



OUTSASKATOON'S GOVERNANCE

ABOUT A GOVERNANCE BOARD

OUTSaskatoon's board of directors uses the framework of a Governance Board, which means that it functions on a strong relationship between the Chair and Board Executive and the Executive Director to lead and manage the organization. Additional characteristics include:

- Direction – A focus on the vision and strategic direction of the organization
- Leadership – The board sets the direction and monitors expected results.
- Committees – Based on organizational needs and board responsibility.

Members of a governance board work to:

- Establish and implement the organization's purpose and animate its vision.
- Set the rate of progress the organization will undertake in achieving its mission and diligently monitor its progress.
- Provide continuity for the governance and management of the organization's affairs.
- Confirm the organization's identity within the community.
- Perform an annual evaluation of the Executive Director of the organization.
- Commit to working to fiduciary, strategic, and generative modes to strengthen the organization.

Ask yourself the following questions if you are thinking about letting your name stand as a director:

- Am I committed to the mission of the organization?
- Can I contribute the time necessary to be an effective board member?
- Am I committed to learning, dialogue and working through difficult decisions?
- Am I comfortable with the approach and tone the organization takes in its fundraising efforts?
- Can I place the organization's purposes and interests above my own?

BOARD AND EXECUTIVE DIRECTOR RELATIONSHIP

Board: The board is responsible for governing the organization, that includes leadership, strategic direction, organizational and fiduciary accountability. It does not include the management of the day-to-day operations, which is the responsibility of the Executive Director.

PRINCIPLES OF A GOVERNING BOARD

- The board is a collective and only has authority as a group.
- The board puts its attention toward strategic directions rather than routine and operational matters.
- There is a difference between governance and management: as a governing body, the board's role is to focus on the end results (governance), while relying on the Executive Director to focus on the means required to achieve these ends (management).
- A board should be composed of individuals who have the interest and commitment, skills, experience to carry out the functions required of them.
- An effective board has job descriptions and expectations which are self-enforced.



GENERAL BOARD OPERATIONS

The board of directors is composed of a minimum of 6 and a maximum of 12 members elected by the membership at the Annual General Meeting (AGM) held annually each year and within 15 months of the last AGM. Board members serve a two-year appointment.

Individuals may be appointed to the board throughout the year but will still be required to run for election at the next AGM. OUTSaskatoon's board is responsible for the overall operation and direction of the organization.

The board normally meets monthly, on the second Wednesday of the month and takes the summer months of July and August off. For the upcoming year, we will be meeting more often, likely twice a month and we will not be able to take the entire summer off.

LEGAL DUTIES AND LIABILITIES

Board members are responsible for representing the interest of the members of OUTSaskatoon through directing the affairs of the organization, according to the expectations of the law. This legal duty is described in the *The Non-Profit Corporations Act, 2022 (Saskatchewan)*.

In representing the members of the organization and acting as their 'trustee,' board members have three basic duties:

1. **The duty of diligence:** This is the duty to act reasonably, prudently, in good faith and with a view to the best interests of the organization and its members.
2. **The duty of loyalty:** This is the duty to place the interests of the organization first, and to not use one's position as a director to further private interests.
3. **The duty of obedience:** this is the duty to act within the scope of the governing policies of the organization and within the scope of other laws, rules and regulations that apply to the organization.