

SECTION 3

Statement of Governance and Management Philosophy

The Complementary Roles of the BCIA Board of Directors (the “Board”) and Management

The BCIA Bylaws stipulate two senior management positions, being a Chief Executive Officer (CEO) and a Registrar. The Bylaws also provide that the Board may, but is not required to, appoint one person to hold the dual role of CEO/Registrar. The Board operates within a model that distinguishes between strategic leadership and operations/management. The Board and the CEO/Registrar have distinct and complementary responsibilities in advancing the mission of the BCIA.

The Board provides the overall leadership and strategic direction for BCIA. It then delegates authority and responsibility to the CEO/Registrar to provide a broad degree of freedom to exercise responsibility and judgment to achieve BCIA's strategic goals. The Board ensures that BCIA's goals are clear, parameters and approval points are established, and evaluation criteria are mutually understood.

Role of the Board of Directors

There are five ways by which the Board meets its leadership responsibilities.

1. Defining the strategic direction of the Institute

The Board is established to protect the public by providing progressive collective leadership and direction to the BCIA. All Board Members are also entrusted with directing the Institute's activities as a whole rather than in their own interest or that of any specific group, Regional Electoral District or Branch.

The Board is ultimately accountable for all aspects of the Institute's activities. While staff and others will undertake the preparatory work in the planning process, it is the Board's responsibility to make the decisions regarding the strategic plan, goals and priorities of the BCIA, consistent with legislative requirements and the Bylaws.

2. Setting the macro policies of the Institute

The Board establishes the macro policies that guide the Institute in the fulfillment of its vision. These policies reflect the values and guiding principles that determine the Institute's activities and goals. They provide the appropriate point of departure for the CEO/Registrar to implement programs and services and develop subsidiary policies.

3. Providing financial and legal stewardship

The Board approves the Institute's annual budget such that financial resources are allocated in a manner consistent with the strategic plan, goals, and priorities. It is the Board's responsibility to ensure the stability and endurance of the Institute. The Board is also responsible for ensuring that all legal requirements are met.

4. Monitoring and evaluating Institutional effectiveness

In order for the Board to answer to the interest holders or key partnerships for the performance of the Institute, it monitors the results that are achieved and evaluates the BCIA's performance in relation to the approved strategic direction. Monitoring provides an opportunity for redirection, if required, to achieve the goals identified. Monitoring is accomplished through four mechanisms:

- a. Regular CEO/Registrar Reports to the Board;
- b. Committee and Working Group reports to the Board including Board self-evaluation;
- c. Commissioning of reports to the Board from independent, external third parties; and
- d. Review of financial reports by the Board.

5. Hiring and evaluating the CEO/Registrar

The Board is responsible for the engagement, direction and evaluation of the CEO/Registrar and all decisions with respect to the CEO/Registrar's employment with the Institute. The process for the evaluation of the CEO/Registrar's performance is outlined in the *CEO's Annual Performance Appraisal, in Policy 03-01. (under development)*

Policy Areas

The Board is responsible for articulating its policies regarding the following areas:

1. The Goals of the Institute - The Institute exists to achieve certain goals for the public and the profession. Short and long-term goals are established, and resources are committed to achieving them.
2. The Board's Governance Process – The Board's leadership responsibilities and processes for fulfilling them, including its approach to delegation, understanding of the roles and expectations of Board members, committees, working groups and staff.
3. Positions on Professional Issues - The Institute's position on important issues facing the profession.
4. Conduct - Defining Codes of Conduct for Board members, Committee members and the CEO/Registrar, and appropriate Conflict of Interest Policies.

Levels of Policy

In each of these areas, the Board moves consistently from the most general policy statements to the more detailed and specific. There is no constraint on how specific Board Members may choose to be on any particular policy subject. However, Board Members should be as explicit as necessary so that those involved in implementing the policy have an

adequate appreciation of the Board's expectations. The Board does not engage in developing policies that are administrative in nature. These policy areas are the responsibility of the CEO/Registrar.

Authority of the Board of Directors and the Individual Board Member

The Board of Directors exercise their authority as a whole. No individual Board Member, committee or working group member can act with the authority of the Board unless specifically delegated to do so by the Board. When the Board authorizes a Board Member, committee or Working Group to act on its behalf, they will do so in a manner consistent with the Board's policies. The Board is ultimately accountable for all aspects of the Institute's activities.

The responsibilities of Board Members include the following:

1. Communication - While the CEO/Registrar is the official spokesperson for BCIA in most matters, should it be necessary for the Board to speak or communicate directly in the public sphere, the Board Chair will be the spokesperson. That does not preclude other Board Members from providing general comments and welcomes at events or meetings as necessary as long as they are in keeping with the guidance in this manual. Individual Board Members need to be aware of the issues facing the profession of agrology in order to participate in Board discussions on a basis consistent with their role. Board Members are expected to represent the BCIA to its key partners or interest holders by providing information on the BCIA's goals and accomplishments.
2. Board Meetings - Board Members have a responsibility to be adequately prepared, express their views and ideas, actively listen, and give due consideration to the views of their Board Member colleagues.
3. Support Decisions Taken - To provide leadership to the Institute, the Board must speak as one with a consistent voice. Each Board Member is responsible for participating fully in the Board's discussion and decision-making process and then to support the decisions taken in any communications with others (for example, staff, Registrants, the public, etc.).
4. Board Committees – Under the *PGA*, Board Members are prohibited from serving on any of the 5 statutory committees mandated under that legislation nor on the BCIA Governance Committee but may serve on special project committees or Working Groups. Chairs of the statutory committees are subject to the same vetting process as are Board Members under the *PGA*, and each committee must have lay members. The Chair, and Vice Chair shall serve on the BCIA Executive Committee which is not a statutory Committee.
5. Board Working Groups - When Board Members serve on a Working Group, they assist the Institute by developing policy alternatives and recommendations for the

Board's consideration. They participate in the Working Group on the same basis as any other volunteer with no special authority to act on behalf of the BCIA beyond the limits of the Terms of Reference of the specific Working Group. Currently there are two Board Working Group being the Financial Working Group and the Governance Board Working Group.

6. CEO/Registrar Working Groups - When Directors serve on a CEO/Registrar Working Group they assist with the respective administrative responsibilities of the BCIA. The Terms of Reference are established by the CEO/Registrar, and Directors who serve on these groups report to the CEO/Registrar..

Board Discussions

Board Members' discussions will be designed to ensure that:

1. All Board Members participate fully;
2. Minority or dissenting views are respected and reflected in the ongoing monitoring of the issue;
3. There will be inclusion and recognition of different perspectives on issues;
4. The potential impacts of proposed directions are considered prior to a decision being taken.

The Board Chair is expected to serve the Board by facilitating dialogue and allowing fair, logical input from all aspects, and Board members and guests prior to calling for a vote. All Board Members are expected to be responsible for the quality of the Board's discussions, provide support to the Chair during meetings, bring to the attention of Board aspects that may be overlooked, and make recommendations for improvement for the Board's consideration.

Board Decision-Making

Decisions are made based on a majority vote on a formal motion except as otherwise provided in the Bylaws. A motion is not valid unless at least one lay Member has the opportunity to vote on the respective motion. An abstention by any Board Member is deemed to be an opportunity to vote. After a decision has been made, each Board Member is expected to respect the decision.

Role of the Chair

The Chair provides leadership in maintaining the unity of purpose within the BCIA governance structure and provides a comprehensive view in overseeing the affairs of the Institute. The Chair does not represent a particular sector/region or a personal position but adopts an inclusive perspective on issues or policies under consideration. The Chair takes

particular concern for the Board's unity and is attentive to its processes and function as a leadership team in which all Board Members are actively engaged.

The Chair must preside over all Board meetings in accordance with the Bylaws (which allow for either the Vice Chair or Immediate Past Chair to preside if the Chair is not available) and ensure that meetings are designed and conducted to facilitate comprehensive dialogue and effective decision-making, thereby fulfilling the Board's responsibilities and achieving BCIA's vision.

Role of the CEO/Registrar

It is the responsibility of the CEO/Registrar to oversee the implementation of the Board's policies. If the CEO/Registrar is unclear about a policy or its application, it is incumbent upon that person to clarify the issue with the Board.

The CEO/Registrar is also responsible for the effective and efficient management of the Institute in accordance with the policies and budget established by the Board. This encompasses delegation of full authority by the Board to the CEO/Registrar over BCIA's operating activities and resources, responsibility for achieving the BCIA's strategic goals, and accountability for BCIA's results.

The CEO/Registrar is responsible for ensuring that timely and concise information is provided to the Board so it can fulfill its leadership responsibilities. The CEO/Registrar's responsibilities are detailed in a Position Profile and annual work-plan that articulates the Board's expectations.

The CEO/Registrar is the official spokesperson for BCIA.

The CEO/Registrar is accountable to the entire Board. Individual Board Members do not provide direction to the CEO/Registrar or other staff regarding management or implementation issues; the Board Chair provides this direction.

CEO/Registrar's Performance Evaluation

The Board approves the process for evaluating the performance of the CEO/Registrar in accordance with Board Policy: 03-01 – CEO's Annual Performance Appraisal (under development). This process may include input from Board Members, Registrants, Committee members and external key partners or interest holders but is primarily the responsibility of the Chair. The Chair provides the Board with a summary report of the results of the process.

Roles of Other Staff

The BCIA's staff provides support to the Board, Committees, and Working Groups. Staff members are expected to implement the Board's policies and directions to the best of their abilities within the parameters of the strategic plan, annual budget and in a manner consistent with all Board policies. Staff members report to the CEO/Registrar and do not take direction from members of Board or Committees.

Role of the Branches

The eight regional Branches within the BCIA have two main roles. The first is to provide professional development and networking opportunities within the geographical region covered by the respective Branch. Activities may include hosting the Annual General Meeting of the BCIA. The second role is to administer the Articling Program within the respective Branch in conjunction with the BCIA's Deputy Registrar: Registration.

Regional Electoral Districts

The eight regional branches are divided into three Regional Electoral Districts. The Districts are currently comprised of:

- District One - Peace River, Cariboo Central Interior, Kootenay Boundary, and Registrants at Large (2 Registrant Councillors);
- District Two - Kamloops, Okanagan, and Fraser Valley (2 Registrant Councillors); and
- District Three- Vancouver and Victoria & Islands (3 Registrant Councillors).

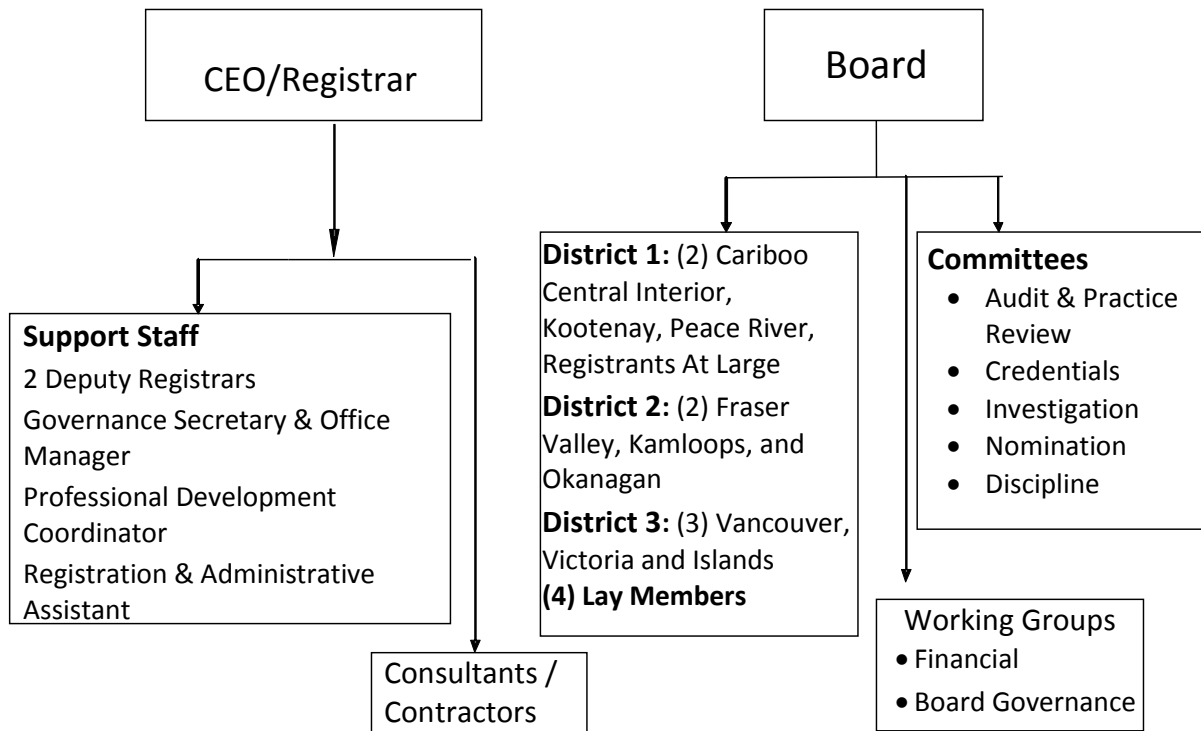
The current distribution of the seven (7) Registrant Board Members between the three (3) Districts is reviewed every three years and will be adjusted if the population of Registrants between the Districts changes significantly.

While Registrant Board Members are elected by Registrants, this is simply a method of selection to send registrants to the Board. However, upon being elected, the Registrant Board Members must act in the public interest and are not there to represent the Registrants who elected them. While providing professional and/or regional perspective or expertise is essential, all decisions must be focused on the public interest.

Summary of Board and CEO/Registrar's Roles

	COMPLEMENTARY MODEL OF GOVERNANCE	
<i>Area</i>	<i>Board's role</i>	<i>CEO/Registrar's role</i>
Strategic Planning	Approves	Provides input
Budget	Approves	Prepares for approval by Board
Day-to-Day Operations	No role	Makes all management decisions
Review of Financial Statements	Reviews periodic financial report that highlights variances from the approved budget	Prepares for Board's review the financial report that highlights variances
Financial Policies	Sets financial policies	Sets subsidiary policies
Personnel Policies	No role	Exclusive role
Administration Policies	No role	Exclusive role
Hiring of Staff	Hires only the CEO/Registrar	Hires subordinate staff
Staff Salaries	Sets global budget and CEO/Registrar salary	Sets subordinate salaries
Firing of Staff	No role except with regard to the CEO/Registrar	Exclusive role below the CEO/Registrar level
Staff Evaluations	Evaluates CEO/Registrar against the CEO/Registrar Code of Conduct and annual goals	Exclusive role below the CEO/Registrar level
Staff Grievances	No role except as per the provisions of the bullying/harassment policy.	Exclusive role
Title of Senior Staff Person		Chief Executive Officer (CEO). May be combined with the role of Registrar
Committees	Standing committees subject to the vetting process of the <i>PGA</i> report to the Board through the respective Chair's report to the Board	Special committees, and Working Groups not subject to the vetting process of the <i>PGA</i> report to the CEO/Registrar
Staff Policy & Procedures Manual (Standing Operating Procedures)		Developed and approved by CEO/Registrar
Conflict of Interest Policy	Approves the policy	
Volunteer Appraisal System	Approves the system and policy	
Board Code of Conduct	Approves the system and policy	
Committee Code of Conduct	Approves the system and policy	
CEO/Registrar Code of Conduct	Approves the system and policy	

Governance and Management Institutional Structure



BOARD ANNUAL WORK PLAN

Planning and Policy Setting

It is the responsibility of the CEO/Registrar to gather information, prepare options, and develop recommendations for the Board's review. It is the Board's responsibility to discuss the options and to decide on policy. It is also the Board's responsibility to review and approve the British Columbia Institute of Agrologists' (BCIA) annual budget and strategic plan.

Implementation

The Board has no role in implementing policy decisions. It is the responsibility of the CEO/Registrar to ensure that all policies are implemented and followed.

Monitoring

The Board monitors, administers, manages and controls the BCIA as required under the *Professional Governance Act* (the "PGA") by:

- a) Reviewing each of its policies annually (including Board policies of the Committees);
- b) Briefly reviewing its Strategic Plan at each meeting, through the CEO/Registrar's Report, to monitor progress, reviewing it annually and an in-depth review of the Plan every three years or sooner depending on the stated term of the present strategic plan;
- c) Reviewing the CEO/Registrar's report at each Board meeting;
- d) Reviewing the minutes and/or reports from each of the Statutory Committees at each Board meeting,
- e) Reviewing quarterly reports of the revenues and expenditures of the BCIA, including variances;
- f) Appointing an auditor to audit the financial statement of the BCIA annually;
- g) Engaging, as necessary, an independent third-party to review management or policies of the BCIA;
- h) Ensuring an annual performance appraisal of the CEO/Registrar is undertaken; and
- i) Undertaking an annual evaluation of its members, coordinated by the Chair.

Board Meetings

The Board determined to meet on a quarterly basis, meeting a minimum of two times per year in person and as needed by virtual platform. The Chair sets the agenda for each meeting using a standard format. The agenda and supporting documents are prepared by staff and distributed to Board member in advance of the scheduled Board meeting.

Board meetings are conducted under general parliamentary law and the BCIA has adopted Sturgis' *The Standard Code of Parliamentary Procedure* as the procedural reference for all situations not covered by the PGA, regulation or bylaws.

Board Meeting Plan at a glance

February Meeting (1 st Quarter)	May Meeting (2 nd Quarter)	September/October Meeting (3 rd Quarter)	December Meeting (4 th Quarter)
<ul style="list-style-type: none"> • Approve recommendation by Nomination Committee for nomination candidates • Approve Quarterly Financial Reports • Appointment of auditor for next fiscal year to be reviewed • CEO/Registrar Review and compensation • Set performance objectives for current fiscal year as they relate to the Strat Plan • Regular business 	<p>Virtual Meeting prior to AGM:</p> <ul style="list-style-type: none"> • to review election results and approve Audited financial statement for previous fiscal year • Election of Vice Chair, if needed • Appointment of Auditor for next fiscal year to be determined <p>Meeting to occur after AGM:</p> <ul style="list-style-type: none"> • New Board member orientation • Review of all Board policies • Review/develop Strategic plan for next fiscal year • Regular business 	<ul style="list-style-type: none"> • Set fees and review preliminary budget for next fiscal year • Set Election dates and timeline, and appoint a Returning Officer • Determine AGM date and Board Meeting schedule for next fiscal year • Appoint committee and working group members • Regular business 	<ul style="list-style-type: none"> • Approve final budget for next fiscal year

CONFLICT OF INTEREST POLICY

Definitions

- 1) In this Policy, certain terms and phrases have specific definitions as follows:
 - (a) An “*appearance of a conflict of interest*” occurs when a reasonably well-informed individual could have a reasonable perception that a Person(s) could influence decisions on behalf of the BCIA that promote their personal interests or those of an individual or entity outlined in Section 1(d);
 - (b) An “*indirect benefit*” is a benefit not restricted to a grant of compensation or consideration and includes a benefit which advances or protects a Person’s interests or is derived by an individual or entity listed in Section 1(d) below;
 - (c) “*Confidential information*” is information that is acquired solely by reason of a Persons’ involvement with the BCIA and which the BCIA is under an obligation to keep confidential;
 - (d) “*conflict of interest*” is any situation where a Person’s interests or those of a close friend, family member, business associate, unincorporated group, corporation or partnership in which the Person holds a significant interest, or any individual or entity to which or to whom the Person owes an obligation **could** influence that Person’s decisions and impair the Person’s ability to:
 - (i) act in the BCIA’s best interests, or
 - (ii) represent the BCIA fairly, impartially, and without bias;

Note that a “*conflict of interest*” exists if a decision **could** be influenced; actual influence does not need to occur; and

- (e) “*Person*” means all staff, officers, representatives, Registrants, Lay and Registrant Board Members, and all members of all committees, working groups or Working Groups authorized by BCIA.

General Duties

- 2) Unless authorized to do so by the Board, a duly authorized BCIA Committee, or by the CEO/Registrar, a Person(s) shall not:
 - (a) act on behalf of the BCIA, or deal with the BCIA, in any matter where the Person is or appears to be in a conflict of interest; nor
 - (b) use a position, office or affiliation with the BCIA to pursue or advance the Person’s interests or those of an individual or entity described in Section 1(d) above.
- 3) A Person(s) must immediately disclose a perceived, suspected or possible conflict of interest to the Committee Chair, the CEO/Registrar or the BCIA Board Chair respectively, either in writing or at a documented meeting. If a Person does not become aware of the

conflict until after a matter is concluded, the affected Person(s) must still, as soon as reasonably possible, make the required disclosure.

- 4) If a Person(s) is in doubt about whether a potential conflict of interest may exist, the Person shall request the advice of their Committee Chair, the CEO/Registrar or the BCIA Board Chair respectively.
- 5) Unless otherwise directed by the BCIA Board or the CEO/Registrar, a Person(s) must immediately take steps to resolve the conflict or remove the suspicion that a conflict may exist by:
 - a) promptly declaring any potential conflict of interest as defined by this policy and asking that the BCIA record such declaration;
 - b) recusing themselves from the portion of any meeting where the matter giving rise to the conflict of interest is being discussed; and
 - c) refraining from voting on the matter giving rise to the potential conflict of interest.
- 6) A Person(s) must not:
 - a) use their position within the BCIA to confer a benefit on an individual or entity listed in Section 1(d). This duty does not prevent a Person from conducting business with other people connected with the BCIA;
 - b) personally benefit from any business activity involving any aspects of the BCIA except in unique situations specifically authorized by the Board; and
 - c) indirectly benefit from any business activity involving any aspects of the BCIA except in unique situations authorized by the Board.

Using BCIA Property and BCIA Information

- 7) A Person(s) must have authorization from the CEO or its designate to:
 - (a) use, for personal purposes, property owned by the BCIA; or
 - (b) purchase BCIA property unless it is through channels of disposition equally available to the public or is specifically authorized by the CEO.
 - (c) in the case where it is the CEO, they must have authorization from the Board Chair.
- 8) A Person(s) may not take personal advantage of an opportunity available to the BCIA unless:
 - a) it is clear that the BCIA has irrevocably decided against pursuing the opportunity; and
 - b) the opportunity is equally available to members of the public.
- 9) A Person(s) may not use their position(s) with the BCIA to solicit any BCIA key partner or

interestholder for personal business or one operated by an individual or entity outlined in Section 1(d). This duty does not prevent Persons from transacting business with other people connected with the BCIA.

10) Confidential information, except with the express permission of the Board or the CEO must:

- a) be used only for BCIA purposes;
- b) not be used for a Person's personal benefit; and
- c) be protected from improper disclosure.

11) All Persons **must** report to the Board or the CEO/Registrar any incident of abuse of confidential information. A failure to report may result in actions being taken by the BCIA as against the respective Person.

12) A Person(s) may divulge confidential information if:

- (a) authorized by the Board or the CEO/Registrar; or
- (b) the information is required to be disclosed by law; or
- (c) in investigation or discipline proceedings of Registrants.

Rules About Gifts

13) A Person(s) may accept a gift because of their involvement with the BCIA only in the following circumstances:

- (a) The gift has no more than a token value;
- (b) It is the normal exchange of hospitality or a customary gesture of courtesy between individuals doing business together;
- (c) The exchange is lawful and in accordance with ethical practice and standards; and
- (d) An impartial observer could not construe the gift as an improper or illegal payment.

14) A Person(s) may not use BCIA property to make a gift, charitable donation or political contribution to anyone on behalf of the BCIA without the authorization of the Board or the CEO/Registrar.