

Policy Category:	Policy Title:	Policy #:
Governance	Board Duties & Responsibilities	POL-G-01
Regulation Bylaw Reference:		HPA Reference:
Division A, Parts 1 & 6		Sections 16 ~ 19
Authorization:	Date Approved:	Last Revised:
CSHBC Board	February 24, 2017	June 29, 2020

PURPOSE

To establish the duties and responsibilities of the Board of the College.

To establish the Board’s responsibility, delegated to the Governance Advisory Committee (the “Committee”), for the oversight of Board member orientation, development, and evaluation, Board Chair and Vice-Chair development.

To establish the Board’s responsibility, delegated to the Committee, to ensure that the Board and regulatory committees collectively have the knowledge, skills, and experience necessary to meet its fiduciary and other responsibilities.

To establish the Board’s responsibility, delegated to the Finance & Audit Committee (the “FAC”) to ensure the successful implementation of the Board’s financial decision-making.

SCOPE

Board member duties and responsibilities.

Board and regulatory committee member orientation, development, and evaluation.

POLICY

1. Duties & Responsibilities of Individual Board Members

Every member of the Board is expected to be an active participant in a body that functions effectively as a whole. In addition to assisting in the major decisions of the Board, individual members are responsible for:

- Being knowledgeable about the *Health Professions Act*, Speech and Hearing Health Professionals Regulation, and the Bylaws that govern the College;
- Being informed about the governance policies and practices of the College;
- Offering opinions and perspectives during discussions and deliberations of the Board;
- Voicing any opposition to a decision clearly and explicitly at the time a decision is being taken;
- Voting on motions and decisions or abstaining from votes;
- Working effectively with other Board members, committee members, and the Registrar & CEO to ensure productive outcomes at all meetings;
- Understanding and respecting the distinction in the roles of the Board and the Registrar & CEO;

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- Maintaining solidarity with other Board members in support of a decision made at a Board meeting.

2. Duties & Responsibilities of the Board as a Whole

The Board is responsible for exercising good stewardship of the College on behalf of registrants, government, the public, the Registrar & CEO and College staff, as well as other stakeholders. The Board will account to its stakeholders for the activities of the College through regular communication, including a public website, a strategic plan, and an annual report with audited financial statements, and in addition is responsible for:

- Defining and safeguarding the College's mission, vision, and values;
- Developing a strategic plan and approving the annual budgets;
- Setting priorities, initiating and establishing policy;
- Approving the Registrar & CEO position description;
- Appointing and supporting the Registrar & CEO to whom the responsibility for administration of the College is delegated;
- Ensuring the College has sufficient revenue and staff resources to fulfill its mandate and meet its statutory obligations;
- Ensuring prudent and proper management of the College's resources;
- Ensuring the College's programs and activities are effective and consistent with the mandate of the College;
- Evaluating the effectiveness of the Board and the Registrar & CEO in a timely manner and through formal evaluation processes;
- Submitting an annual report to the Minister of Health not later than 120 days after the end of the College's fiscal year.

3. Financial Position

The Board is responsible for the overall financial stability of the College. Based on recommendations from the FAC, the Board directs, approves, and monitors the following:

- The annual budget and financial statements;
- The College's investment policy;
- CSHBC Bylaw Schedule A: Schedule of Fees;
- The appointment of external accountant(s).

The Registrar & CEO works in close collaboration with the FAC to ensure the successful implementation of the Board's financial decision-making.

The Registrar & CEO and FAC are responsible for providing:

- Effective financial administration;
- Financial technical support;
- Periodic financial reports and updates.

4. Decision-making Process

According to those rules, an item of business is presented to the Board for decision in the form of a motion, which must be seconded by another Board member. Any member of the Board has the right to present a motion for inclusion on the agenda. When a motion has been properly moved and seconded, the Board Chair (or Vice-Chair) states it clearly to the Board and invites members to discuss or debate the motion. Once the discussion is over, the Board Chair (or Vice-Chair) asks members to vote on the motion. The Bylaws require a majority vote to resolve a motion. Special resolutions must be approved by 75% of all Board members.

5. Board Meetings

As set out in section 13 of the Bylaws, the Board must meet at least four times in each fiscal year. Members are expected to attend all meetings set by the Board, and all meetings of the committees to which they have been appointed. A majority of the Board members constitutes a quorum.

At all Board meetings:

- Discussion is confined to issues that clearly fall within the Board's authority;
- The Board Chair presides (or the Vice-Chair in the Chair's absence);
- Deliberations are timely, fair, orderly, thorough, and efficient and in accordance with the applicable rules of order;
- Members who are unable to attend a meeting must advise the Board Chair prior to the meeting.

6. Agendas & Minutes

Board meeting agendas are discussed and prepared jointly by the Registrar & CEO and the Board Chair. Any member of the Board may put forward an agenda item for consideration by the Board Chair and the Registrar & CEO. The Registrar & CEO is responsible for:

- Developing and distributing materials to members at least one week prior to a scheduled Board meeting; and
- Recording the minutes at each meeting.

Board members are remunerated according to section 11 of the College's Bylaws and *Remuneration* (POL-FA-05).

7. Board-Registrar & CEO Relationship

The relationship between the Board and its chief executive officer, the Registrar & CEO, is of critical importance. An effective and empowered chief executive officer is key to Board excellence, and an effective relationship between the two enables the Board to avoid the administrative details and short-term focus of College and staff management and to focus its attention on the holistic, long-term focus of governance. The Board is responsible for:

- Empowering the Registrar & CEO to fulfill the role by providing the resources necessary to accomplish outcomes and goals;
- Providing the Registrar & CEO with the authority to make decisions and develop subsequent policies (operational policies vs governance policies) within defined parameters.

The Registrar & CEO reports to the Board, not to an individual or committee. The Registrar & CEO takes direction from the Board, usually through Board policies which are implemented or executed by the Registrar & CEO. The Board will provide oversight and relevant feedback regarding his/her performance in a timely manner, officially at least annually or unofficially as required.

8. College Review & Evaluation

The Board is responsible for ensuring that the College adheres to its statutory obligations. The Board oversees the work of the College's regulatory and advisory committees to ensure that each committee meets its mandate and effectively reports on its activities according to legislative requirements.

The Registrar & CEO works in close collaboration with each core committee to facilitate:

- Effective administration of committee mandates;
- Technical/administrative support;
- Committee reports at the request of the Board.

9. Board Review & Evaluation

Reviewing and evaluating performance helps to reaffirm an individual's contributions to the greater whole and highlight opportunities for future growth and development. Board members are expected to participate in regular review and assessment of Board performance as a whole at the conclusion of every meeting of the Board. Individual Board members are encouraged to participate in an annual self-evaluation of performance and contribution to the Board, by sharing their own reflections and discussing a plan of action to address their developmental needs with the Board Chair.

10. Removal or Resignation of a Board Member

Board members cease to hold office, and are removed from the Board, pursuant to section 8 and 9 of the Bylaws.

In addition, in accordance with section 17.11(5) of the *Health Professions Act*, the Board may review the conduct of any member, and if the Board is satisfied that the member has contravened a term of the oath of office, the Board may, by resolution passed by two-thirds of the members voting on the resolution, reprimand, suspend or remove that member from the Board or any committee.

A person suspended from a Board under section 17.11(5) may not act as a member of the Board unless the suspension is lifted. A person removed under section 17.11(5) ceases to be a member of the Board and the office to which that person was elected or appointed is vacant and the vacancy must be filled in accordance with the Bylaws as follows:

- By election, if the person was a person referred to in section 17(3)(a) or (a.1); or
- By appointment, if the person was a person described in section 17(3)(a.2).

11. Board Chair & Vice-Chair Development

The Registrar & CEO works in close collaboration with the Committee to facilitate ongoing professional development for the roles of Board Chair and Vice-Chair.

12. New Board Member Orientation

The Registrar & CEO works in close collaboration with the Committee to facilitate comprehensive orientation sessions for new Board members to ensure they are prepared for their role, and aware of their responsibilities to the Board and the College.

Board orientation sessions will include a scheduled discussion with the Board Chair and the Registrar & CEO to:

- Explore the new Board member's interest and preference for committee involvement, as well as review the process for performance evaluation and professional development;
- Review the *Health Professions Act*, Speech and Hearing Health Professionals Regulation, and the Bylaws that govern the College;
- Review the College's mandate, mission, vision, and values, and organizational structure, and review the meeting calendar, administrative procedures, and relevant law, internal policies, and the meeting rules of order;
- Administer, by oath or solemn affirmation, an oath of office prescribed by the Minister in the presence of the Registrar & CEO;
- Sign the College agreements for confidentiality, ethics, and conflict of interest.

CSHBC & OTHER RELATED DOCUMENTS

College of Speech and Hearing Health Professionals of British Columbia [Bylaws](#).

Government of British Columbia, [Health Professions Act](#), R.S.B.C. 1996, c.183, Victoria, BC: Queens Printer.

Chartered Professional Accountants Canada, [20 Questions Directors of Not-For-Profit Organizations Should Ask About Board Recruitment, Development, and Assessment](#).

Chartered Professional Accountants Canada, [20 Questions Directors of Not-For-Profit Organizations Should Ask about Building and Sustaining an Effective Board](#).

Board & Committee Member Code of Ethics (POL-G-02)

Remuneration (POL-FA-05)