SECTION 3

<u>Statement of Governance and Management Philosophy</u>

The Complementary Roles of the Council and the Executive Director/Registrar

BCIA's Council operates within a model that distinguishes between strategic leadership and operations/management. The Council and the Executive Director/Registrar (ED/R) have distinct and complementary responsibilities in advancing the mission of BCIA.

The Council provides the overall leadership and strategic direction for the organization. It then delegates authority and responsibility to the ED/R in a manner that provides a broad degree of freedom to exercise creativity and judgment to achieve the goals of the organization. The Council ensures that BCIA's goals are clear, the parameters and approval points are established, and the evaluation criteria are mutually understood.

Role of Council

There are five ways in which the Council meets its leadership responsibilities.

1. Defining the strategic direction of the organization

The Council is established to provide progressive, collective leadership and direction to BCIA. It is entrusted to protect the public. All Councillors are also entrusted to direct the activities of the organization as a whole rather than in their own interest or that of any specific group or Branch.

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

2. Setting the macro policies of the organization

The Council establishes the macro policies that guide the organization in the fulfillment of its vision. These policies reflect the values and guiding principles that determine the organization's activities and goals. They provide the appropriate point of departure for the Executive Director/Registrar to move forward with the implementation of programs and services and/or the development of subsidiary policies.

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3. Providing financial and legal stewardship

The Council approves the annual budget of the organization such that financial resources are allocated in a manner consistent with the strategic plan, goals and priorities. It is the Council's responsibility to ensure the stability and endurance of the organization.

The Council is also responsible for ensuring that all legal requirements are met.

4. Monitoring and evaluating organizational effectiveness

In order for the Council to answer to the stakeholders for the performance of the organization, it needs to monitor the results that are achieved and evaluate BCIA's performance vis-à-vis the approved strategic direction. Monitoring provides an opportunity for redirection, if it is required, in order to achieve the goals identified. Monitoring is accomplished through four mechanisms:

   a. Regular ED/R Reports to the Council
   b. Council Committee and Task Force reports to the Council
   c. The commissioning of reports to the Council from independent, external third parties
   d. The review of financial reports to the Council.

5. Hiring and evaluating the Executive Director/Registrar

The Council is responsible for the engagement, direction and evaluation of the ED/R and all decisions with respect to the Executive Director/Registrar's employment with the organization. The process for the evaluation of the ED/R's performance is outlined in *Executive Director's Performance Evaluation.*

Policy Areas

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

   1. <u>The Goals of the Organization</u> - The organization's is in existence 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. <u>The Council's Governance Process</u> - The Council's leadership responsibilities and its processes for fulfilling them. The Council's approach to delegation, its understanding of the roles and expectations of Councillors, committees, task forces and staff.

   3. <u>Positions on Professional Issues</u> - The organization's position on important issues facing the profession.

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4. <u>Conduct</u> - Defining Codes of Conduct for Councillors, Committee members and the Executive Director/Registrar, and appropriate Conflict of Interest Policies.

Levels of Policy

In each of these areas, the Council moves consistently from the most general policy statements to the more detailed and specific. There is no constraint on how specific the Council may choose to be on any particular policy subject. However, the Council should be as explicit as it needs to be in order that those involved in implementing the policy have an adequate appreciation of the Council's expectations. The Council does not engage in developing policies that are administrative in nature. These policy areas are the responsibility of the Executive Director/Registrar.

Authority of the Council and the Individual Councillors

The Councillors exercise their authority as a whole. No individual Councillor, committee or task force can act with the authority of the Council unless specifically delegated to do so by the Council. When the Council authorizes a Councillor, committee or task force to act on its behalf, they will do so in a manner consistent with the Council's policies. The Council is ultimately accountable for all aspects of the organization's activities.

The responsibilities of Councillors include the following:

1. <u>Communication</u> - Individual Councillors need to be aware of the issues facing the profession of agrology in order to participate in Council discussions on a basis consistent with their role. Councillors are expected to represent BCIA to the stakeholders by providing information on BCIA's goals and accomplishments. Councillors are also expected to contribute to BCIA in ways other than serving on the Council.

2. <u>Council Meetings </u>- Councillors have a responsibility to be adequately prepared, to express their views and ideas, to actively listen, and to give due consideration to the views of their Council colleagues.

3. <u>Support Decisions Taken</u> - In order to provide leadership to the organization, the Council must speak as one with a consistent voice. Each Councillor is responsible for participating fully in the Council's discussion and decision-making process and then to support the decisions taken in any communications with others (for example with staff, members, the public, etc.).

4. <u>Council Committees</u> - When Councillors serve on a Council Committee, they assist the organization in meeting its responsibilities under its legislated mandate. They participate on the Council Committee on the same basis as any other volunteer with no special authority to act on

behalf of BCIA beyond the limits of the Terms of Reference of the Committee.

5. <u>Council Task Forces</u> - When Councillors serve on a Task Force, they assist the organization by developing policy alternatives and recommendations for the Council's consideration. They participate on the Task Force on the same basis as any other volunteer with no special authority to act on behalf of BCIA beyond the limits of the Terms of Reference of the Task Force. When created, each Task Force is given a termination date for its activities.

6. <u>Executive Director/Registrar Working Committees</u> - When Councillors serve on an ED/R Committee, they assist the Executive Director/Registrar in meeting his administrative responsibilities at BCIA. ED/R Committees get their Terms of Reference from the Executive Director/Registrar and Councillors who serve on such committees report to the Executive Director/Registrar.

Council Discussions

The Council's discussions will be designed to ensure that:

1. All Councillors 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 President is expected to serve the Council by facilitating dialogue and prompting the Council to consider aspects which are being overlooked in a particular discussion. All Councillors are expected to be responsible for the quality of the Council's discussions, provide support to the President during meetings and make recommendations for improvement for the Council's consideration.

Council Decision-Making

Decisions are made on the basis of a majority vote on a formal motion except as otherwise provided in the Bylaws. After a decision has been made, each Councillor is expected to respect the decision.

Role of the President

The President provides leadership in maintaining unity of purpose within BCIA's governance structure and provides a comprehensive view in overseeing the affairs of the organization. The President does not represent a particular

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sector/region or a personal position but adopts an inclusive perspective on issues or policies under consideration. The President takes particular concern for the unity of the Council and is attentive to its processes and function as a leadership team in which all Councillors are actively engaged.

The President is responsible for ensuring that meetings of the Council are designed and conducted in a manner that facilitates comprehensive dialogue and effective decision-making, thereby fulfilling the Council's responsibilities and achieving BCIA's vision.

Role of the Executive Director/Registrar

It is the responsibility of the Executive Director/Registrar to oversee the implementation of the Council's policies. Every effort will be made to ensure that Council policies are clear. Nonetheless, it is recognized that judgment is required to implement policy. In the event that the Executive Director/Registrar is unclear about a policy or its application, it is incumbent upon him/her to raise the issue for clarification by the Council.

The Executive Director/Registrar is also responsible for the effective and efficient management of the organization in accordance with the policies and budget established by the Council. This encompasses delegation of full authority over BCIA's operating activities and resources, responsibility for achievement of BCIA's strategic goals, and accountability for BCIA's results.

The Executive Director/Registrar is responsible for ensuring that timely and concise information is provided to the Council so that it can fulfill its leadership responsibilities.

The ED/R's responsibilities are detailed in a Position Profile and annual work-plan approved by the Council which articulates the Council's expectations.

The Executive Director/Registrar is accountable to the entire Council. Individual Councillors do not provide direction to the Executive Director/Registrar or other staff regarding management or implementation issues. Such direction is provided by the Executive Committee. Any and all staff of the organization report to the Executive Director.

Executive Director/Registrar's Performance Evaluation

The Council approves the process for evaluating the performance of the Executive Director/Registrar. This process may include input from all of the Councillors but is primarily the responsibility of the President. The President provides the Council with a summary report of the results of the process.

Role of Other Staff

BCIA's staff provide support to the Council, committees and task forces. Staff members are expected to implement the Council's policies and directions to the

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best of their abilities within the parameters of the strategic plan ,annual budget and in a manner consistent with all policies of the Council. Staff members below the Executive Director/Registrar level report to the ED/R and do not take direction from members of Council or Committees.
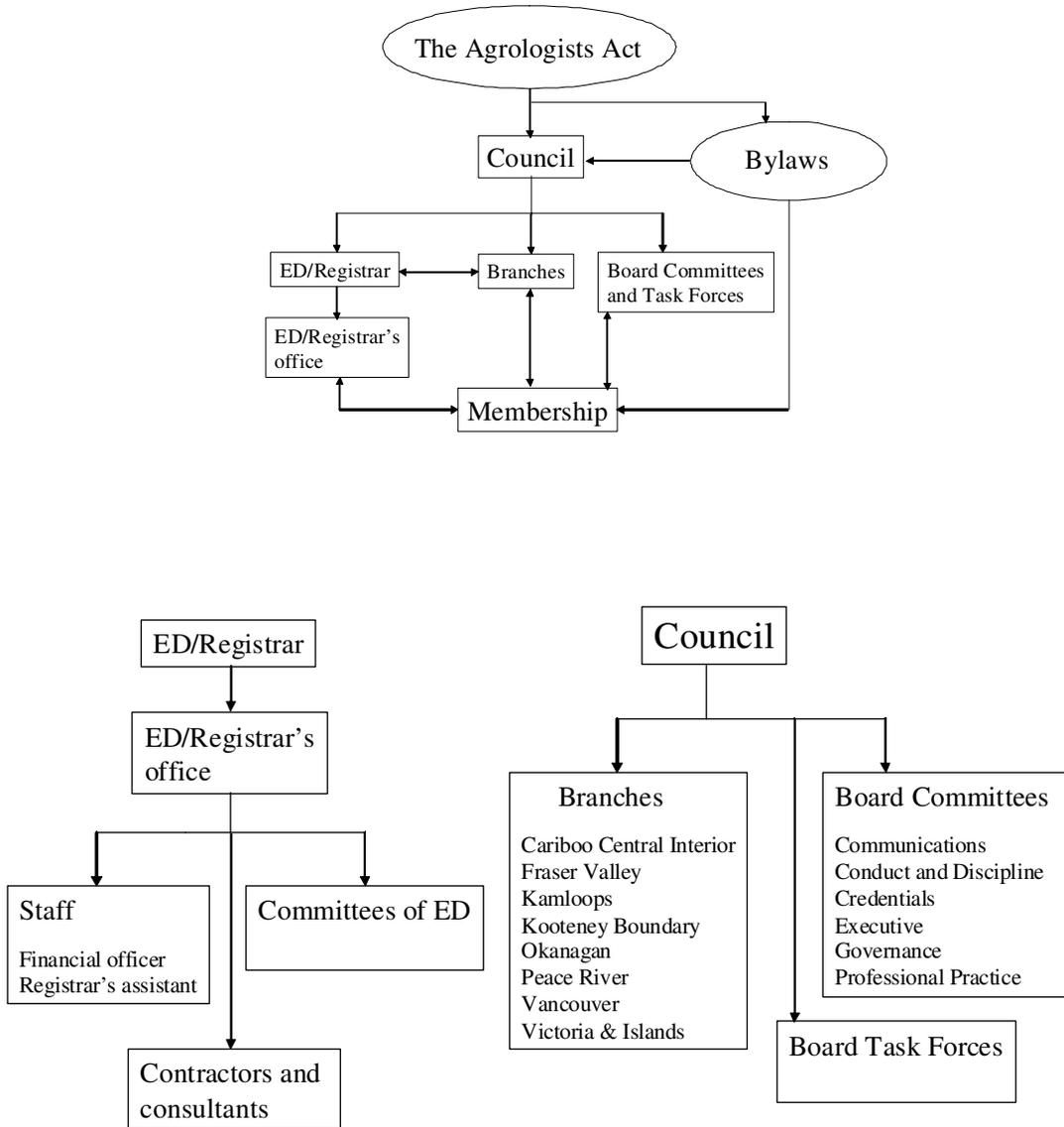
Role of the Branches
The eight branches within BCIA have three main roles. The first is to facilitate the election of a councillor who will become a member of BCIA Council and a serve a term of two years. As a member of Council, the Councillor is responsible to the Council as outlined in this manual. A Councillor may serve a total of three consecutive terms of two years each. At this time, the Councillor is required to step down for at least two years prior to once again acting as a Councillor. The second role is to provide professional development and networking opportunities within the region covered by the branch. Activities may include hosting the Annual General Meeting of BCIA .The third role is to administer the Articling Agrologist program within the branch.

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Summary of Council and Executive Director/Registrar's Roles

Area	COMPLEMENTARY MODEL OF GOVERNANCE	
Area	*Council's role*	*ED/R's role*
Strategic Planning	Approves	Provides input
Budget	Approves	Prepares for approval by Council
Day-To-Day Operations	No role	Makes all management decisions
Review of Financial Statements	Reviews periodic financial report that highlights variances from approved budget	Prepares the financial report that highlights variances, for Council's review
Financial Policies	Sets some financial policies	Sets subsidiary policies
Personnel Policies	No role	Exclusive role
Administration Policies	No role	Exclusive role
Hiring of Staff	Hires only the ED/R	Hires subordinate staff
Staff Salaries	Sets global budget and ED/R salary	Sets subordinate salaries
Firing of Staff	No role except with regard to the ED/R level	Exclusive role below the ED/R level
Staff Evaluations	Evaluates ED'R against the ED/R Code of Conduct and annual goals	Exclusive role below the ED/R level
Staff Grievances	No role	Exclusive role
Senior Staff Person		AT BCIA it is ED/R. In some organizations it is CEO, or Executive Director, General Manager, Registrar, or President
Committees	Some report to Council	Some report to ED/R
Council Governance Manual	Provides governing policies, mission, history, governance description, committee terms of reference, and legal documents. Approved by Council.	
Staff Policy & Procedures Manual (Standing Operating Procedures)		Developed and approved by ED/R
Conflict of Interest Policy	Approves the policy	
Volunteer Appraisal System	Approves the system and policy	
Council Code of Conduct	Approves the system and policy	
Committee Code of Conduct	Approves the system and policy	
ED/R Code of Conduct	Approves the system and policy	
Executive Committee	Maybe; if yes, its role is clear and limited	
Council Meetings	Shorter - deal only with policy matters and performance monitoring	

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Governance and Management Organizational Structure

The Agrologists Act

Council ← Bylaws

ED/Registrar → Branches → Board Committees and Task Forces

ED/Registrar's office

Membership

ED/Registrar

ED/Registrar's office

Staff
Financial officer
Registrar's assistant

Committees of ED

Contractors and consultants

Council

Branches
Cariboo Central Interior
Fraser Valley
Kamloops
Kooteney Boundary
Okanagan
Peace River
Vancouver
Victoria & Islands

Board Committees
Communications
Conduct and Discipline
Credentials
Executive
Governance
Professional Practice

Board Task Forces

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