



# EFFECTIVE BOARD GOVERNANCE- The New Brunswick Association of Nursing Homes

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Facilitator

These workshops are offered to you by:



The New Brunswick  
Association of  
**NURSING  
HOMES**

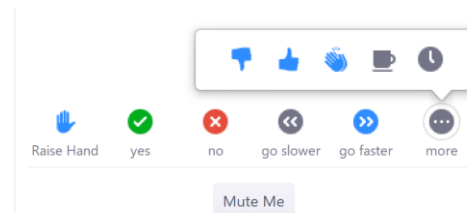
L'Association des  
**FOYERS  
DE SOINS**  
du Nouveau-Brunswick

# Using Zoom – Participant View

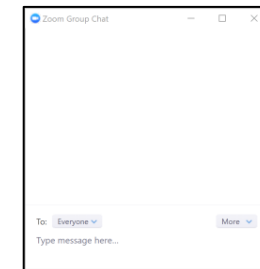
There are 2 mute buttons  
One in Zoom  
and one on  
your headset.  
Make sure they  
are both on if  
you want to be  
heard.

Please turn on  
your video –  
we want to  
see you!

Click on Participants to  
share information



We will be asking  
you to answer  
questions in Chat



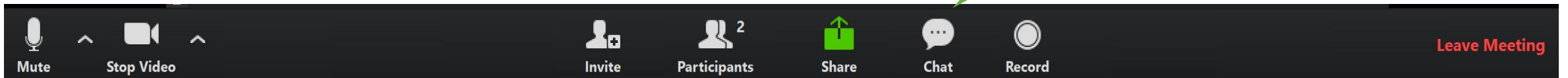
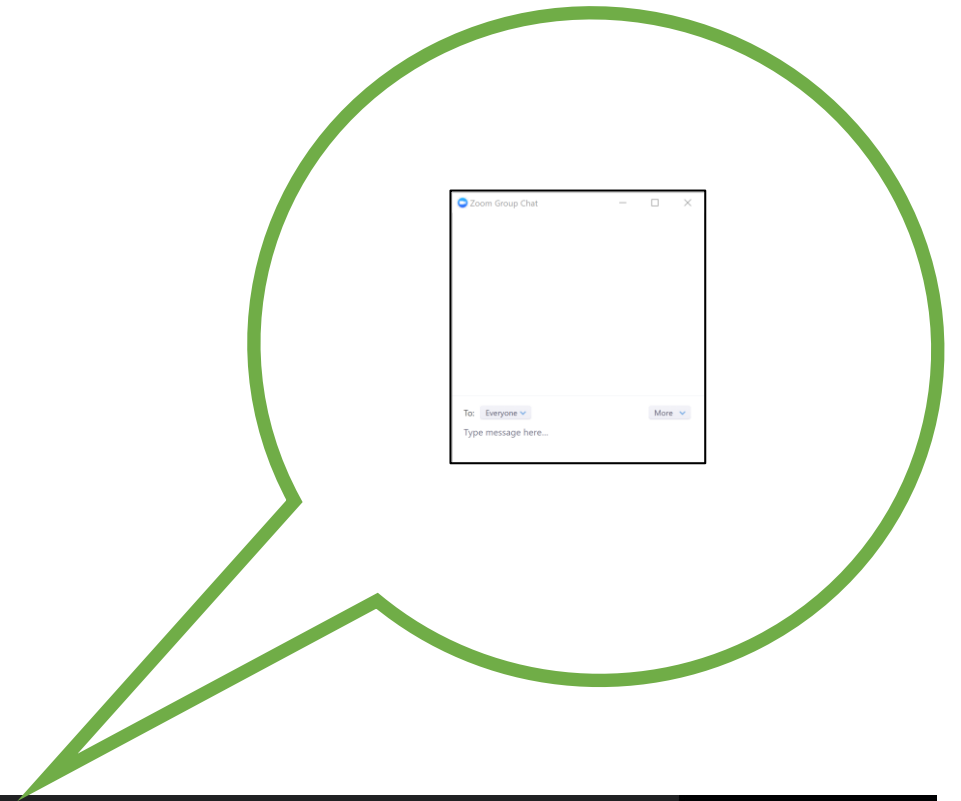
Give us some feedback!



# Activity - Introductions

Chat to everyone

- Your name
- How are you participating? Large group, Phone, Solo
- Your organization
- Your role on your Board/Organization



# Agenda

- Introduction and Housekeeping Details
- Governance Concepts and Principles
- Roles and Responsibilities of Board
- Roles and Responsibilities of Board Members
- Board/ED or CEO Relationships
- Conflict Resolution
- Risk Management
- Assessment- Performance of the Board
- Conclusion and Q&A



# Learning Outcomes

- **Understand Effective Governance Concepts and Principles.**
- **Describe Roles and Responsibilities of a Board.**
- **Identify Roles and Responsibilities of Board Members.**
- **Differentiate Board-CEO-ED Relationships**
- **Manage and Mitigate Risks.**
- **Examine Conflict Resolution Strategies.**
- **Evaluate the Effectiveness of the Board.**



# Housekeeping Details

- Make sure you have all other apps and distractions closed.
- Be ready to participate.
- Please use your video.
- Please mute yourself if you aren't speaking.
- Action Plans.
- Participants – Large Group, Solo, Phone.



# Questions

- Questions are important!
- Ask private questions in Chat to me directly.
- Chat to everyone during the application portion of the session.
- We will have a Q &A at the end of the session to cover items that were not covered.

# Action Plan

**Action Plan – Delivering Quality Learning Experiences Online**

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1. Actions I Need to Take in the Next 24 Hours...

---

2. Add to My Calendar or Plan

---

3. Share this Strategy with...


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4. New People I Want to Connect with...

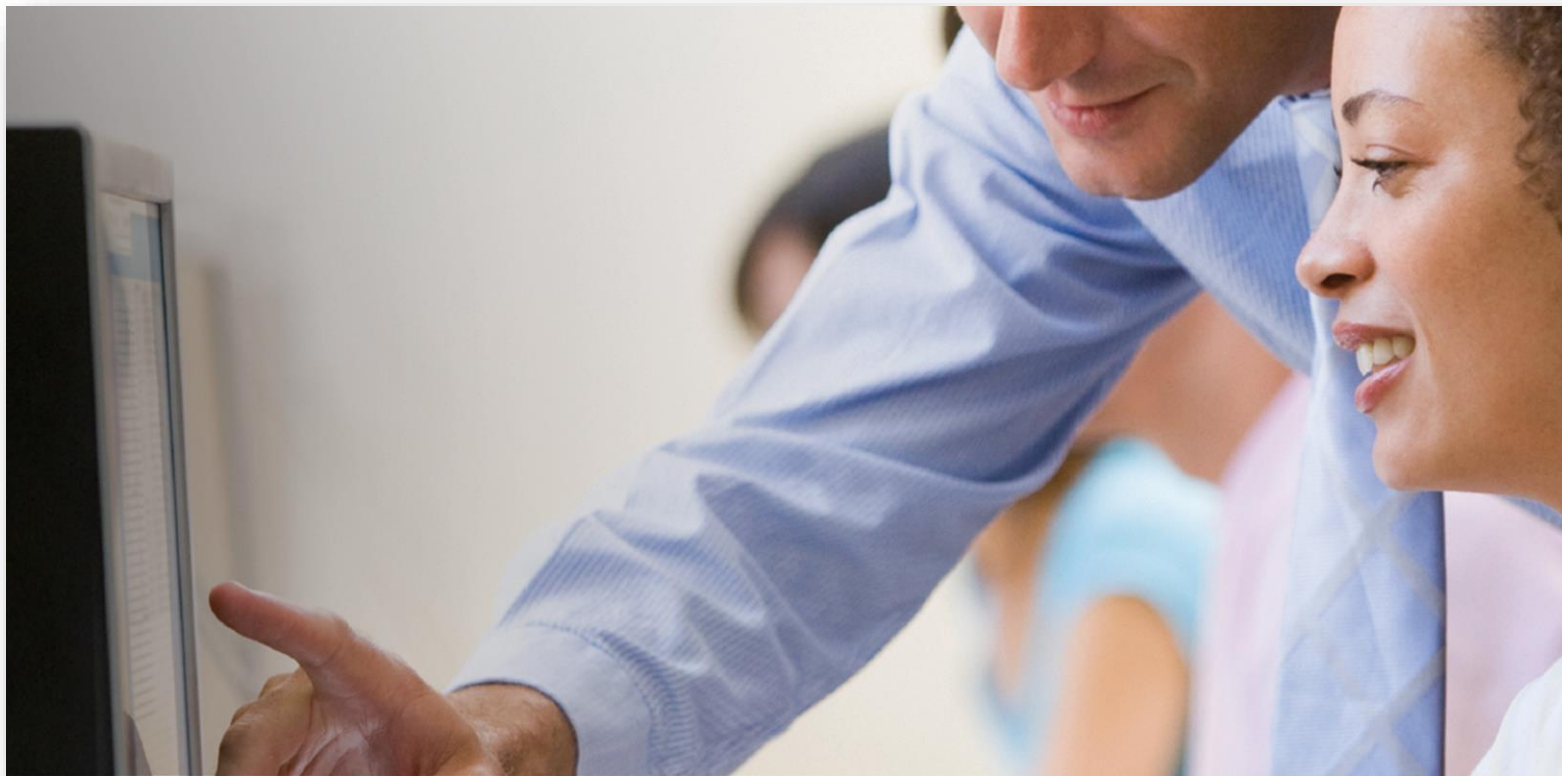
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5. I Want Help After Training with...

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# Activity - Chat



# Governance Concepts

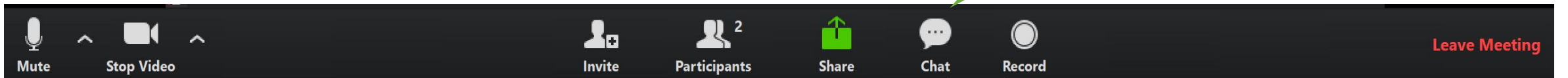
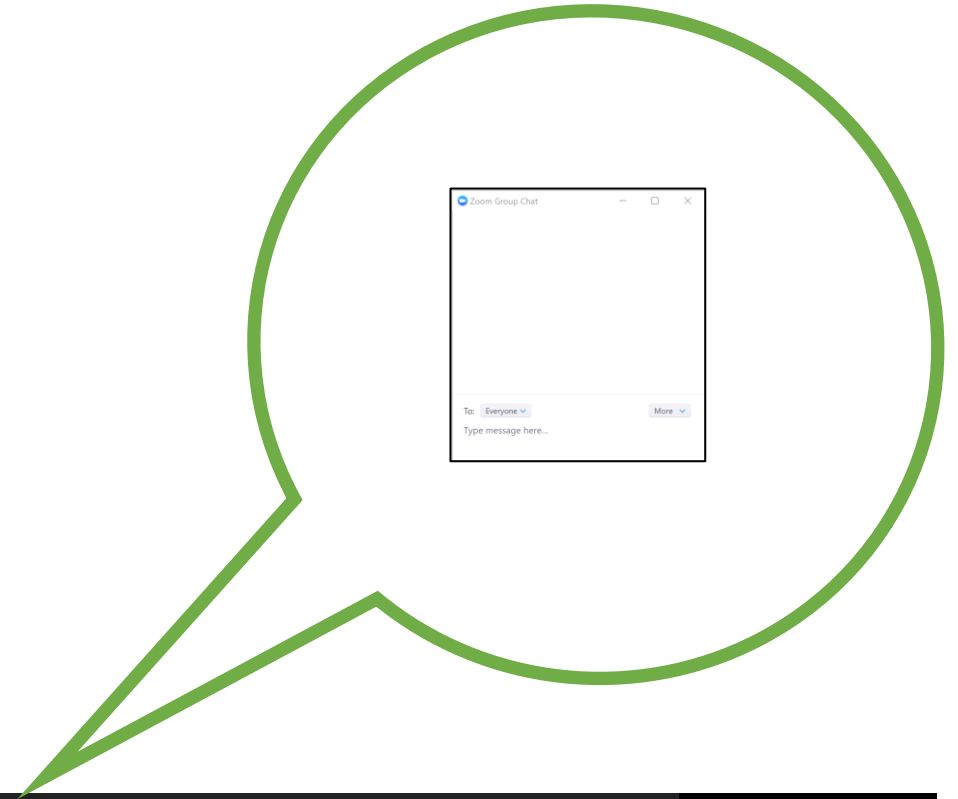
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# Activity 1 - Governance

Chat to everyone

- List items that are **not** governance items (by number)



# Governance- Items for consideration

1. Development policies
2. Hiring and supervision of staff
3. Development of an operational plan
4. Preparation of the budgetary estimates
5. Implementation of a new program or service
6. Recruitment and orientation of new board members

# EFFECTIVE GOVERNANCE



IMPORTANCE  
OF  
GOVERNANCE  
FOR SUCCESS



STEWARDSHIP  
ROLE AND  
RESPONSIBILITIES



PROMOTION OF  
THE WELL-  
BEING AND  
HEALTH OF THE  
ORGANIZATION



THE BOARD  
SHOULD ACT  
AS AN ENTITY



ALL BOARD  
MEMBERS SHARE  
THE  
RESPONSIBILITIES  
FOR EFFECTIVE  
GOVERNANCE

# EFFECTIVE GOVERNANCE (NEXT)



PROFILE OF  
THE  
DIRECTORS



WORKING WELL  
TOGETHER



STRATEGIC  
DECISION-  
MAKING



PERFORMANCE  
ORIENTED



FOCUS ON  
RESULTS AND  
IMPACT

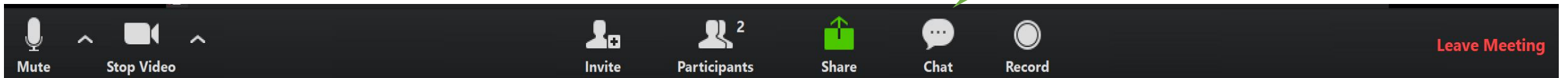
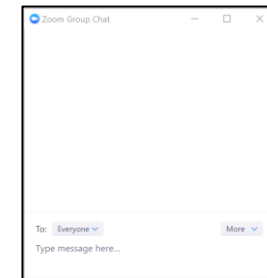
## ROLES OF GOVERNANCE STRUCTURES

- **THREE PRIMARY ROLES:**
- Ensuring that the organizations are governed in compliance with the laws and procedures.
- Ensuring that they are managed responsibly.
- Ensuring that they perform adequately and are meeting the needs and expectations of the people they are serving and/or providing programs and services to.

# Activity 2 – Governance-Role of Governance Structures

Chat to everyone

Give 2-3 specific examples (1-2 words) on how your organization accomplishes these three roles.



# Governance – Summary



- **Non-for-Profit Governance** = Achieving the organization's social mission and the ensuring the organization is viable.
- **Governance** relates to fiduciary responsibility of the Board.
- High level , looking at the big and broader picture.
- Focus on the long-term development of the organization.

# Action Plan-Governance

Immediate actions:

Add to my calendar or plan:

Share my strategy with:

People I want to share this with:

Need help on:



# Board Roles, Functions and Responsibilities

# Board Leadership



- **Participation:** Members of the Board participate actively in the decision-making process.
- **Transparency:** Built on the free flow of information.
- **Responsiveness:** To the needs and expectations of the organization and its partners.
- **Consensus orientation:** Differing interests are mediated to reach a broad consensus on the orientations of the organization.

# Board Leadership

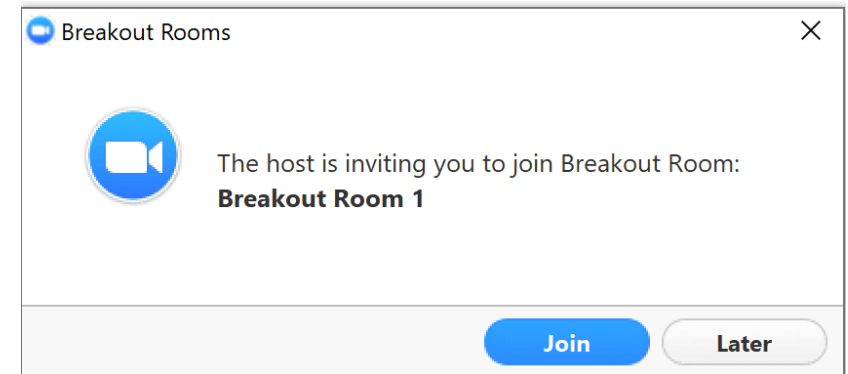


## ➤ Board Leadership:

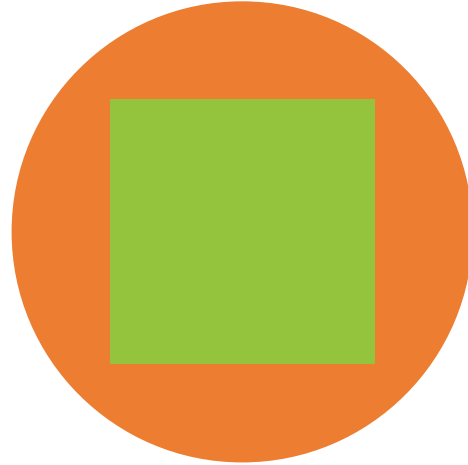
- **Equity:** The organization is engaged and committed for the benefits of all.
- **Efficiency and Effectiveness:** Processes and strategies are in place to enable the organization to be efficient and effective.
- **Accountability:** To members, clients and partners.
- **Strategic Vision:** Long-term perspectives on development and good governance.

# Activity – Breakout Room

1. You will be invited to a breakout room. Click on join.
2. Appoint a facilitator and someone to report to the large group.
3. Debriefing to the large group
4. 10 minutes to answer the following questions: How would you qualify your Board's effectiveness on these 8 principles?



# OBSERVATIONS ON BOARD LEADERSHIP



**HOW WOULD YOU QUALIFY YOUR  
ORGANIZATION EFFECTIVENESS ON THESE  
EIGHT PRINCIPLES?**

# 5 Minute Break



# Roles and Responsibilities of the Board



**Board of directors are trustees who:**

**Ensure that an internal review of the organization's compliance with known existing legal, regulatory, and financial reporting requirements is conducted annually .**

**Assess periodically the need for insurance coverage in light of the nature and extent of the organization's activities and its financial capacity.**

# FUNCTIONS OF THE ORGANIZATION AND THE BOARD



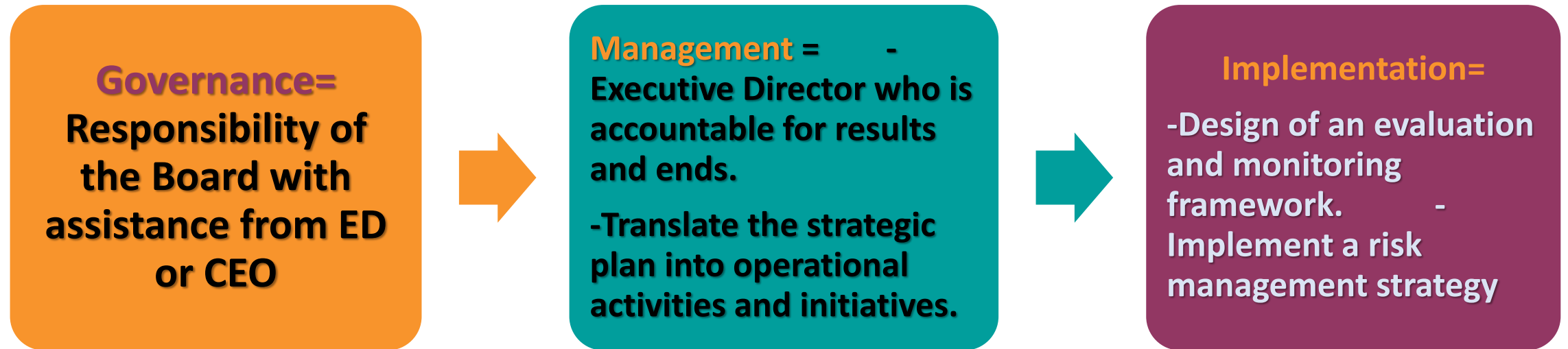
**Three levels of responsibilities exist for the effective functioning of an organization:**

**Governance**

**Management**

**Implementation**

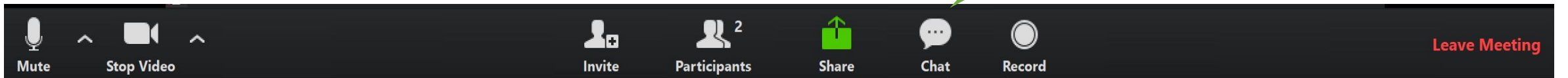
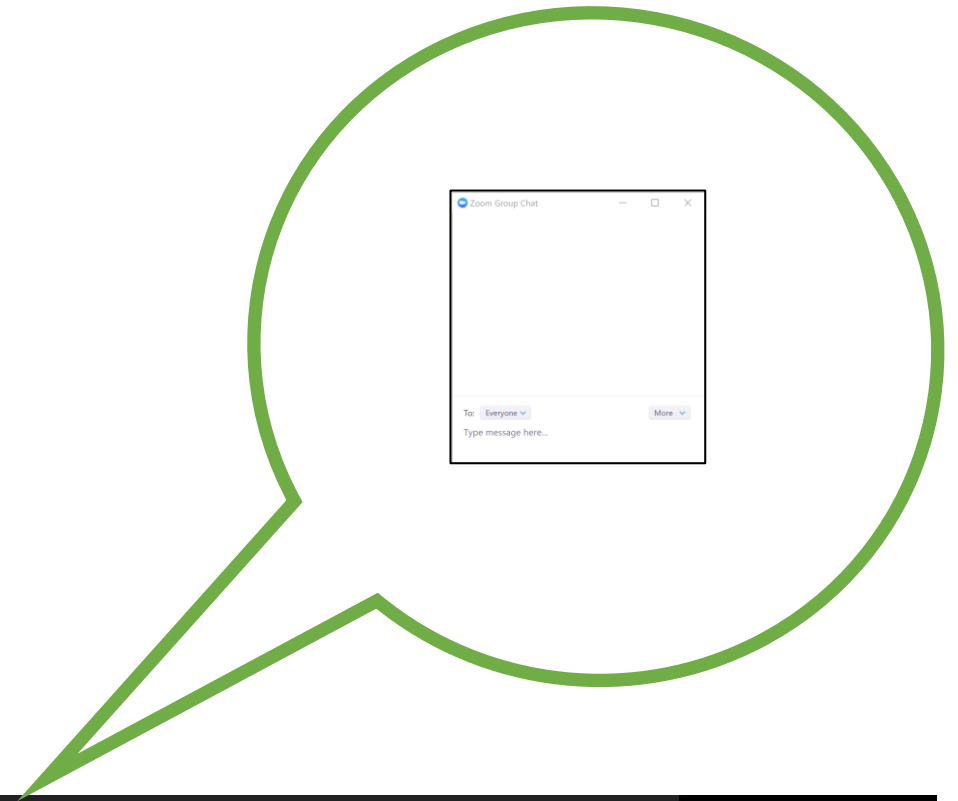
# FUNCTIONS OF THE ORGANIZATION AND THE BOARD



# Activity – Policy Development

Chat to everyone

- List policies that should exist in your organization.



**REFLECTION  
OF POLICY  
DEVELOPMENT**

**What are the existing policies of  
your Board?**

**Any additional policies that should  
be developed and monitored?**

# Policies of the Board



## Sample of Board policies:

The role and structure of the board and committees.

Conflict of interest.

The roles of officers of the organization.

Risk management.

Financial stewardship.

The role and authority of the Executive Director and relationships with the Board.

Orientation and induction of new board members.

Running effective board meetings.

Board evaluation and assessment .

# Roles, Functions and Responsibilities of a Board- Summary

- **Leadership** Roles
- **Functions** and Organization of the Board
- Developing and monitoring **Policies**

# Action Plan-Roles, Functions and Responsibilities



Immediate actions:

Add to my calendar or plan:

Share my strategy with:

People I want to share this with:

Need help on:

# 5 Minute Break

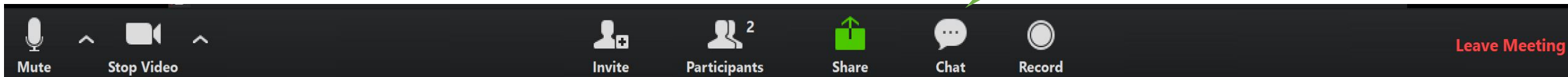
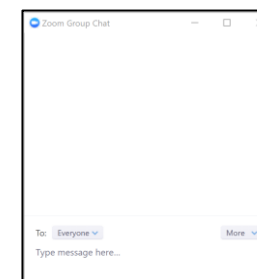


# Board members roles and responsibilities

# Activity – Individual roles of Board members

Chat to everyone

- Enumerate individual roles (one word ex: engagement) of Board members



# Roles and Responsibilities of Board Members



## ➤ Individual Board Member Responsibilities:

- **Be informed=**
  - organization's mission and vision
  - services, policies, and programs
- **Review agenda and supporting materials prior to board and committee meetings.**



## Roles and Responsibilities of Board Members

### ➤ **Individual Board Member Responsibilities:**

- **Suggest possible nominees to the board**
- **Keep up-to-date on developments in the organization's field.**
- **Follow conflict of interest and confidentiality policies.**
- **Assist the board in carrying out its fiduciary responsibilities**

# Roles and Responsibilities of Board Members



## ➤ **Personal characteristics to consider:**

- **Ability to: listen, analyze, think clearly and creatively and work well with people.**
- **Willing to take responsibility.**
- **Develop skills : ex: meeting procedures, facilitation skills, etc.**

# Roles and Responsibilities of Board Members



## ➤ Personal characteristics to consider:

- Possess:
  - Honesty, sensitivity to and tolerance of differing views
  - A friendly, responsive, and patient approach
  - Concern for your overall development.

# Summary of Roles and Responsibilities of individual Board Members

- Information and Preparation
- Decision-making
- Succession of leadership
- Personal Characteristics

# Action Plan-Board members roles

Immediate actions

Add to my calendar or plan

Share my strategy with

People I want to share this with

Need help on



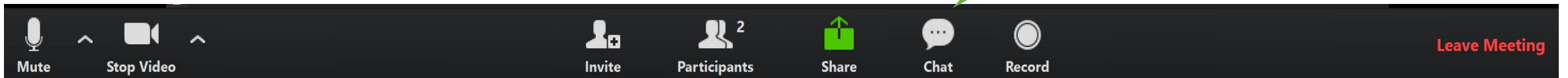
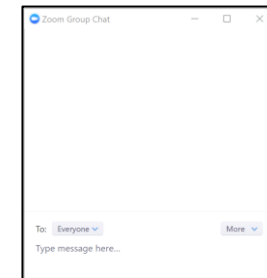
- Board/ED or CEO working relationships



# Activity – Board/CEO-ED Relationships

Chat to everyone

Who is responsible/lead for the following roles and responsibilities?



# Items for consideration Board/CEO-ED Relationships

- Organization of the Annual General Meeting
- Performance Evaluation of staff
- Succession planning of Board members
- Support to committees of the Board
- Performance assessment of the organization
- Admission policies for new residents to a Nursing home

## Working Relationships between Board and ED/CEO



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**Board establishes guiding principles, policies and expectations on results.**

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**Board is responsible to develop, monitor and update strategic plan.**

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**Board and ED establish benchmarks and performance indicators to measure success.**

---

**ED develops the operational plan with staff, provide administrative support for policy making, help create policies and guidelines for board consideration.**

# Board and ED Relationships



- **Clarity of roles and responsibilities= key to success**
- **ED= advisor to the Board on all matters**
- **Supervises staff**
- **Assist Board in developing policies**
- **Report to the Board on results and implementation of the strategic plan and the management of the organization.**
- **Need to be based on respect, open communication and clear expectations.**



# Board and ED/CEO Relationships

- **Examples of respective roles in HR:**
  - **Board oversees hiring, evaluation and compensations of ED and works on a succession plan.**
  - **Executive Director oversees and evaluates staff performance according the HR policies.**

# Board and CEO/ED Relationships



**Board chair leads and facilitates board meetings, following the agenda, ensures proper decision-making, involves all board members appropriately.**

**Executive Director prepares agenda with board chair, provides good and concise information, participates actively in meeting as appropriate.**

# Committee work

**Board has a committee system that contributes to board effectiveness with a clear mandate to recommend issues and proposals for solutions to the Board.**



**Executive Director sits on appropriate committees and ensures they have staff support and information to fulfill their mandate.**

# Summary of Board/ED Relationships

- **Governance** versus Management
- **Collaboration** and **Communication**
- Knowing and Respecting **Boundaries** and **Mandate**

# Action Plan-Governance

Immediate actions



Add to my calendar or plan

Share my strategy with

People I want to share this with

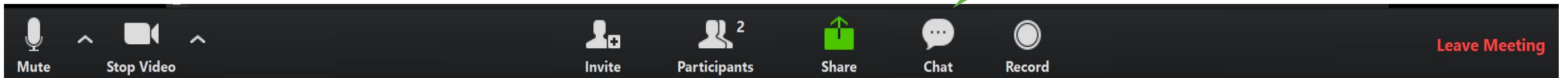
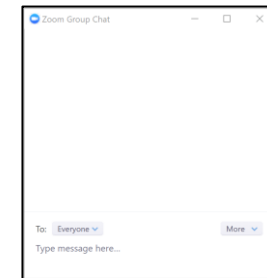
Need help on

# Conflict Management

# Activity – Conflict Management

Chat to everyone

List examples of possible conflict situations in Boards of Nursing Homes



# Conflict Management



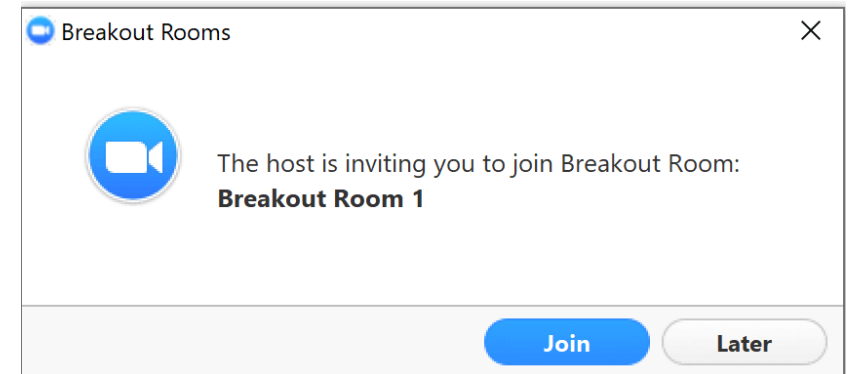
- Conflicts in organizations are common
- People engaged are often people with strong convictions
- How we engage and manage differences determines its impact
- Emotions are always present where issues and relationships are at stake

# Activity – Breakout Room

1. You will be invited to a breakout room.  
Click on join.

Activity:

Enumerate strategies to manage conflicts in Board



# Video on Conflict Management

- Video on Conflict Management

<https://www.bing.com/videos/search?q=utube+on+conflict+management&&FORM=VDVVXX>

# Managing Conflicts-

- Pay attention to positive interpersonal communication
- Clarify roles and responsibilities
- The Chair of the Board can play a leadership role as a mediator
- Discuss conflict resolution processes as a Board (preventive action)
- Code of conduct for directors
- Board Assessment
- Implement a procedure for conflict resolution.



# Summary of Conflict Management

- Demonstrate **openness** and **collaboration**
- Identifying possible **conflicts**
- Management strategies to **reduce** conflicts

# Action Plan-Conflict Management

Immediate actions



Add to my calendar or plan

Share my strategy with

People I want to share this with

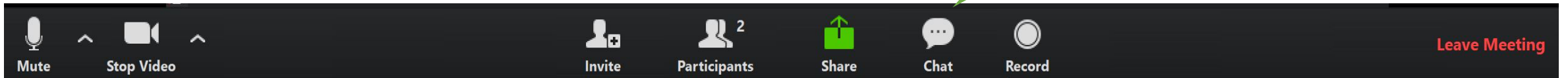
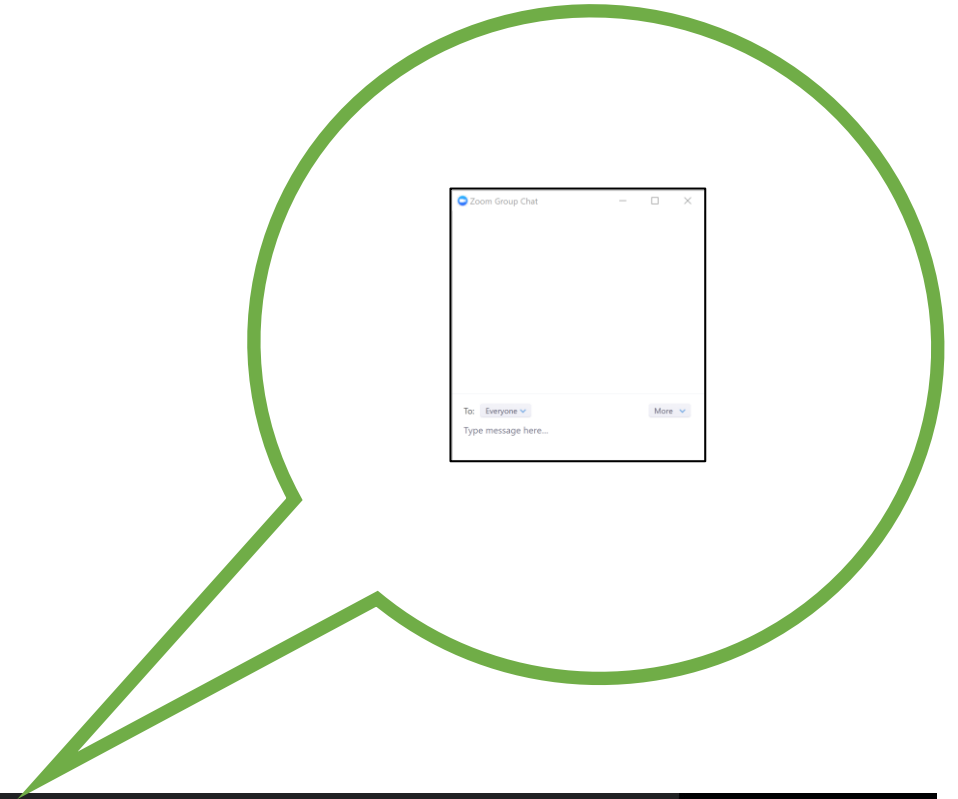
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# Risk Management

# Activity – Managing Risks

Chat to everyone

List examples of possible risks for your organization



# Risk Management

- **Important to develop a policy on the topic**
- **Develop a risk management process:**
  - Threats facing the organization
  - Identify areas of vulnerability in the organization (risk inventory)
  - Create a risk register
  - Implement a risk cycle
  - Develop a mitigation and monitoring strategy



# Steps in mitigating risks

- **Link** risk management to process improvement and quality control and assurance
- **Improve** data gathering processes for better decisions
- **Educate** board members and personnel on the topic
- **Allocate** resources to risk management.



# Summary of Risk Management

- Develop a **risk register**
- Management strategies to **mitigate** risks
- Link risk management to other **improvement** strategies

# Action Plan-Risk Management

Immediate actions

Add to my calendar or plan

Share my strategy with

People I want to share this with

Need help on



# Assessment of the Board

# Activity - Poll

Polls

Entrance Poll

1. How are you today?

Feeling Great

Little nervous to be here

Have a darn cold

Submit

## Assessment of the Board

# Assessment of the Board



## Rating process:

**Discussions through questions that serve to refocus the board on larger issues.**

**Asking board members to rate the meeting on an index card:**

- Were the issues covered significant?**
- Did the materials you received prior to the meeting adequately prepare you to participate in the discussion?**
- Did the board conduct matters of management or policy?**



# Assessment of the Board

## Rating process:

**A steady stream of feedback created by these responses and used by the board chair and executive director can greatly improve the value of board meetings.**

**An annual board assessment gives each board member the opportunity to evaluate the board's overall effectiveness at accomplishing its goals in a variety of activity areas.**

# Summary-Assessment of the Board

- Develop a short rating scale on important issues
- Take a few minutes at the end of each meeting to reflect on the meeting
- Administer the questionnaire and share results

# Action Plan- Assessment

Immediate actions

Add to my calendar or plan

Share my strategy with

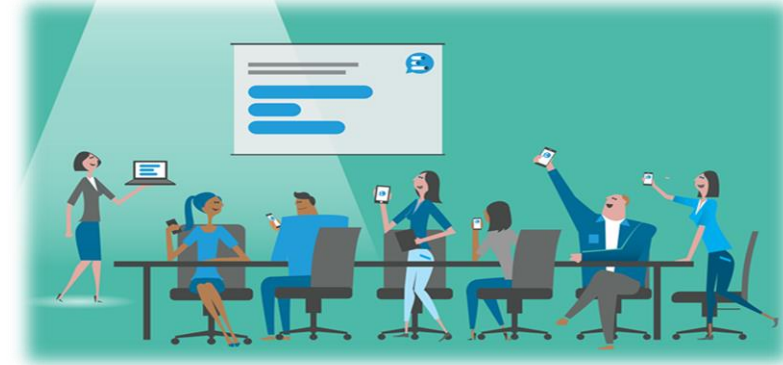
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# Recap and Review

# Recap and Review



## Get the Right People Around the Board Table

**Boards are only as good as its members.**

**Important to look for new directors with strategically relevant experience.**

**Educate new Board members.**

**Tying the priorities in your strategic plan to what traits and skills you will need on your board.**

**Describe your leadership succession strategy.**

# Review and Recap



## Strategic Governance:

**Govern not manage.**

**Develop policies to govern effectively.**

**Emphasize Results, Ends and Impact.**

# Recap and Review



## Have Clearly Defined Roles and Responsibilities...

**It's important to have clarity around what everyone's job is and what expectations are.**

**Need involvement, participation and engagement on committees and Board of Directors.**

**Clear position descriptions making sure to include information about term, selection and key responsibilities.**

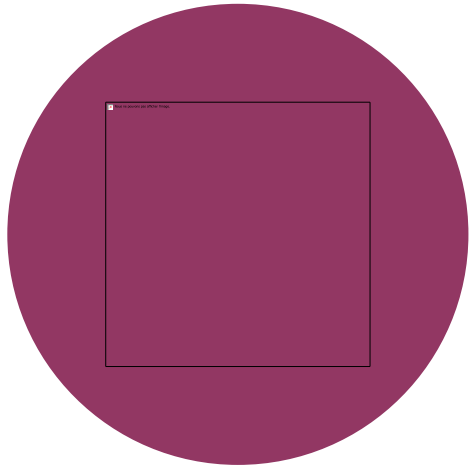
# Recap and Review

## **Know Your Duties... And Your Liabilities as Board Members**

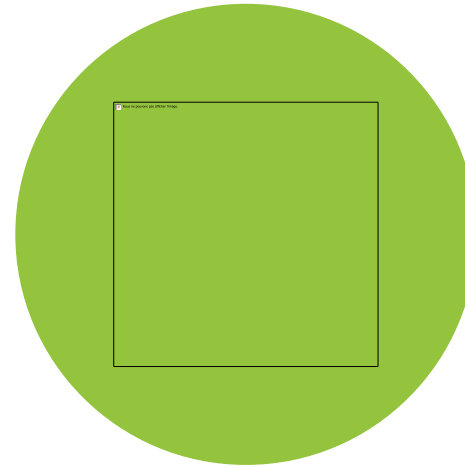
**Board members of non-profit corporations have a variety of duties and liabilities and it is important for directors to understand them.**

**Directors are required to exercise their power with competence and diligence in the best interests of the organization.**

# Conclusion



**DEVELOP POLICIES AND PROCESSES  
THAT WILL ENABLE YOUR  
ORGANIZATION TO ATTAIN ITS  
MISSION AND ITS VISION.**



**HAVE PLEASURE AS A BOARD  
MEMBER WHILE CONTRIBUTING  
SIGNIFICANTLY.**

# Action Plan- Overall

Immediate actions



Add to my calendar or plan

Share my strategy with

People I want to share this with

Need help on

A woman with dark hair tied back is shown in profile, looking towards a whiteboard. The whiteboard is covered with diagrams, including a large circle with a smaller circle inside, and several sticky notes. The scene is brightly lit, suggesting a sunny day. The text "Questions? Answers?" is overlaid on the image.

**Questions?  
Answers?**

**Ideas?  
Suggestions?**



| Thank you!

