



ORGANIZATIONAL DEVELOPMENT WORKSHOP FOR BC DIVING CLUB BOARD MEMBERS

NOVEMBER 24, 2013





To Help your Board Function More Efficiently and Effectively

- Levels of Jurisdiction
- Authority and Foundational Pieces for the club
- Types of Boards
- A Well-Functioning Board
- Duties of Directors
- Critical Elements for Policies and Procedures
- Discussion Areas
 - Meetings
 - Document Review
 - Planning
 - Frustrations as a Director





Diving Organizational Levels of Responsibility

- **National - Dive Canada**
 - Responsible to its membership
 - Development of national programming and Canada's international involvement
 - National team / athlete development
 - Elite Level Coaches and Officials
- **Provincial – BC Diving**
 - Responsible to its membership
 - Provincial level programming and provincial implementation of national programming
 - Provincial team / athlete development
 - Major Development for Coaching and Officiating
- **Community – Diving Clubs**
 - Responsible to its membership
 - Local programming and local implementation of provincial and national initiatives
 - Participant Recruitment
 - Club athlete development
 - Initial Coaching and Officiating



Working Authority of Clubs

Clubs Operate Under Four Sets of Rules

1. Laws of the land: The statute under which the Club is incorporated (BC Society Act)
2. The Clubs' Constitution and Bylaws
3. Properly adopted policies and applicable procedures
4. The applicable policies or membership rules of Dive Canada and BC Diving

For Meetings:

- The BC Society Act
- The Bylaws
- Meeting Procedures or Rules of Order



For the Club

- These should all be in place – and implemented
 - A Vision – envisioning the preferred future
 - A Mission – the purpose
 - A Multi-Year Strategic Plan – the road-map with goals and strategies to achieve the goals
 - Regular Monitoring – checking on progress and making changes as necessary
 - Accountability Systems – ensuring efficient use of resources, reporting on progress and if, necessary, changes in plans to members and stakeholders



The Board Should ...

- be accountable and responsible to members
- have appropriate decision making and monitoring systems
 - Programs
 - Financial and human resources
 - Risk management
- ensure strong organizational delivery
 - Alignment with plans
 - Good and appropriate relationships between Board and staff
 - Effective Board, Committee and Membership meetings
 - Alignment of foundational documents
 - Constitution & Bylaws
 - Strategic and Operational Plans
 - Policies & Procedures
 - Directors and Committee Terms of Reference
 - Job Descriptions



Different Types of Boards

1. Working Board
2. Management Board
3. Policy Board
4. Advisory Board



Working Board

- Often a small organization without staff or few staff
 - Board and staff roles more difficult to delineate
- Board is hands-on in all aspects of the organization
 - very involved in program and service design and delivery
 - Board roles are often multi-dimensional
- Monitoring is not arms-length
- More difficult to follow good decision-making policy
 - Many people are hands-on and making decisions
 - Inconsistent decisions
 - Communication is inconsistent
 - Lack of follow-through



Management Board

- Board has a combination of operational, programming and over-sight roles.
- Often a senior administrative employee and possibly programming or technical employees
- Board sets strategic direction and works with staff to implement
- Board approves budget
- Accountability is not arms-length.
 - Directors probably have direct involvement in programming and operations, AND
 - Also have over-sight responsibility for that same work



Forming a Picture of A Well-Functioning Board

- Strong agreement by members and others on vision, values, mission and objectives
- Respect for organizational norms, policies & decisions
- Ability to made “global” decisions for the good of the club, not for personal or representative considerations
- Strong Board and staff leadership
- Good Board development and regular assessment process
- High level of trust / low level of conflict
- Stable, flexible, innovative, entrepreneurial
- Near-consensus decision-making
- Strong communication routes to and from members
- Accountable and responsible



Duties of Directors

- Responsibilities and demands of Directors are not reduced or negated by being “volunteers”.
- Legal Duties of Directors
 1. **Duty of Care**
 2. Duty of Knowledge
 3. Duty of Skill & Prudence
 4. **Duty of Diligence**
 5. Duty to Manage
 6. **Fiduciary Duty**
 7. Duty as Trustees
 8. Duty with Investments
 9. Duty re: Delegation by Directors
 10. Duty to Adhere to Scope of Authority
 11. Duty of Avoid Conflict of Interest





Duties - Highlighted

Duty of Care

- Statutory (federal and provincial law)
- Common Law (application over time and now representing community standards)
- Society Act in BC codifies “Standard of Care”.
 - A Director of a Society shall:
 - Act honestly and in good faith and in the best interests of the society, and
 - Exercise the care, diligence and skill of a reasonable prudent person, in exercising his powers and performing his duties as a Director

Duty of Diligence

- Must act in the best interests of the organization and must be fully informed as is reasonably possible with respect to all aspects of the organization
- Directors are accountable to the organization and must act prudently and reasonably to preserve the integrity and reputation of the organization

Fiduciary Duty

- Act honestly and in good faith
- Avoid any conflict of interest
- Subordinate every personal interest to those of the organization
- Avoid acting in such a way that personal interests conflict with the interests of the organization



Critical Elements for Good Policies and Procedures

- Applying business principles to a not-for-profit organization
 - Accountability
 - Planning
 - Monitoring and evaluation
- Ensure that decisions are made at the appropriate level and by the appropriate position within the organization, in the best interests of the club
- Having the right information to make decisions
 - Financial information
 - Supervision of staff
 - Transfer of Records
 - May require Director development
- Conflict of Interest and Confidentiality
- Appropriate allocation of resources based on approved plan



Discussion

1. How well do your Board meetings work?
 1. Pre-circulated Agenda that is a reasonable length for the meeting
 - Agenda and discussions based on the annual plan
 2. Pre-circulated Director reports based on a template
 3. Pre-circulated financial statements with budget comparisons
 4. Pre-circulated Committee Reports based on template
 5. Is the meeting about more than crisis management?
 6. Is the meeting about more than event management?



Discussion

2. Does your club review the following annually or bi-annually?

- Bylaws
- Policies

3. Does your Club have a multi-year plan?



Discussion

4. What are the general frustrations that you experience as a Director of the Club?

