

OMA Learning Lab Winter Series

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Presented by:

OMAAAMO
ONTARIO MUSEUM ASSOCIATION
ASSOCIATION DES MUSÉES DE L'ONTARIO



**Webinar 1: Roles and Responsibilities of
Boards**

Webinar Agenda

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- **Introduction**
 - Mary Collier, PD Program Manager, OMA
- **Presentation and Q&A (50 min)**
 - Carrie Brooks-Joiner Questions about the webinar content
- **Q&A with Ministry of Tourism, Culture and Sport (15 min)**
 - Museum & Heritage Advisor Cathy Blackbourn
 - Questions about the Ministry of Tourism Culture and Sport Governance standard

Good Governance in Ontario Museums

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MOVING THEORY INTO PRACTICE

February 28, 2013

Carrie Brooks-Joiner, Carrie Brooks-Joiner &
Associates



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Goals for Today

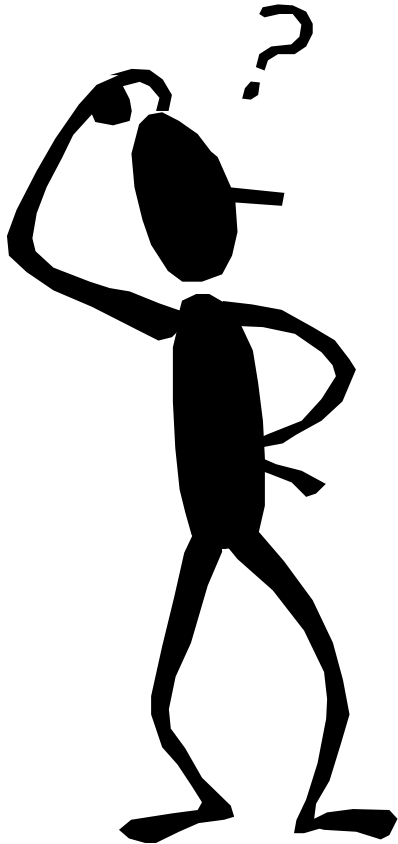
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- Common understanding of what is governance
- Describe what good governance looks like in practice
- Provide some tips and tools to implement regardless of size or budget



What is Governance?

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What or who is the Governing Body?

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- What is the corporation?
- Authority vs. responsibility
- A governing body can delegate authority
- A governing body cannot delegate responsibility

The buck stops here



Models of Governance

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- Managing Board
- Governing Board
- Policy Board
- Hybrid

- Advisory Board or Committee



Signs of Good Governance

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There is a difference between governance and good governance.

What are characteristics of boards practicing poor governance?

What are characteristics of boards practicing good governance?



Fiduciary Responsibility

Directors have a legal duty act honestly and in good faith with a view to the best interest of the corporation, and to exercise reasonable care, diligence and skill



What does this look like in practice?

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- **Managing and overseeing the affairs of the corporation includes:**
 - ensuring the organization adheres to and carries out the goals of the corporation;
 - setting long-term objectives in accordance with these goals;
 - ensuring financing stability;
 - assessing the corporation's performance;
 - establishing policies and addressing risk;
 - and being the public face of the corporation.



Duty of diligence

to act reasonably, prudently, in good faith and with a view to the best interest of the organization and its members



What does this look like in practice?

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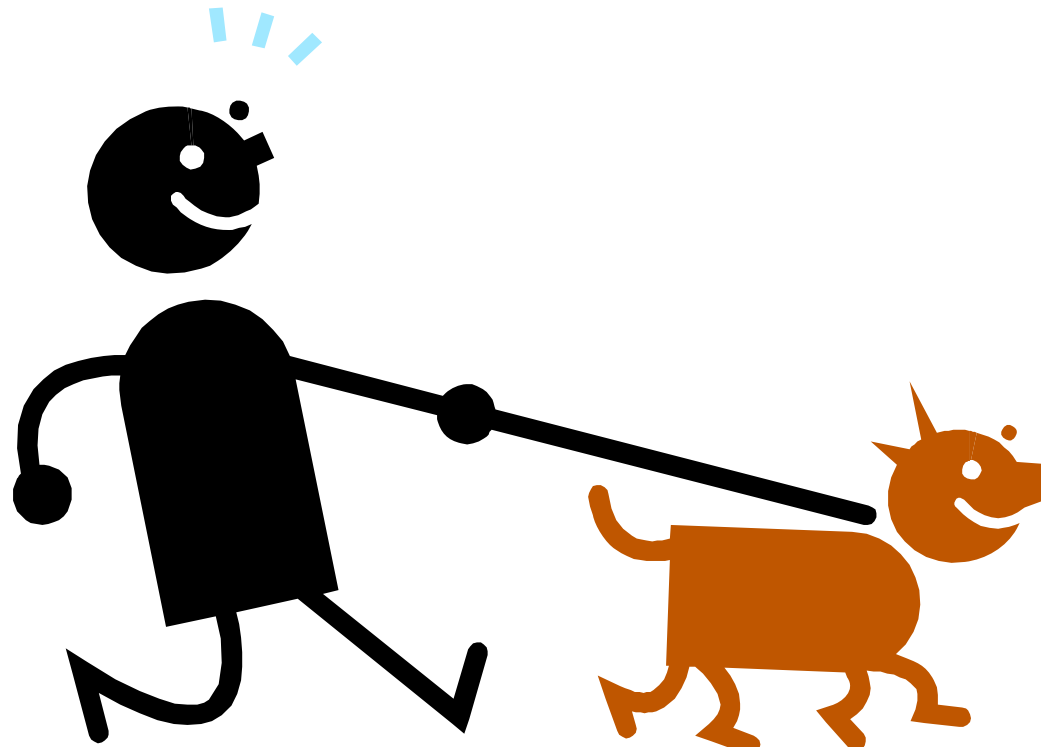
- Make thoughtful informed decisions based on their level of expertise
- Assess and manage risk
- Be honest, fair and transparent
- Are informed

- Individual directors
 - Read their minutes
 - Show up to meetings
 - Ask questions
 - Are engaged in the affairs of the corporation



Duty of loyalty

to place the interests of the organization first and to not use one's position as a director to further private interests



What does this look like in practice?

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- Avoid conflict of interest
- Confidentiality



Importance of a Unified Voice

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- *“good boards have many minds, but a single voice”*



Duty of obedience

to act within the scope of the mission and governing policies of the organization and within the scope of other laws, rules, and regulations that apply to the organization



What does this look like in practice?

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- Know and follow the governing documents (letters patent, bylaws)
- Develop and follow mission, vision values and plans, policies and practices
- Compliance



Board Practices

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The Agenda as a Governance Tool

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- Mission at the top
- Separate agenda items that are info from those that require decisions
- Allocate appropriate time for decision making
- Don't fill the board's time with reporting



Board Recruitment as a Governance Tool

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- Use committees as the “farm team”
- Be clear on the expectations
- Identify the skills needed
- Interview before the nomination
- Define a term of office



Heads Up New Not-for-Profit Corporations Act

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- Ontario's Not-for-Profit Corporations Act, 2010 (ONCA) is a legal framework for not-for-profit corporations, including charitable corporations. It will set out how not-for-profit corporations in Ontario are created, governed and dissolved.
- It is targeted to come into effect on July 1, 2013.
- Three year transition for compliance.



Some Coming Impacts

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Maximum Term of Office for Directors.

- ONCA provides a maximum period of four years for each term of office for a director (section 24 of ONCA).

Changed Approach to Membership

- ONCA provides enhanced members rights and voting privileges.



Summary

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- Good governance is linked to effective organizations
- Directors have a legal obligation to provide good governance
- Put good practice into everyday practice



Free resources

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- **Primer for Directors of Not-for-Profit Corporations**
www.ic.gc.ca
- **Imagine Canada and the Canadian Nonprofit Library Network (CNLN)** <http://nonprofitscan.imaginecanada.ca/>
- **Charity Village** www.charityvillage.com
- **Board Café**
An online column for and about boards. The column appears regularly in *Blue Avocado*, the online magazine for people who work and volunteer in the not for profit sector. blueavocado.org
- **LawHelpOntario.org**
Pro bono legal help for non-profits and charities with business law issues.



More Resources

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- **ONCA Transition Checklist**
<http://www.sse.gov.on.ca/mcs/en/Pages/onca4.aspx>
- **Chartered Accountants of Canada, The Not-for-Profit (NPO) Directors Series, www.cica.ca**
- **Service organizations:** OMA, CMA, Ontario Nonprofit Network and others.....



Questions?

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Questions for your Museum and Heritage Advisor?

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Read the Standards for Community Museums in Ontario at
http://www.mtc.gov.on.ca/en/museums/museums_standards.shtml

Download the Standards Questionnaires at
http://www.mtc.gov.on.ca/en/museums/museums_reporting.shtml

What's Next?

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- This slide deck will be emailed to all webinar participants
- The link to the recording of this webinar will be available on the OMA website
- You will receive a link to a short webinar feedback form
- Thank you for your participation!

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Upcoming Webinars

- **Mission and Vision Statements – March 7, 2013**
 - Register online at museumsontario.com
- **Strategic Planning – March 14, 2013**
 - Register online at museumsontario.com
- **Museum Ethics – April 4, 2013**
 - Registration opens soon!

Presented by:



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