

NORTHWEST GEOGRAPHIC DATA SHARING NETWORK SOCIETY

BOARD POLICIES

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1. ENDS POLICIES

OUR MISSION

The mission of the NW Geographic Data Sharing Network is timely, co-ordinated, co-operative, and innovative use of the geo-spatial datasets to reduce the cost of data ownership and improve decision-making about land use in our region.

OUR VALUES

In fulfilling our mission, Northwest Geographic Data Sharing Network Society will, with integrity:

- Cost effectiveness;
- Sharing and trust;
- Synergies from sharing and trust;
- Secure data sharing;
- data standards;
- Innovation;
- Respect;
- Excellence.

The Ends of the DSN

The Northwest Geographic Data Sharing Network exists so that:

1. Owners can reduce costs of data management. Owners will have:

1.1 secure access to shared data sets from themselves and other Owners, including:

1.1.1 both confidential and publicly available data sets

2. Owners can develop and adopt common data standards and data custodianship policies. Owners will have:

2.1 Data Management policies, incorporating custodianship, data access and distribution, data standards, metadata standards, and data lifecycle control.

3. Owners can reduce costs of data stewardship. Owners will have:

- 3.1 accessible storage of data sets
 - 3.1.1 especially data sets that may be lost due to infrequent use
- 3.2 a source of the best available forestry information.
 - 3.2.1 strive to be recognized and used as the source of best available forestry information.
- 4. Owners can improve decisions of land use in our region. Owners will have:
 - 4.1 access to a large selection of data sets from which to improve their land use plans
 - 4.2 access to information for land use monitoring
 - 4.3 a secure information exchange environment with First Nations and the public
- 5. Owners have greater opportunities to create cost savings through innovative co-operative projects. Owners will have:
 - 5.1 a community of like-minded data owners
 - 5.1.1 to create synergistic projects

2. EXECUTIVE LIMITATIONS POLICIES

GENERAL EXECUTIVE CONSTRAINT

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics or in contravention of our statement of values, vision and mission.

EMERGENCY EXECUTIVE SUCCESSION

In order to protect the Board from the sudden loss of the Executive Director's services, the Executive Director may not have fewer than two other executives familiar with Board and Executive Director issues and processes.

COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the Executive Director may not permit the Board to be uninformed. Accordingly, he or she shall not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, significant external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
4. Fail to advise the Board, if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Linkage, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the Executive Director.
5. Fail to marshal for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.
6. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

Motions may be put forward to the board for approval using email. Electronic motion approval will follow the rules as outlined in the societies Bylaws.

STAFF TREATMENT

With respect to treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions which are unfair or undignified.

Accordingly, she or he may not:

1. Operate without written Human Resource procedures which clarify rules for staff, provide for effective handling of grievances, and protect against wrongful discipline and/or dismissal.
2. Fail to acquaint staff with their rights under this policy.

COMPENSATION AND BENEFITS

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment negotiated outside of established Human Resource procedures.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.

FINANCIAL CONDITIONS AND ACTIVITIES

With respect to the actual, ongoing condition of the Society's financial health, the Executive Director may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, he or she may not:

1. Expend more funds than will be received in the fiscal year.
2. Indebt the Society in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
5. Fail to aggressively seek receivables after a reasonable grace period.
6. Fail to maintain the Board-approved contingency reserve plan:
 - a. with a minimum annual allocation of \$1,000.
 - b. may not draw-down reserve funds without prior approval of the Board with the exception of program development \$0 and human resource contingency of \$0 in a fiscal year.
7. Without prior Board approval, he or she may not:

- a. Make any purchase wherein normally prudent protection has not been given against conflict of interest;
- b. any purchase of over \$500 without having obtained comparative prices and quality unless sole sourcing is demonstrably justified;
- c. any capital purchase without assuring the balance of long-term cost and quality.
- d. Make a single purchase or commitment of greater than \$500.
- e. Acquire, encumber, or dispose of real property.
- f. Make a commitment for revenue contracting of greater than \$500.
- g. Approve credit cards exceeding \$0.
- h. Approve credit cards being issued to Board members, or the Society's Executive Director.

BUDGETING

Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board Ends priorities, risk fiscal jeopardy, or fail to be derived from multi-year forecasts.

Accordingly, he or she may not cause or allow budgeting which:

- 1. Contains too little information to enable credible projection of revenue and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
- 3. Provides less than an amount determined by the board in each fiscal year for Board prerogatives, such as costs of Board professional development, Board and committee meetings.
- 4. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve ends in future years.

ASSET PROTECTION

The Executive Director may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, she or he may not:

- 1. Fail to insure against theft and casualty losses to at least 80% replacement value and against liability losses to Board members, staff or the Society itself in an amount greater than the average for comparable organizations.
- 2. Allow personnel access to material amounts of funds without appropriate controls.
- 3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
- 4. Unnecessarily expose the Society, its Board or staff to claims of liability.

5. Fail to protect intellectual property, data, information and files from unauthorized access, tampering, loss, or significant damage.
6. Receive, process or disburse funds under controls which are insufficient to meet the Board appointed auditor's standards.
7. Endanger the Society's public image or credibility, particularly in ways that would hinder its accomplishment of mission.
8. Invest money in any form other than:
 - a. securities that are obligations of or guaranteed by Canada or a Province; and,
 - b. fixed deposits, notes, certificates, and other short-term paper of, or guaranteed by, a bank listed in Schedule A to the Bank Act (Canada), which may include swapped deposit transaction in U.S. currency.
9. Allow liability insurance to fall below one million dollars in any risk category.

PARTNERSHIPS

The Northwest Geographic Data Sharing Network Society has a Vision of a shared distribution network allowing access to a common geospatial data store and other related data sets for the betterment of its members. Our pursuit of this vision is a journey of continuous implementation and improvement of northwest data sets, data standards, and accompanying metadata.

The meeting of the Society's Ends must be undertaken in a manner consistent with the building of effective partnerships within our stakeholders. Accordingly, with respect to the initiation of Society activities, the Executive Director shall not fail to investigate opportunities for appropriate partnerships within our membership, our community, or with other private or government participants.

3. BOARD-STAFF LINKAGE POLICIES

DELEGATION TO THE EXECUTIVE DIRECTOR

All Board authority delegated to staff is delegated through the Executive Director.

1. The Board will direct the Executive Director to achieve specific results through the establishment of Ends policies. The Board will limit the latitude the Executive Director through establishment of Executive Limitations policies.
2. The Executive Director is authorized to use any reasonable interpretation of the Board's Ends and Executive Limitations policies.
3. The Board may change its Ends and Executive Limitations policies.
4. Only decisions of the Board are binding upon the Executive Director.
 - a. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
 - b. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require--in the Executive Director's judgment--a material amount of staff time or funds or is disruptive.

EXECUTIVE DIRECTOR JOB DESCRIPTION

The Executive Director's performance will be considered to be synonymous with the Northwest Geographic Data Sharing Network Society's performance. Consequently, the Executive Director's job contributions can be stated as performance in only two areas:

1. Achievement of the Ends as defined by Board policy.
2. Operation of the Society within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

MONITORING EXECUTIVE PERFORMANCE

The Board will appraise the Executive Director's performance on an annual basis with a six-month semi-annual review. In the first year of employment of any Executive Director, reviews will be conducted at six months and nine months.

Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on Ends and on Executive Limitations. Any evaluation of Executive Director's performance, formal or informal, may be derived only from these monitoring data:

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a

minimum of Board time so that meetings can be used to create the future, rather than to review the past.

2. A given policy may be monitored in one or more of three ways:
 - a. Internal report: Disclosure of compliance information to the Board from the Executive Director.
 - b. External report: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by, and reports directly to, the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
 - c. Direct Board inspection: Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.
 - Quarterly Internal reports for Policies _____*list policies*_____
 - Annual External reports for Policies _____*list policies*_____
 - Semiannual direct inspection for Policy ____*list policies*_____.
4. Each March the Board will have a formal evaluation of the Executive Director. This evaluation will not only consider monitoring data as defined here, but as it appeared over the intervening year.

4. GOVERNANCE PROCESS POLICIES

GOVERNANCE COMMITMENT

The purpose of governance is that the Society's Board, on behalf of its members, guarantees the accountability of Northwest Geographic Data Sharing Network Society by assuring that it (a) achieves appropriate results for the appropriate persons at an appropriate cost and (b) avoids unacceptable activities, conditions and decisions.

GOVERNING STYLE

The Board will govern with an emphasis on outward vision (rather than an internal preoccupation), encouragement of a diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and Executive Director roles, collective rather than individual decisions, future rather than past or present focus, and proactive rather than reactive action.

The Board will:

1. Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.
2. Direct, control and inspire the Society through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long term impacts outside the operating Society, not on the administrative or programmatic means of attaining those effects.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
4. Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in Governance Process and Board-Staff Linkage categories.

BOARD JOB DESCRIPTION

The job of the Board is to represent the members of Northwest Geographic Data Sharing

in determining and demanding appropriate organizational performance. To distinguish the Board's own unique job from the jobs of its staff, the Board will concentrate its efforts on the following job "products" or outputs:

1. Northwest Geographic Data Sharing Network Board will meet with its member organizations on a regular systematic basis to establish and maintain membership linkages.
2. The needs of the membership shall be communicated to the Society and from the Society to the membership.
3. Written governing policies which, at the broadest levels, address:
 - a. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost).
 - b. Executive Limitations: Constraints on executive authority which establish the prudent and ethical boundaries within which all executive activity and decisions must take place.
 - c. Board-Staff Linkage: How power is delegated and its proper use monitored, mainly the Executive Director's role authority and accountability.
 - d. Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
4. The assurance of Executive Director performance (against policies in a. & b. above).

CHAIRPERSON'S ROLE

The Chair assures the integrity of the Board's process and represents the Board. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in specifically authorized instances.

1. The job result of the Chair is that the Board behaves consistent with its own rules and those legitimately imposed upon it from outside the Society.
2. Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
3. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
4. The authority of the Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Staff Linkage, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
5. The Chair is empowered to chair board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

6. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
7. The Chair may represent the Board in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
8. The Chair may delegate this authority, but remain accountable for its use.

COMPLAINTS TO THE BOARD

It is the intent of the Board to be accessible and responsible to Society stakeholders, but it is not a function of the Board to process complaints except those on Board activities. Board members will work positively with the members to ensure use of normal Society procedures for handling membership complaints or grievances.

When individual Board members receive complaints from members of their constituency, the following process will be followed:

First, the Board member will encourage the complainant to contact the appropriate Society person. The Board member will contact the Executive Director and the Executive Director will contact the appropriate supervisor or manager. From there, the staff member(s) will address the complaint with the member. The Executive Director will let the Board member know when the Society's process has been followed and the complaint has been addressed. The Executive Director will keep Board members as informed as possible regarding constituent complaints.

BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director. Committees will be used sparingly and ordinarily in an ad hoc capacity.

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.

4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee which has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. This policy applies only to committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Executive Director.

COMMITTEE STRUCTURE

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. [Committee Name]
 - a. Product: Options and implications for Board consideration with respect to _____ by no later than ____ *date* _____
 - b. Authority: to incur costs of no more than \$_____ direct charges and no more than _____ hours of staff time prior to ____ *date* _____.

ANNUAL BOARD PLANNING CYCLE

To accomplish its job outputs with a governance style with Board policies, the Board will follow an annual agenda which:

- (a) completes a re-exploration of ends policies annually and
- (b) continually improves its performance through attention to Board education and enriching input and deliberation.

The Northwest Geographic Data Sharing Network Board's budget and spending will be based on demonstrated trusteeship needs and the outcomes evaluated. Training and development of the Northwest Geographic Data Sharing Network Society Board will enhance our ability to achieve our mission.

The cycle will conclude each year on the last day of November in order that administrative budgeting can be based on accomplishing a one-year segment of the most recent Board long range vision.

The following annual needs should be taken into consideration when planning annual agenda and meeting schedule:

September: retreat, visioning, orientation, annual agenda setting, board members conflict disclosure

Early December: Preliminary year end, Planning for Board professional development, budget setting, meetings with member organizations

March: Executive Director's evaluation, Financial Statement approval, meetings with member organizations

June: Planning for Board professional development, budget review, meetings with member organizations

BOARD MEMBERS' CODE OF CONDUCT

The responsibility of the Board is to govern Northwest Geographic Data Sharing Network Society. The board commits itself and its members to ethical, businesslike, and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Board members.

1. Members must represent unconflicted loyalty to the interests of Northwest Geographic Data Sharing Network and its members and staff. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Society's services.
 - a. Members must avoid conflict of interest and the appearance of conflicts of interest with respect to their fiduciary responsibility.
 - b. There must be no self-dealing or conduct of private business or personal services between any Board member and the Society except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - c. When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - d. Members must not use their positions, on the Board, to obtain employment with the Society for themselves, family members or close associates. Should a member desire employment, he or she must first comply with the Board Bylaws and follow hiring procedures.
 - e. Members will annually disclose their involvements with other organizations, with vendors, or any other associations which might produce a conflict.
2. Board members may not attempt to exercise individual authority over the Society except as explicitly set forth in Board policies. A Board member is a member of a legal entity; the strength and effectiveness of the Board is as a unit, not as a group of individuals; and decisions of the Board shall be binding on all.
 - a. Members' interaction with the Executive Director or with staff must recognize and identify the lack of authority vested in individuals except when explicitly Board-authorized.
 - b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board, except as stated in Board policy.
3. Members will respect the confidentiality appropriate to issues of a sensitive nature, act honestly and openly at all times, following the letter and intent of the

- Society Act, and keeping the confidentiality of privileged and closed session information.
4. Encourage and safeguard open access to the Board while maintaining appropriate and well defined Society communication and decision-making channels.
 5. Respectful work with other Board members in a spirit of harmony and cooperation, giving members courteous consideration of their opinions.
 6. Devote time to activities which will enhance the ability to function effectively as a Board member.

EXECUTIVE DIRECTOR ROLE

The Executive Director, as chief executive officer, is accountable to the Board. The Board will instruct the chief executive through written policies, delegating to him or her interpretation and implementation of those policies.

Appendix 1: Policy Governance Background

Using the Policy Governance Model, above all else, the Board provides vision. To do so, the Board must first have an adequate vision of its own job. The Policy Governance approach provides a powerful framework for structuring this task. Following this approach, the Board can free itself from unnecessary, time-consuming involvements and focus on the real business of governance: creating, sustaining, and fulfilling a vision. The Policy governance model, in brief, reduces or eliminates meaningless Board and committee work, trivia, Board interference in administration, staff manipulation of the Board, unclear evaluation criteria, and role confusion.

Policy Defined:

Policy is a value or philosophically-based guide for discretionary action and serves to prescribe the ends and limit the means.

Policy Governance emphasizes vision and values, the empowerment of both Board and staff, and the strategic ability to lead leaders. Because policies permeate and dominate all organizational life, they present the most powerful lever for exercising Board leadership. Using the Policy governance approach, Boards lead by setting policy in four areas, described below. Designed as a total system to encompass all expressions of Board wisdom, the policy categories are:

- Ends,
- Executive Limitations,
- Board-Executive Relations, and
- Board Process.

ENDS

The Board's most important job is to devise a mission and mission-related statements which clearly set out what the desired results —the Ends of the Society's actions are to be. What needs are to be met, for whom, and at what cost? How will the world be different as a result of the Society's actions? Including, but not limited to the mission statement, Board-generated ends are further defined at all levels of organization. They comprise the organizational vision. The Board leaves it up to the staff to decide on the means by which to achieve these ends, and evaluates staff performance based on how well the results of the Society's actions match the desired ends.

EXECUTIVE LIMITATIONS

While the Board prescribes what ends (what results for whom at what cost) it wants to achieve, it only sets limits on the means with which the staff operates. These limits are principles of prudence and ethics that form a boundary on staff practices, activities, circumstances and methods. In the Executive Limitations policies, the Board states clearly what the Board will not allow, but it is otherwise silent regarding staff actions.

This empowers staff to use their full creative powers but at the same time safeguarding against potential abuses, enabling the Board to concentrate its energies on Ends issues.

BOARD-STAFF LINKAGE

In addition to providing the Society with a vision and defining what constitutes inappropriate staff practices, the Board must set policies about how it relates to staff—for example, the Board’s approach to delegation, its view of the Executive Director’s role, and how it will assess staff performance. The Policy Governance model envisions the Executive Director as a link between the Board and the staff. In essence, the Executive Director is the Board’s sole employee. The only specific duty of the Executive Director is to be accountable to the entire Board for the performance of the Society—on how well the Board’s ends are being met and the limitations not violated. This maintains accountability while allowing the Executive Director a great deal of latitude to act and to empower others to act.

GOVERNANCE PROCESS (The Board’s Job)

The Board must also set policies for its own internal workings— how meetings will be conducted, what topics will be addressed, the role of officers and committees, how the Board will discipline itself. An effective design of Board process ensures that the Board fulfill its three primary responsibilities:

- Maintain links to the ownership, that is, a grouping that is equivalent to stockholders in an equity corporation. For a corporate-representative Board like the DSN, for example, corporate members are the owners (e.g. the TSA’s and IFPA)
- Establishing the four categories of written policies (Ends, Executive Limitations, Board-Executive Relations, and Board Process) as defined by the Policy Governance approach, so that everything the Board has to say is included in their encompassing framework.
- Assuring executive performance. These are areas in which the Board, and only the Board, must assume full responsibility. By setting clear Board Process policies the Board develops a consistent plan for how it will operate—compelling it to remain focused on the critical challenges of providing vision and leadership.

Except for what belongs in bylaws or enabling statutes, these categories of Board policy are exhaustive, that is, they contain everything the Board has to say about values and perspectives that underlie all organizational decisions, activities, practices, budgets, and goals. These policies are succinct and few.