of the proposal was to manage all the swag in the organization through a centralized procedure. A 'stock manager' was sought to manage swag and office supplies, integrate all purchases across the organization to a single person, and to provide greater clarity on purchases across the organization. Should the Executive Committee identify this as a priority, the staff could have a conversation on possible stock managers within the organization. The General Office could sell higher quality swag.

Communications Coordinator would bring up the matter to a staff meeting.

10. Attachments

Executive Assistant Draft JD.pdf [REDACTED]

Governance Management and Role of BOD.pdf

Swag Workflow.pdf

11. Adjournment 11:32am

DC /CUPE 3338

SFSS SWAG CURRENT WORKFLOW

Swag and office supplies are bought from the advertising line item (700/17)



Staff and Board take what they think they might need for outreach/promo

Challenges with this approach:

- Hard to assess what each department spends/uses on outreach.
- The Resource Office looks like a storage space.
- Board and staff are unsure whether to take swag or buy some from their own budget.
- It's unclear whether the resource office only supports projects ratified from the Board or has the authority to disburse swag as they see fit.

SFSS SWAG PROPOSED WORKFLOW

Swag and office supplies are bought and stored in a central storage.



All departments go through the stock manager to buy any swag and office supplies. The stock manager files all check reqs and makes sure they correspond with depleted stock

Challenges with this approach:

- Need for manpower to manage stock

Benefits of this approach:

- The organisation has a clear picture on finances with regards to outreach.
- Increased level of accountability and transparency.
- There is always stock on hand.
- Potential for expanding our branding by enabling selling swag through the GO or FBS.

NGOConnect eNEWS

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Definitions

Governance – The systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of an organization.

Management – The act of directing and controlling a group of people for the purpose of coordinating and harmonizing the group toward accomplishing a goal beyond the scope of individual effort.

By-laws – Rules governing the operation of a nonprofit corporation. By-laws often provide the methods for the selection of directors, the creation of committees and the conduct of meetings.

References

A Handbook of NGO Governance.
The Central and Eastern European
Working Group of Nonprofit
Governance
<http://tinyurl.com/4ecbrw>

Governance – The Role of the Board
<http://tinyurl.com/bkz6v6>

Expert Discusses Effective Principles,
Procedures for Nonprofits
<http://tinyurl.com/5zcgsl>

Board Source: Building Effective
Nonprofit Boards
<http://tinyurl.com/49vmw2>

Topic: Governance

Governance, Management and the Role of a Board of Directors

Q. What is the difference between governance and management? Who provides governance, and why is it important?

A. As noted under Definitions, **governance** and **management** are not the same things. Governance is about vision and organizational direction as opposed to day-to-day management and implementation of policy and programs.

As organizations grow and expand, it is important to understand the difference between governance and management and who is responsible for each.

In most civil society organizations, governance is provided by a board of directors, which may also be called the management committee, executive committee, board of governors, board of trustees, etc. This group oversees the organization, making sure it fulfills its mission, lives up to its values and remains viable for the future.

Although by no means an exhaustive list, essentially, the board has the responsibility to:

- Define expectations for the organization
 - Set and maintain vision, mission and values
 - Develop strategy (e.g., long-term strategic plan)
 - Create and/or approve the organization's policies
- Grant power
 - Select, manage and support the organization's chief executive
- Verify Performance
 - Ensure compliance with governing document (e.g., charter)
 - Ensure accountability and compliance with laws and regulations
 - Maintain proper fiscal oversight

Management takes direction from the board and implements on a day-to-day basis. Management has the responsibility to:

- Communicate expectations—mission, strategy, policies—to the entire staff;
- Manage day-to-day operations and program implementation to fulfill the expectations; and
- Report results to the board.

-more-

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When the balance between the responsibilities of the board and management is established and functioning well, the organization is better able to:

- Meet the expectations of clients, beneficiaries and other stakeholders;
- Deliver quality programs that are effective and efficient; and
- Comply with laws, regulations and other requirements.

Board	Executive Mgmt.	Results

Next Steps

If your organization is struggling with finding a balance between the roles of the board and executive management, review your organization's charter or other governing document, the board's terms of reference and the job descriptions of senior management staff to see what parameters are defined.

If these sources are insufficient to provide clarity, then consider asking the board to define responsibilities and procedures more clearly. In the end, it is part of governance—and therefore part of the board's responsibilities—to ensure that organizational roles and structures are clearly defined.



Executive Director

Management and Implementation

- The executive director is an individual who works within the limits of policy set by the board.
- The executive director is temporary. Even if the executive director is with the organization for a long time, s/he is there at the will of the board.
- The executive director is usually a professional who has expertise in the organization's programs and services.
- The executive director has limited authority and responsibility, as assigned by the board.

Board

Governance

- The board is a corporate entity, and acts only as a group.
- The board is ongoing. Although board members come and go, the board as an entity remains stable.
- The board is usually made up of lay people, many of whom are not experts in the organization's programs and services.
- The board has the ultimate responsibility for the organization, and is the final authority on all matters.

It is the blending of the roles of the board and the executive director that moves the organization towards its missions and vision. When the differences in the roles of the two are clearly understood, the organization can harness all of its power to work towards the mission.

The board and the executive director have different roles to play within the organization. Based on these roles, the board and the executive director hold a number of expectations of each other. These expectations exist, whether or not they are discussed or written down. Positive board and staff relations result when these mutually-held expectations are written down, and reviewed from time to time. By spelling out the expectations from both sides, you can avoid misunderstandings that may hinder the work of your organization.

important !

What Do You Say?

A provincial organization expects the executive director, on behalf of the executive committee, to contact the board members across the province to gather items for the board agenda.

The new executive director sees this task as the board's role; s/he expects the board to set its own agenda for its meetings.

Are there examples of misunderstandings in your organization?

THE BOARD'S EXPECTATIONS OF THE EXECUTIVE DIRECTOR

The board assigns some of its executive authority and responsibilities to the executive director. The board may expect the executive director to:

- Serve as the chief executive officer of the organization
- Manage the day-to-day operations of the organization
- Serve as a professional advisor to the board
- Recommend appropriate policy issues for the board's attention
- Implement all policies adopted by the board
- Recruit, supervise, and develop competent staff, and release incompetent staff
- Assist the board in developing and conducting advocacy programs

THE EXECUTIVE DIRECTOR'S EXPECTATIONS OF THE BOARD

The executive director has expectations regarding the board's activities. For example, s/he may expect the board to:

- Develop policies that govern the direction of the organization
- Consult with, and advise the executive director, thus giving the benefit of the board's judgment, expertise, and familiarity with the community
- Delegate responsibility and authority for management functions to the executive director
- Refrain from handling management and administrative details
- Consult with the executive director on matters that the board is considering
- Make the executive director responsible for supervising all staff
- Provide support to the executive director in carrying out his/her professional duty
- Support the executive director in all decisions and actions, consistent with the policies of the board and the standards of the organization
- Hold the executive director accountable for the performance of the organization
- Provide timely and appropriate performance appraisals for the executive director