

What it takes to become the next

Best Director Ever



Carpathia Housing Co-operative Board of Directors

Yes! We need you!



We would **love** for you to consider **sharing your skills** with the Board. The Co-op Board is made up of an incredible mix of skills, talents, passions, energy and areas of expertise.

3 Important Questions to ask yourself

- Do you enjoy getting involved in the nitty gritty of policy? (strategic planning, evaluating, HR, advising, evaluating)
- Do you have enough time? (preparing for meetings, reading financial documents, serving on a committee, attending board meetings)
- Do you enjoy working with others? (come to mutual agreements, work out disagreements)

4 Very Common Misconceptions

- ☐ I am too young
- ☐ I am too old
- ☐ I don't have the right skills
- ☐ I don't have anything to offer

CORRECTION!

As long as you are Passionate about the Co-op and have a Learning Mindset, the Board would love your contribution

4 Reasons why you might want to join the Board

When you serve on the Board, you have the honor, the challenge and the responsibility of understanding how everything works together.

REMEMBER!

- ❖ You have the opportunity to play a key role in strategizing and steering the Co-op "ship"
- ❖ You have the opportunity to make your voice heard, and it does have an impact
- ❖ You learn that the more you care and contribute, the more you grow personally
- ❖ You learn about Diplomacy and Patience, dealing with different opinions and still managing to reach an informed decision.

Please don't sit on the sidelines, get involved!

You don't have to have ALL the skills. We are a TEAM. We **help** each other.

As a **TEAM** we can be **stronger**, more **effective** and more **impactful**.



How do I become a Director



Stage 1. You need to be able to tick all the boxes below before you can start applying to be a Director.

- ☐ You must be 18 years of age or older
- ☐ You must be of sound mind
- ☐ You must be an individual
- ☐ You cannot be bankrupt
- ☐ You cannot be an employee of the Cooperative
- ☐ You cannot be a director if your spouse, child, sibling, parent, grandparent or in-law is a director
- ☐ You need to be in “Good Standing” with regards your Housing Charges
(You cannot currently be in arrears , you cannot be in an undertaking nor been in an undertaking in the last 18 months)
- ☐ You have to occupy a housing unit in the Cooperative
- ☐ You must be a member

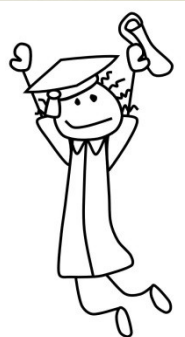


How do I become a Director

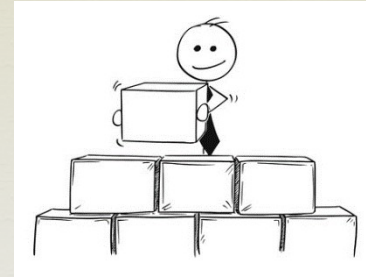


❧ **Stage 2.** You need to ask for, fill in and submit a completed **Candidacy Package**. These packages are prepared by the Office and sent out approximately 2 months before the AGM. If you meet the criteria, your name will be put forward for the members to vote on by secret ballot. The results are revealed at the AGM meeting.

❧ **Stage 3. Congratulations!** If you are voted in by the members, the longest term you serve is for **three years** unless you are completing a term that has already begun, in which case it could be a **year or two-year term**.



Our Board Structure



Before we can start to act as a Board, the Directors have to vote on who will hold the **Executive positions**. This is done at the first Board meeting following the AGM. Directors can be nominated by the other Directors or they can put their own names forward.

- ❧ The President (*the Executive*)
- ❧ The Vice President (*the Executive*)
- ❧ The Secretary (*the Executive*)
- ❧ The Treasurer (*the Executive*)
- ❧ The other Directors

The Board can decide to combine the positions of Secretary and Treasurer if they so choose.



Our Legal Obligations as Directors



We represent and are accountable to the membership and must therefore put the interests of the Cooperative before our own. As Directors we have the following duties of...

CARE,

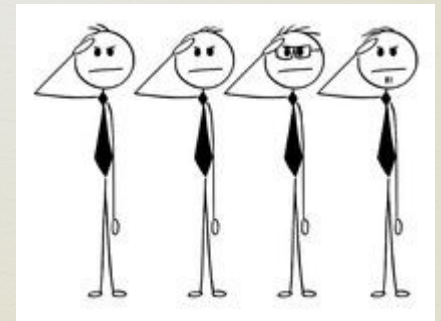
- Use your best judgement
- Actively participate, pay attention
 - Ask pertinent questions

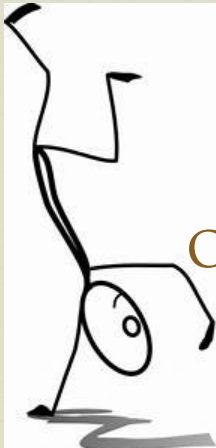
LOYALTY,

- Avoid Conflict of Interests
- Put aside personal and professional interests

OBEDIENCE

- Stay true to the mission
- Obey all the Laws: Public and Organizational





Our

Individual Roles as Directors



As a Director we help the Board in two ways.

Firstly, we help to **STEER** the Board Boat. Secondly, we help to **row** the Board Boat.

So what is *Steering*?

It is up to us to set the direction that the Board (and Management) will take, to determine/ follow which values guide it, and to ensure that the Co-op's resources are used wisely.

A strong Board makes healthy choices regarding values, strategies and performance for the growth and maintenance of the Cooperative.

We need to **PLAN**, we need to **FOLLOW** it through, and we may need to **REVISE** it.

And then we do it all over again.

And what is *Rowing*?

Rowing is secondary. This is where we can offer our expertise or special talent to assist the Board in other functions like helping to organize a fundraiser, looking for ways to be an ambassador for the Board, helping with the creation of newsletter articles.....

As Directors we work as a **Team**.

We are all **equal**. We make decisions **together**, in an **official meeting** with **official minutes**. When we leave the meeting, we become Members again unless we are doing Board work.

Our Individual Duties as Directors



☞ Actively Participate

- ☐ Provide time, talent
- ☐ Attend all meetings/ events unless excused
- ☐ Help where needed
- ☐ Listen and keep an open mind

☞ Be Informed

- ☐ About Mission, Programs, Policies etc
- ☐ Prepare for meetings, ask questions
- ☐ Stay current on related issues and organizations

☞ Safeguard ethics and values

- ☐ Follow conflict of interest and confidentiality policies
- ☐ Do not ask for special favors from staff
- ☐ Do not turn a blind eye
- ☐ Support Board decisions and recommendations
- ☐ Act honestly, in good faith and in the best interests of the Co-op.

☞ Promote the Cooperative

- ☐ Build relationships
- ☐ Spread the word
- ☐ Lead by example
- ☐ Win the trust and confidence of the membership



The Roles of the Executive

Behavioral & Operational



The Executive committee is made up of the President, the Vice President, the Secretary and the Treasurer. Their role is to ensure that the Board's duties and responsibilities are performed in line with the Co-op's By Laws and Policies. They are like the Captains of the boat.

(NB All actions must still be ratified by the whole Board of Directors)

Over and above their duties as Directors, they also perform the following tasks....

The President

- Convenes and presides over Board Meetings and oversees the proper running of board affairs.
- Helps to set the Agenda (in conjunction with the GM) and ensures that the Board follows it
- Serves as Chairman over the Executive committee
- Ensures committees are headed by a director and stays in touch with them to ensure that their work is carried out
- Is a primary spokesman for the organization and main communicator with Management unless otherwise agreed upon by the Board
- Sets up a search and selection committee for hiring a GM. Convenes the board discussions on evaluating the GM/negotiating salary packages etc
- Encourages tolerance and a "Safe Haven" board environment.
- Ensures board matters are handled properly by the persons in charge (eg correct preparation/ distribution of pre meeting materials, correct committee functioning, and the recruitment & orientation of new board members) to ensure that the board functions well.



• The Vice President

- Acts as the President/ Chair in his or her absence
- Assists the President/ chair on his/her duties
- Is assigned special duties to perform as arises.

The Roles of the Executive

Behavioral & Operational



In emergency situations, when it is impossible for the whole board to convene, The Executive committee are able to act on behalf of the Board.

The Executive committee also has signing authority. Cheques are typically signed by the General Manager and the Treasurer. The President and Vice President sign when the Treasurer is unable to.

(NB All actions must still be ratified by the whole Board of Directors)

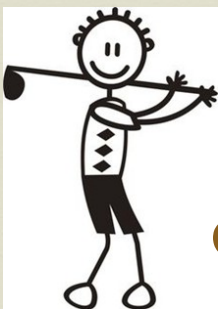
Over and above their duties as Directors, they also perform the following tasks....

The Secretary

- ❑ Is responsible for the safe keeping of all Board records, minutes and correspondence.
- ❑ Ensures accurate recording of all board meeting minutes including “In camera” meetings, executive committee meetings, and all other (deemed necessary) committee meetings.
- ❑ Distributes minutes and other documents when needed, ensuring the Board has the time to review any changes.

The Treasurer

- ❑ Ensures, through Management, that appropriate financial procedures, reports and policies exist so that the Board has the proper information available in order to ensure accurate decision making.
- ❑ Ensures that supporting documents are provided when signing cheques and documents.
- ❑ Acts as an authorized signee on behalf of the Cooperative.



Our Board Activities as Directors



We ensure that the Cooperative has what it needs to run efficiently and soundly. We ensure that both Parties, Housing Members and Co-op Management, are treated fairly and with respect.

- ☞ We hold a **Monthly Board Meeting** to ensure that all matters are discussed and decided on in a timely manner. For accurate and clear reporting our meetings are attended by Directors, Management and the Cooperative Accountant. **Minutes** are taken to ensure accurate recording of all proceedings. Prior to each meeting, Management supplies you with a package including the Agenda, relevant documents and reports. You need to go through these *before* the board meeting. Come prepared with your questions and the necessary information to vote on or discuss points further.
- ☞ We also have **“In Camera” Meetings**. These are meetings that are typically attended *only* by the Directors for confidentiality reasons. (There are some exceptions eg in the event of a Membership Review, the Manager would be present.)
- ☞ The Cooperative has a **Board email address**. We use this board email to communicate, pre discuss issues or share relevant information amongst ourselves as a Board. Pre discussion or sharing of information is done via **email** and or packages to speed up official meeting sessions. We encourage members to use this to let us know their thoughts, suggestions or issues arising.
- ☞ We contribute to the **Newsletter** to ensure that the members are informed/ updated on a regular basis.

Our Board Roles & Responsibilities ¹



❧ to Lead Strategically

We want to **develop** (and communicate) the **future direction** and **goals** of the Cooperative, and the **plans** to achieve this.

1. We look at our **MISSION**.
2. We look at where we want to be in the **FUTURE**
3. We continue to monitor the **OUTCOMES** and revise our plan as needed.

❧ to Plan for and Ensure Financial Stability

We.....

1. Make sure we understand the financial model and reports.
2. Make sure that we have a strong structure in place for correct and accurate financial reporting.
3. Ensure strategic plans are in place which include budgetary planning spaced out over a period of years.
4. Ensure proactive decision making based on sound reporting mechanisms.



Our Board Roles & Responsibilities ²

☞ To Support and Supervise Management

We want to ensure that our Management team is the best and that the structure we have in place works for the Cooperative's ever changing needs.

In line with this we will ensure that we...

1. Review and make necessary changes to the **Staffing structure**.
2. Recruit and Hire appropriately **skilled Management** as per the staffing structure.
3. Have an emergency and long term **succession plan** for the management roles.
4. Ensure that we **support and direct** but not micro manage the Management team.

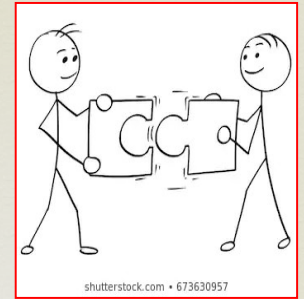
☞ to Ensure Healthy Governance

We.....

1. **Review** bylaws/compliance
2. Recruit and **orient** new board members
3. Develop a **succession** plan
4. Take responsibility for Board business and create structures that align with getting that work done
5. Conduct a **self evaluation** that allows board members to improve their governance



How are our Board Meetings run



The person who chairs the meeting is normally the President/ Vice President. His/her role is to guide the Board through the meeting. Because the “Chair” is expected to be neutral, he/she is not expected to vote. The exception to this is if there is a “tied vote” which needs to be broken. The Chair will then cast a vote to break the tie.

The Chair

1. makes sure that we have quorum and will call the meeting to order
2. ensures that we review/ approve the current agenda and the previous minutes
3. guides the discussion through the Financials/ Communications/ Presentations/ Reports as per the agenda , calling for Motions, a Seconder and All in Favor/ votes
4. closes the meeting

The Chair uses the following tools to achieve a smooth running, transparent and well recorded meeting:

- **The Agenda:-** The Chair uses the Agenda to lead the Board through the meeting. The Agenda details different points to be discussed and a suggested time limit to ensure that each item is given proper discussion/voting time.
- **Motions, a Seconder and Voting:-** The Chair calls for these as needed to ensure that the decisions made are voted on and recorded accurately.
- **Minutes:-** The Chair ensures that a recorder is present and that Minutes of the meeting are being taken.

We all want the meeting to run well, so we need.....

- ✓ Discussions with a conclusion
- ✓ Decisions made based on adequate information
- ✓ A high attendance of Directors
- ✓ The full participation of Directors
- ✓ Directors that are willing to ask questions, raise relevant issues and listen carefully



Our Board & Management Team



We work closely with Management to ensure that the Cooperative runs efficiently, but we do not micromanage.

❧ **The Board's duties** center on planning for the future, ensuring that Policies/ Bylaws are up to date and effective, responding quickly to matters of urgency that arise requiring our authorization, ensuring adequate funding is available through strategic budget planning, entering into contracts on behalf of the Coop, terminating membership, ensuring clear and open communication with our Membership, as well as performing evaluations of both Board and Management. **Our Goal is to be proactive though effective planning.** Not reactive.

❧ **Management's duties** center on the day to day running of the Cooperative, implementing policies sanctioned by the Board and ensuring compliance, ensuring accurate collection of information and maintaining accurate records. They put out the daily "Fires".

Different roles but the same Team

We have a Code of Conduct Policy

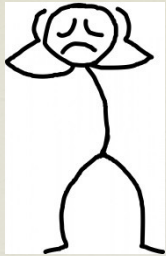


It is extremely important to remember that we must act with **dignity, loyalty and in a trustworthy manner.**

We must encourage a **healthy, open and accepting culture**, not a critical one.

Our Code of Conduct applies to all Directors (on and off the Board, past and present) and a copy will be provided to you.

1. **Actively Participate in all the meetings**
2. **Respectfully** express your opinions unencumbered yet always with **flexibility** and **compromise**, remaining **open to different viewpoints**.
3. Leave personal prejudices out of discussions.
4. Ensure **courteous conduct** to all involved. No screaming, no snide remarks, no obscene language, no devisive side chatter, no talking down to others and no bullying behavior at any time.
5. Do not ask for **special favors** and do not accept any form of a kickback.
6. **Support** the Board, the other Directors, management and membership in a POSITIVE way.
7. Ensure that the Board is following healthy Governance protocols (ie conflict of interest, legal obligations, govern not micromanage etc)
8. **Always publicly support** the Board
9. Ensure **confidentiality** is maintained at all costs. The Board must be seen as a **Save Haven**.



We absolutely avoid

Conflicts of Interest

We must avoid both actual conflicts and appearances of conflict *at all costs*. They undermine **our reputation** and **our integrity**. They undermine the entire Board and open it up for criticism, doubt and scrutiny.

Blind spots occur when we don't fully understand our Conflict of Interest situation. So we encourage you *to disclose and to discuss* any possible conflicts with the rest of the Board.

- 1. Identify the conflict**
- 2. Tell the Board of the conflict**
- 3. Based on the advice of the Board, either excuse yourself from the matter or continue under the guidance of the Board.**

As a Director, you are given a copy of the "Conflict of Interest" Policy and asked to sign it to show your commitment in following it. Ensure that you understand and abide by this written Policy. Disregarding the Policy can have significant consequences, for both you and the rest of the Board.

A conflict of interest is to make a decision about a matter in which a Director has a personal/ business interest that is not shared by all the members.

Characteristics of a Strong Board



- ❧ Mission Focused
- ❧ Clear about duties, roles and responsibilities
- ❧ Strategically using Director's strengths
- ❧ Fully engaged Directors
- ❧ Future Orientated
- ❧ Time spent on strategic important matters
- ❧ Atmosphere conducive to dialogue
- ❧ Mechanism for renewal
- ❧ Leadership is cultivated intentionally
- ❧ Attends to growth and development



Knowing the By Laws & Policies



- ❧ It is important **to know** the Cooperative's Mission, Policies, Bylaws and Programs.
- ❧ It is equally important **to practice** these, you can't be a good director if you aren't a good member.
- ❧ Combined, the two will mean that you will be *well informed* and be able to make *strong accurate decisions* on behalf of our membership.



5 Basic Questions

we should continually ask ourselves as the Board



- What are our strengths as a Board?
- What are our weaknesses as a Board?
 - Which areas can we improve in?
- How can we set and achieve our goals ?
 - Do we need training/redirection?

5 Basic Questions

we should always ask ourselves as Individual Directors

- What am I expected to do and am I doing it to the best of my ability?
 - Why is it so important?
 - Do I have the authority to do it?
 - When I need help, do I know who to go to?
 - How am I doing so far?