



BCWI Governance Model Key Features & Quick Guide

The Board of Directors delegates the power and authority to the Chief Executive to manage and operate the organization within budgetary and policy limitations.

1. The Board is responsible for and focuses on governing
2. The Chief Executive is responsible for and focuses on managing and operating the organization
3. The Board exists to govern on behalf of those who have delegated to it the power and authority to act on their behalf and in the best interests of all who make up the organization
4. The Primary Purpose and Role of the Board is to Govern. Governing consists of the following six elements:
 - Providing Leadership & direction
 - Setting the Conditions for organizational functioning
 - Oversight of all aspects of governance
 - Ensuring the financial viability of the organization
 - Protecting the best interests of the organization and the persons it exists to serve
 - Having knowledge of stakeholder needs, interests, concerns and expectations
5. The Board sets the direction and outcomes to be achieved by the organization and the conditions and constraints that must be met in fulfilling the outcomes
6. Directors have an obligation to know the business of the organization, be familiar with its operating structure, and to be informed about the overall strategies the Chief Executive will employ to accomplish the Board's outcomes
7. The Board is responsible for monitoring organizational performance (read CEO performance) and for establishing the monitoring schedule and for determining or approving the performance indicators that they will use to determine achievement and compliance. The performance indicators have to be established at the beginning of the year and not at the time of monitoring
8. The information needed by the Board to fulfill its functions is:
 - Information specific to monitoring

- Awareness of factors, forces, trends that could have a material impact on the Board's decision-making or upon the direction, strategic outcomes and policies of the organization
 - Awareness of the strategies to be employed by the Chief Executive to achieve the Board's direction and strategic outcomes
 - Awareness of the needs, interests, expectations, issues and concerns of the membership or key stakeholders of the organization
9. When the Board wants to establish its position on matters or place limitations on the Chief Executive it does so through creating written policy.
 10. The Board should always determine if it already has policy on a matter before it starts to engage in a discussion of the matter. If it does have policy then it needs to determine if the policy needs to be adjusted, strengthened or changed.
 11. The Board only creates committees to help it do its work and not to help the Chief Executive do his/her work
 12. Board agendas are about the matters related to governing and not to the matters regarding the managing and operation of the organization
 13. Regular monitoring reports are the method that the Board uses to assess organizational performance and to provide feedback to the Chief Executive. Discussion about the Chief Executive's performance should occur related to monitoring reports and not because a director wishes to review the Chief Executive's performance
 14. The Board should review the strategies that the Chief Executive plans to employ to achieve the outcomes in the strategic plan for the purpose of understanding but not for the purpose of approving or rejecting the strategies.
 15. The power and authority of the Board only exists when it acts as a whole. As individuals, Board members, including the Chairperson, exercise no power or authority in the organization and therefore cannot act or speak for the Board unless specifically delegated to do so by the Board.
 16. The only decisions or positions of the Board are those made by the Board through its accepted decision-making process. This means that the Board speaks as one.
 17. The work to be done by the Board is determined by its purpose, which is to govern, and consequently is different than the work to be done by the President & CEO and her/his staff
 18. Board members commit to partnering with each other, with the Board's leadership team, and with the President & CEO to engage in actions and decisions that contribute to building and maintaining a healthy and effectively functioning Board and organization
 19. The Board, the Chairperson and the President & CEO work from the premise that the Chairperson's primary role and function is to lead and manage the Board and not to direct and supervise the President & CEO.
 20. The President & CEO is the only staff member
 - a. who is directed by and who reports to the Board;
 - b. with whom the Board communicates and interacts regarding the management, administration and operation of the organization; and
 - c. who the Board holds accountable for organizational performance