

Partnership with the Manitoba Child Care Association - Customizable Board Governance Manual and Support Services

Information Session for Centres

**Early Learning and Child Care Division
Department of Education and Early Childhood Learning**

Tuesday, November 26, 2024

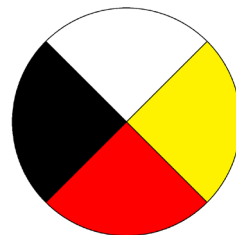


LAND ACKNOWLEDGEMENT

We recognize that Manitoba is on Treaty 1, 2, 3, 4, 5, 6 and 10 Territories and the ancestral lands of the Anishinaabe, Anishinewuk, Dakota Oyate, Denesuline, Ininiwak and Nehethowuk Peoples.

We acknowledge Manitoba is located on the Homeland of the Red River Métis. We acknowledge northern Manitoba includes lands that were and are the ancestral lands of the Inuit.

We respect the spirit and intent of Treaties and Treaty Making and remain committed to working in partnership with First Nations, Inuit and Métis people in the spirit of truth, reconciliation and collaboration



Agenda

- Background: Leadership and Training Initiative

- Effective Board Governance

Presented by : Jodie Kehl, Manitoba Child Care Association / Michele Hengen, People First HR Services

- Overview of board governance, supports and resources
- Customizable Board Governance Manual & Sections
- Implementation Support Services
- Contacts

- Questions

Background: Leadership and Training Initiative

Board Governance Priority

Government Commitment under the Canada-Manitoba Early Learning and Child Care Agreement

- Supports quality early learning and child care system that enables a strong workforce
- Partnership with the Manitoba Child Care Association for all licensed non-profit centres and their Boards
- 2023 – 2025 Action Plan:
 - Expansion of current board governance publications in MCCA resource library available in French
 - Customizable Board Governance Manual and free governance implementation support services
 - Half-day in-person Governance Training workshop to include governance fundamentals and governance in action training. To supplement the existing online governance training that MCCA offers.*

General Reminders

Operational guidance:

Access to the circular and copies of the webinar:

November 18, 2024 | Partnership with Manitoba Child Care Association – Customizable Board Governance Manual and Support Services

www.manitoba.ca/education/childcare/childcare_news/current_circulars.html

General Inquiries: Early Learning and Child Care and this initiative:

Visit www.Manitoba.ca/childcare



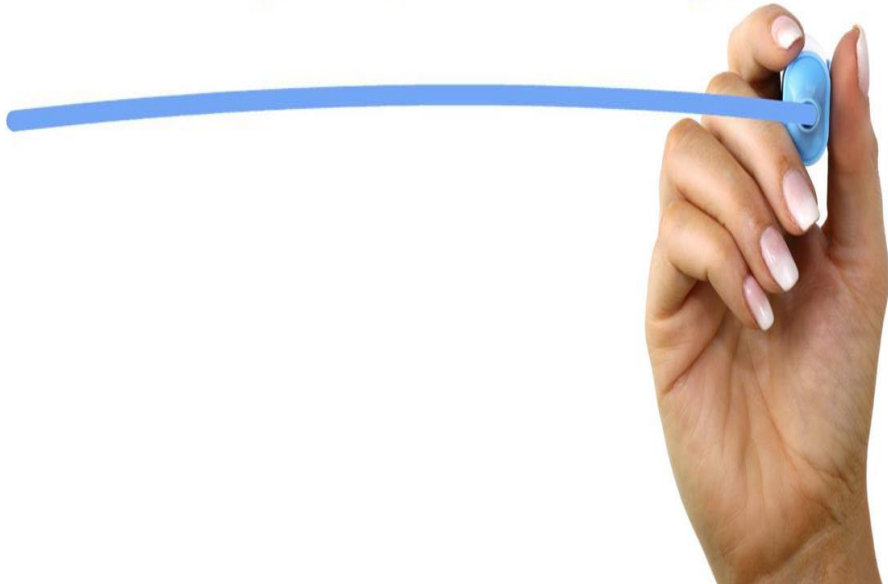
EFFECTIVE BOARD GOVERNANCE

November 26, 2024





BOARD OF DIRECTORS



BACKGROUND INFORMATION

- Identified need for additional board governance resources
- 2017 – MCCA partnered with PFHR Services to develop an Online Board Orientation
- 2018 – developed the online training
- Signed MOA with the Province of MB to support registrations of all NFP facilities (Directors and Boards) in Manitoba
- Launched the training in 2018



1800 completed
registrations
to date



The Basics of Effective Board Governance



An Online Board Orientation
Resource for Early Learning
& Child Care Centres

MCCA hired PEOPLE FIRST HR Services to provide their expertise on board governance in the development of this resource.

The Online Board Governance Orientation is part of Manitoba's Action Plan, under the Canada-Manitoba Early Learning and Child Care Agreement.



Manitoba Child Care
Association

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Toll Free: 1-888-323-4676 (MB)
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www.mccahouse.org



The Basics of Effective Board Governance

Les Bases d'une Gouvernance Efficace du Conseil D'administration



DEVELOPMENT OF ADDITIONAL RESOURCES



How to Run an Effective Board Meeting

How to Run an Effective AGM

PEOPLE FIRST
HR SERVICES





PROMOTION OF RESOURCES

DID YOU KNOW?

THE BASICS OF BOARD GOVERNANCE

MODULE 1: ROLES & RESPONSIBILITIES

Time Investment: 30 minutes

This module is designed to provide awareness of the basic responsibilities and functions expected of a governing board and its members.

It covers the following topics: terminology, responsibilities of the board, role of the board, positions of the board members, responsibilities to and relationship with staff, recruitment of board members and board orientation.

DID YOU KNOW?

THE BASICS OF BOARD GOVERNANCE

MODULE 3: EFFECTIVE MEETINGS

Time Investment: 15 minutes

This module outlines the aspects of an effective meeting. It covers the following topics: meeting purpose, meeting preparation, effective chairing, meeting procedures and quorum, agendas and reports, in-camera sessions, effective participation, networking/ social time, minutes and action items and annual general meetings.

DID YOU KNOW?

THE BASICS OF BOARD GOVERNANCE

MODULE 2: ACCOUNTABILITY & AUTHORITY OF THE BOARD OF DIRECTORS AND COMMITTEES

Time Investment: 15 minutes

The board of directors is the legal authority of an organization. This module will cover topics related to accountability and authority. The following items will be addressed: by-laws, code of conduct and committees.



DID YOU KNOW?

THE BASICS OF BOARD GOVERNANCE



10 MINUTE VIDEOS ARE AVAILABLE IN ENGLISH AND FRENCH ON HOW TO CONDUCT EFFECTIVE BOARD MEETINGS & AGM



DID YOU KNOW?

THE BASICS OF BOARD GOVERNANCE

CHAPTER 17 OF YOUR HUMAN RESOURCE MANAGEMENT GUIDE

THIS CHAPTER IS DESIGNED TO:

- PROVIDE A COMPREHENSIVE DOCUMENT OUTLINING THE RESPONSIBILITIES OF GOVERNING BOARD AND ITS MEMBERS.
- ENSURE REASONABLE CONSISTENCY IN BOARD AWARENESS THROUGHOUT CENTRES IN MANITOBA
- TO PRESENT A GUIDE THAT IS VALUABLE, YET FLEXIBLE ENOUGH TO BE USEFUL ACROSS ALL THE CENTRES IN MANITOBA
- TO SERVE AS A REFERENCE DOCUMENT FOR BOARD TRAINING AND ORIENTATION

NOVEMBER 2024



FAST FORWARD

MCCA'S
GOVERNANCE
SUPPORT
COMMITTEE

EST. 2021



PHASED ROLLOUT

STAGE 1

Develop
template,
translate,
develop resource
list - DONE

STAGE 2

Customization
&
Implementation
- CURRENT
PHASE

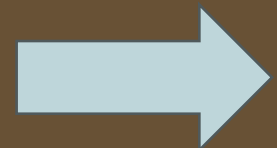
STAGE 3

Workshops and
webinars -
FUTURE PHASE

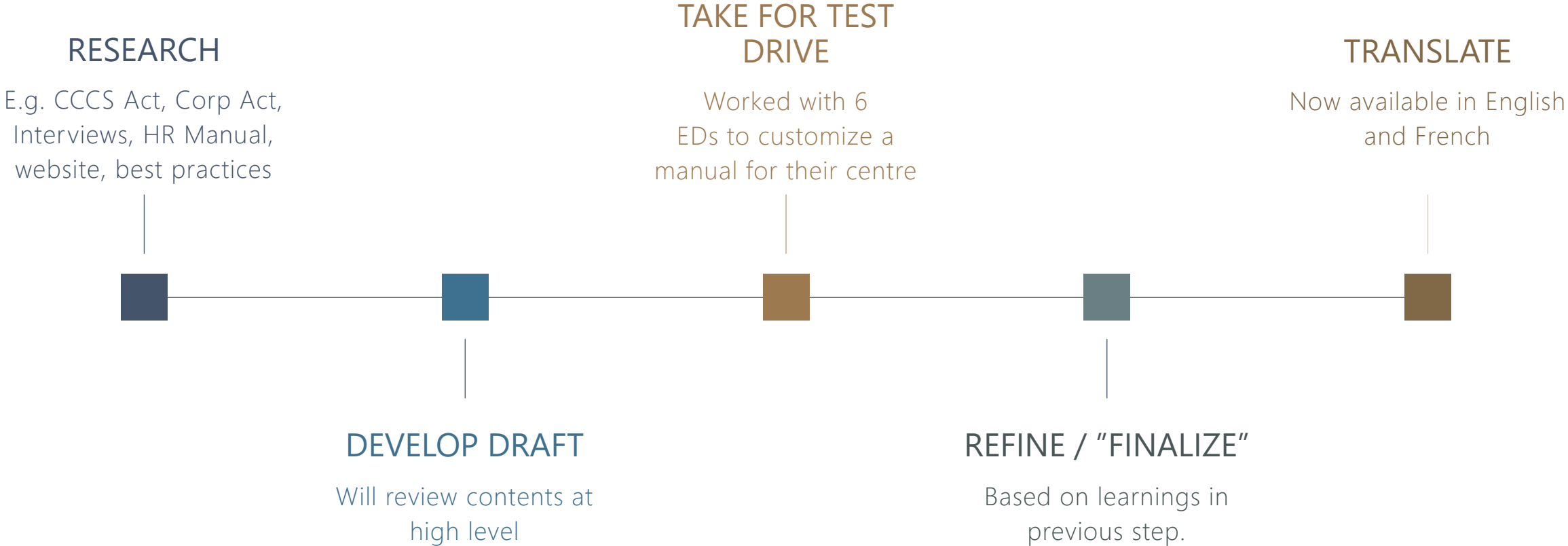
STAGE 4

Continue to
provide ad hoc
support

MORE
INFORMATION
NEXT SLIDES



STAGE 1 – DEVELOP TEMPLATE - DONE



- Foundational Board training
 - Governance models and principles
 - Role of Board members and the Executive Director (ED)
 - Effective Board meetings
 - Board policies vs management procedures
- MCCA Governance Manual Template
 - High level walk through

Some common Board issues



Lack of communication between Board meetings



Lack of timeliness with respect to requests



Some members dominate; others do not contribute



Board members content with status quo vs. those who want to drive new initiatives forward



Failure to address issues



Meetings after the meeting

What is a Board?

- Independent from management
- Look out for interest of stakeholders
- Not involved in day-to-day management
- Main role is to provide oversight

Board – ensures organization is **doing the right things**

Management – ensures organization is **doing things right**



Governance Models and Board Structures

Advisory

Cooperative – most democratic

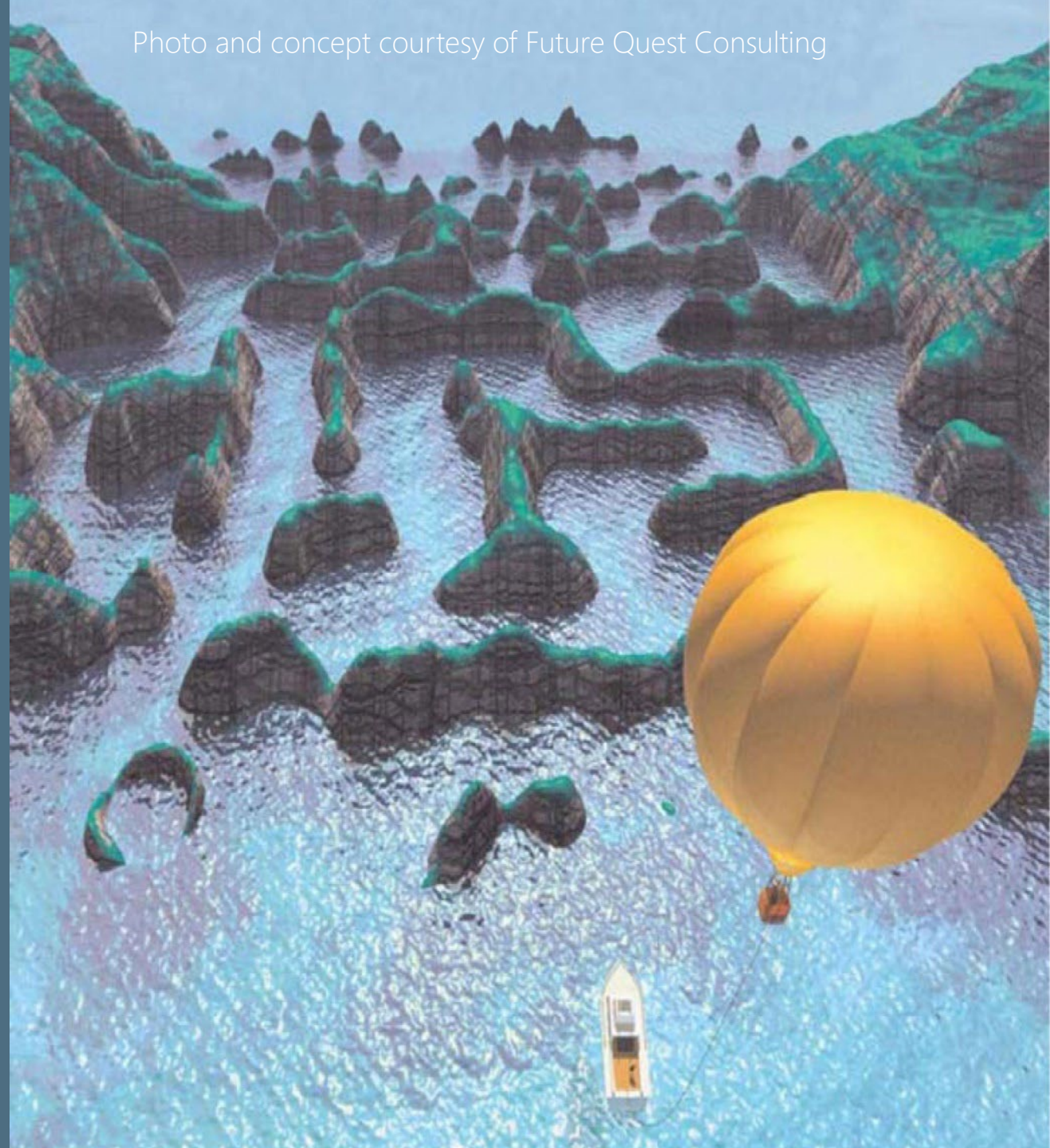
Management Team – working
board

Policy Governance

Photo and concept courtesy of Future Quest Consulting

Governance:

The Boat and the Balloon



Board of Directors

- Sets mission, vision, strat plan
- Establishes committees
- Allocates resources
- Establishes policy
- Monitors results
- Advocates for community
- Contributes to positive public relations
- Hires and evaluates the ED

Management (ED)

- Provides leadership to centre
- Assists in planning
- Implements decisions, goals, policies
- Performs program management
- Performs organizational, financial and HR management
- Handles public relations

Board Members


- Volunteers
- Part time
- Set policy
- Assign authority
- Oriented towards the future

Staff Members

- Hired (paid)
- Usually full time or possibly part time
- Implement and operate within policy
- Receive authority
- Focus on daily administration

Board Relationship with Staff

- Courteous and tactful
- Only employee with direct relation to the board is the ED
- Communicate requests through the ED only
- Facilitate work of the ED
- Ensure compliance with employment standards legislations, health and safety requirements



All Governance Models:

Shape

Shape direction of centre through visions, mission, strategy and policies

Ensure

Ensure leadership, resources and finances support the mission

Monitor

Monitor performance and take corrective action promptly



Fiduciary Duty

- Commitment to act in the best interests of another entity, in this case, and in the best interests of the centre
- Includes:
 - duty of loyalty
 - duty of care
 - duty of obedience
- To whom do you owe a duty?
- Beneficiary is in position of vulnerability at the hands of the fiduciary
- Ensure decision is “within the range of reasonable choices” directors could have made
- Manage organizational affairs as if they were your own
- **Question - Who is your primary stakeholder?**



Where do Boards fail?

- Group think and other cognitive biases
- Conflicts of interest
- Fail to ask the hard questions
- Do not properly oversee results and performance
- Do not address non-performance

Board Policy Framework

Board Policy:

- Larger, more strategic issues
- Not day-to-day operations (delegated to ED)
- Focus on the ENDS (organizational purpose)
- Major policies that affect entire organization
- Speak to Board and staff requirements around ethics, conduct
- Outline Board oversight duties
- Clarify how the Board carries out its functions (sometimes call the Board means)

Board Policy Framework

Management Procedures:

- Outlines how Management is to allocate internal resources and carry out the purpose (MEANS)
- Clarify roles and responsibilities that have been delegated by the Board
- Define practices, methods, conduct and other activities carried out by ED and staff
- Clarifies responsibilities around: remaining in compliance, organizational structure, effective operations, implementation of internal controls

Board Policy Framework

Policy Approvals:

- The **Board** (or designated Board Committee) approves **Board** Policies
- **Management Executive Director**) approves **Management** Procedures

The Board may also approve new or significant procedures

Bylaws

- Centre is governed by bylaws
- Cover areas such as the following (may be more):
 - Membership in the organization – who, rights, how cease
 - Board members - #, how elected, length of term, remove, officers, qualifications, how to remove, max term
 - Fiscal Year
 - Meetings – AGM, special, regular – quorum, notice, process to call
 - Voting – how, tie break, proxies
 - Amendments – passed by majority vote at AGM or special meeting
 - Record keeping – minutes, financial reports

Bylaw versus Board Governance Policy

Bylaw

Rules and regulations

Require expertise (legal) to review and revise typically

Approved by membership

Include: purpose of organization, how directors are elected, how meetings are conducted, what constitutes quorum, how indemnified

Board Governance Policy

How the board conducts its business internally

Cover what is expected of Board members

Created and approved by the Board



Governance Manual

Template for Manitoba Child Care Centres

Initial Sections

- Introduction
- Definitions and Acronyms
- Acknowledgement of Governance Manual
- Vision and Mission Statement
- Review and Amendments
- Board Policy Framework

Governance Structure – High Level

- Board composition
 - Align with bylaws - # of members, how appointed/elected
 - Skills sought – areas of expertise
- Overall Board roles and responsibilities
 - Oversee operations; review performance
 - Provide strategic leadership
 - Delegate day-to-day management to ED
 - Adopt new policies and keep current
 - Support ED
 - Develop relationships with external stakeholders
 - General expectations

Board Roles in Specific Areas



Legal and Ethical Conduct

Financial Matters

Strategic Planning

Programs and Services

Risk Management

Human Resources

Additional Duties of Board Chair

Additional Duties of other Officers

Parent Advisory Committee

Legal and Ethical Conduct

- Set tone at the top
- Review and approve policies including Code of Conduct for employees
- Review internal controls
- Ensure compliance with legislative requirements
- Act in the best interests of the organization; with honesty & integrity
- Exercise care, diligence and skill of reasonably prudent person
- Adhere to Code of Ethics and Conduct



Financial Matters

- Ensure fiscal stability of centre
 - Review and approve annual budget and operating plan
 - Review financial results and approve audited financial statements
 - Review audit results; follow up on management responses
 - Monitor internal controls
- Oversee Finance Policy
- Approve in writing expenses exceeding \$XXX
- Advocate for funding for communities to achieve strategic objectives
 - Oversee distribution of funds received



Strategic Planning

- Provide direction to management in developing long-term strategy
- Annually approve the operational plan
- As needed, review and approve Mission, Vision and Mandate
- Work with Management to develop goals in key areas to meet needs of children and families
- Ensure organization is equipped to deliver programs and services
- Regularly monitor Management's progress against strategic plan



Programs and Services

- Work with Management to identify key programs and services
- Oversee implementation of programs and services
- Ensure adequate resourcing is available
 - May participate in fundraising if needed
- Develop standards to measure effectiveness
- Encourage and support best practices



Risk Management

- Regularly discuss key risks
- Ensure risks are being managed appropriately
- Review fire safety plans
- Ensure adequate insurance coverage for the centre



Human Resources

- Hire / terminate ED and set terms of employment
- Monitor ED performance and provide feedback
- Approve ED compensation
- Ensure ED is equipped to perform role / provide training and development as needed
- Develop succession plan for ED
- Review organizational structure
- Approve salary increases and, from time to time, bonuses
- Ensure centre complies with all HR policies and legislative requirements

Additional Duties of Board Chair

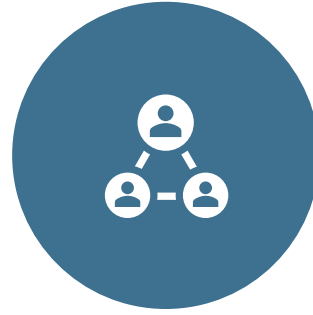
- Act as liaison between ED and the Board
- Chair Board meetings; preserve order
- Ensure proper minutes are recorded and presented
- Oversee issues raised re: conflict and conflict of interest
- Encourage participation of all, build consensus, develop teamwork
- Foster open and productive relationship between the Board and Management
- Meet with ED twice re: performance management
- Ensure ED is managing staffing issues and provide counsel as needed
- Ensure ED is aware of concerns raised by others
- Develop relationship with Manitoba Child Care Program



Additional Duties of other Officers

- Vice Chair
 - Fill in for Chair as needed
 - Assist Chair
- Secretary
 - Keep, record and distribute minutes
 - Manage correspondence and records for the Board
- Treasurer
 - May be more hands on if function not managed internally or outsourced
 - Take lead role in overseeing Finance function

Responsibilities to the ED



RELATIONSHIP



RECRUITMENT



PERFORMANCE
MANAGEMENT



SUCCESSION
PLANNING



Management Roles & Responsibilities – in general

Provide	Provide Board members with information and education including changes in legislation
Present	Present financial results and appropriate accompanying material
Provide	Provide audited and approved financial statements to all third parties as needed – regulators, funding organizations
Govern	Govern organizational structure and internal resource allocation to meet business needs
Supervise	Supervise staff issues and concerns without seeking Board counsel unless in extenuating circumstances
Seek	Seek Board approval for expenses greater than \$XXX

Code of Ethics and Conduct

Code of Conduct

- Mutual trust and respect
- Open, honest and professional communication
- Act in best interests of organization and community
- Be transparent and share complete information
- Protect assets including information and equipment
- Set tone at the top
- Fulfill fiduciary duties





Code of Ethics

Conflict of Interest

- Centre (children / families) comes first
- Do not use position for personal or financial gain
- Avoid situations of perceived conflict
- Do not use position to help friends, family
- Caution with accepting gifts
- Declare at every Board meeting
- Abstain from voting/discussion

Code of Ethics

Confidentiality Code

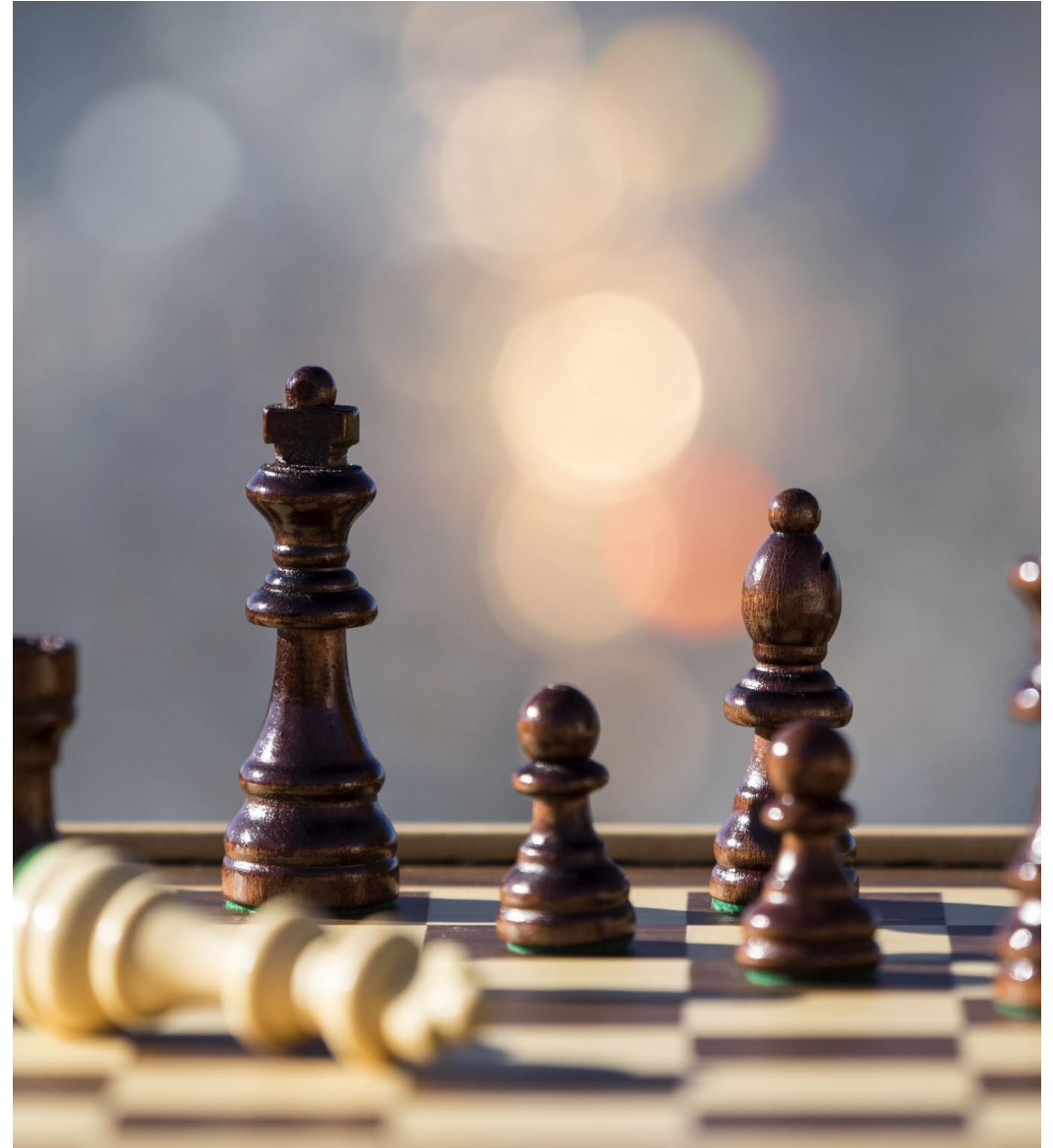
- Need-to-know principle
- Do not disclose personal or confidential information
- Extends beyond term
- Return confidential materials when term expires



Code of Ethics

Disciplinary Measures for Breaches

- Brought forward to Board Chair
- Form ad hoc committee
- Manage within Board
- No retaliation
- May have an investigation
- Confidentiality



Board Meetings

Frequency & Format

Agendas

Quorum

In-camera

Voting

Minutes



AGM

- Annual Meeting – within 6 months of fiscal yearend
- Board reports on:
 - Financial status of centre
 - Approved annual audited financial statement
 - Auditor's report
- Management (ED) reports on:
 - Programs and services
- Open to parents, staff, Board
- Parents in good standing vote on:
 - Confirm or reject by-laws
 - Elect new Board members



Board Committees

- Alternative to entire Board overseeing everything
- E.g. of standing committees:
 - Audit, HR, Governance
- Ad hoc committees as needed
 - Recruitment of CEO
 - Manage reported Code of Ethics breach
 - Fundraising
- Terms of Reference to be developed
 - More details found in Governance Manual

Remuneration of Board Expenses

Occasional out-of-pocket

Process for reimbursement

No payments in advance

Who approves

Board Succession and Assessment

- Ensure strong Board in long term
- Onboarding
 - Management to provide
 - Information – Governance Manual
 - Training – Future Phase
- Self-Assessment – of group and self
 - Aspirational





STAGE 2 – CUSTOMIZATION AND IMPLEMENTATION

- Launching with this webinar
- All licensed non-profit centres are eligible to receive manual with implementation support at no- cost

Options on how to use the support include but are not limited to:

- Meet with ED to walk through the manual
- Answer governance questions via email
- Support the ED with their own edits
- Meet with ED and Chair of Board to coach them on how to implement
- Meet with entire Board (zoom into a regular meeting) to walk them through the manual and answer questions
- Coach ED on their role in general as a leader in the governance structure

FUTURE PHASES

Workshops and Webinars

- After centres have had the opportunity to receive individual implementation support
- Will provide further reinforcement training via workshops / webinars
- Stay tuned...

Ad Hoc Support

- Questions bound to arise as Boards begin to use the manual
- We will be there to answer questions, provide input and generally be available
- On an as needed basis

- Following the webinar, all attendees will receive by email:
 - Governance Manual template in E/F
 - Link to register for implementation support
- Beginning February 1, 2025:
 - Requests for a copy of the manual and support services will be available from Manitoba Child Care Association/ People HR Services:

www.mccahouse.org/professional-development/board-governance
- For inquiries about the manual and governance support services, email governance@peoplefirsthr.com



Q & A

Manitoba Child Care Association

BOARD GOVERNANCE MANUAL

THE BOARD GOVERNANCE MANUAL IS PART OF THE CANADA-MANITOBA CANADA-WIDE EARLY LEARNING AND CHILD CARE AGREEMENT

Manitoba  **Canada** 

Manitoba Child Care Association

MANUEL DE GOUVERNANCE DU CONSEIL D'ADMINISTRATION

LE MANUEL DE GOUVERNANCE DU CONSEIL D'ADMINISTRATION FAIT PARTIE DE L'ACCORD ENTRE LE CANADA ET LE MANITOBA SUR L'APPRENTISSAGE ET LA GARDE DES JEUNES ENFANTS À L'ÉCHELLE DU CANADA

Manitoba  **Canada** 