

The Botswana Network of People Living with HIV and AIDS BONEPWA+

Governance Manual Workbook



16 April 2013

Notes on this Governance Manual Workbook

The production of this Governance Manual Workbook makes some assumptions, none of which have been confirmed by the Board of BONEPWA+, whose name this workbook bears.

Since none of these assumptions have even been considered when this Governance Manual Workbook was developed for the two-day workshop, we invite you to review this manual with an open mind and a critical eye.

The assumptions include:

1. The Board wishes to consider making a transition from a combination of governance and management to a more clear form of governance.
2. The Board chooses the Relationship Model™ of governance, leadership, and management in making this transition.
3. This workbook is not ready for approval in any case. It would require:
 - Insertion of existing policies
 - Approval of terminology
 - Changes to contents of workbook structures and processes.
4. The Board would choose to revise its Constitution in a way that is compatible with the template of the Registrar of Societies and the Relationship Model™.

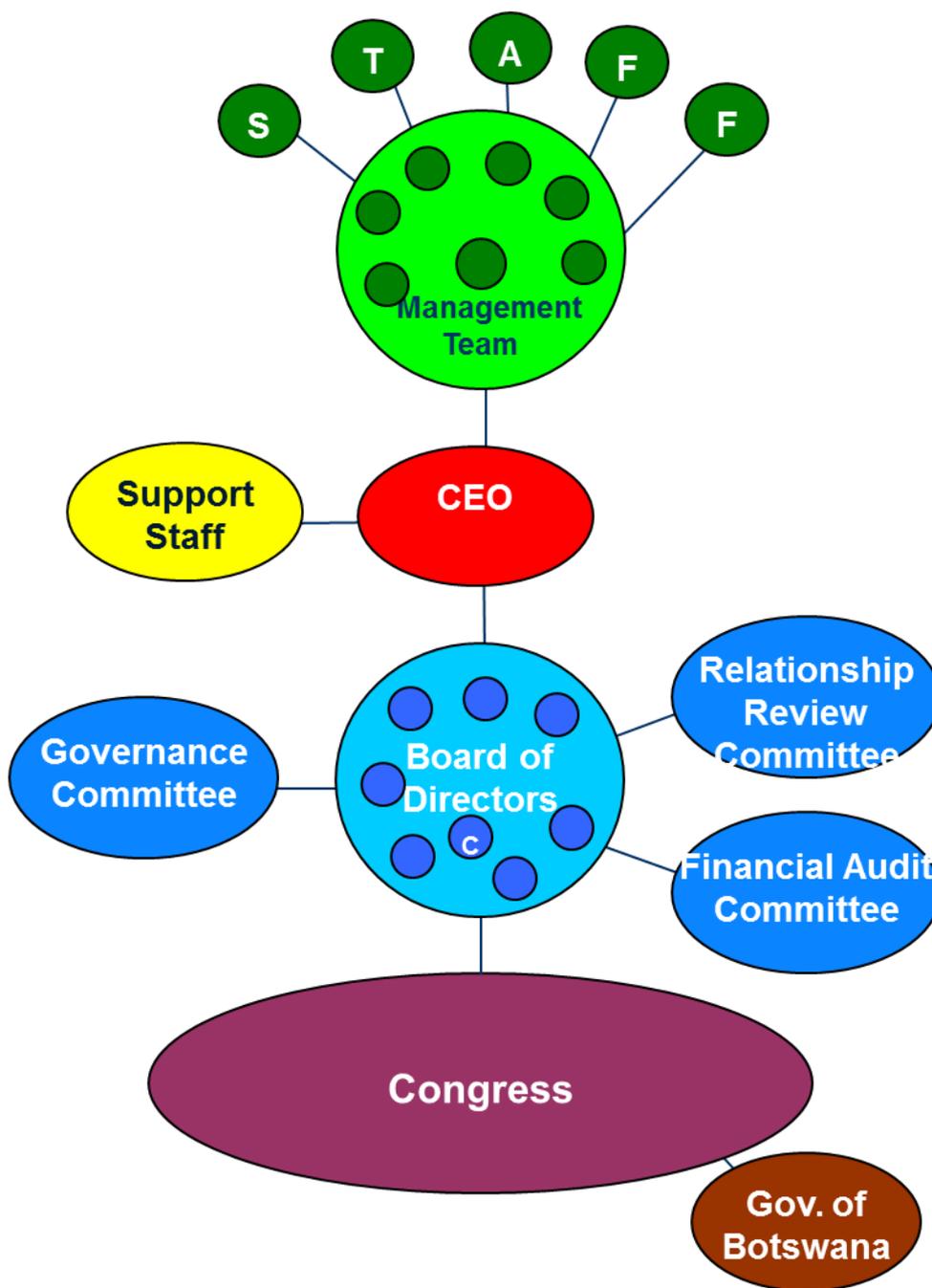
Beginning to work with this material is not possible without an introduction to the Relationship Model™. No pressure will be applied to make the transition to becoming a clearly governing board or to use the Relationship Model™ in that transition.

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The term “Board of Directors” is used in this workbook instead of “Executive Committee” to enable the current members of the Board to make the transition in responsibilities. The change is recommended but optional.

Les Stahlke, President, CEO
GovernanceMatters.com Inc.

BONEPWA+ ORGANISATIONAL CHART



Botswana Network of People Living With HIV and AIDS Board Governance Manual

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GS GOVERNANCE STRUCTURE

GS1 – ROLES

GS1 – 1 Role of the Board

The role of the Board of Directors is to direct and control the entire organisation through the process of governance. It designs its own governance policies, creates and maintains the strategic plan, delegates management authority to the CEO and monitors performance and measures results.

The main focus of the Board is on strategic planning. The basic strategic question for the Board of BONEPWA+ to answer is, “What services shall BONEPWA+ deliver to which people in what places and in what order of priority?” and “What outcomes do we expect the delivery of our services to have in the lives of people?”

The Board’s role in governance also includes the processes of accountability:

- Monitoring CEO compliance with limitations and expectations policies,
- Monitoring the CEO’s risk management
- Measuring strategic results achieved by management,
- Satisfying requirements of regulatory authorities and
- Fulfilling the Board’s responsibility to all its stakeholders.

GS1 – 2 Role of the Committees

The primary role of the committees is to assist the Board with its governance, not to govern on the Board’s behalf.

The committees monitor management’s compliance with the Board’s limitations and expectations policies. The committees also assist the Board with planning and measurement in the areas of each committee’s mandate.

The committees advise when asked by management, but do not manage or direct management unless authorised to do so by the Board. The committees may assist the Board in identifying indicators by which strategic results can be measured.

GS1 – 3 Role of the Chair and Vice Chair

The role of the Chair is to lead the process of decision-making. The Chair shall be objective and impartial and shall not lead the discussion to a predetermined conclusion. The Chair shall not make or second a motion, speak for or against a motion or vote on a motion, except in case of a tie.

For any agenda item where s/he wishes to express a personal opinion and vote, the Chair may defer to the Vice Chair before the agenda item begins. In such cases the Chair shall not lead any portion of the decision-making process.

The Chair shall ensure that each Director has ample opportunity to give an expression of his/her own opinion and shall ensure that no Director dominates the discussion or demonstrates inappropriate behaviour.

The Vice Chair shall follow these same principles of leadership in the decision-making process.

GS1 – 4 Role of the Individual Director

The primary role of the individual Director is to participate in the process of governance. Directors study information and decision-making materials, participate in discussion and debate and share in the decision-making process by reaching consensus or voting.

Individual Directors have no authority to act on behalf of BONEPWA+ as individuals except by specific delegation from the Board.

GS2 – RELATIONSHIP DESCRIPTIONS

GS2 – 1 The Board of Directors/Members Relationship Description

Note: This relationship description belongs in the Constitution of BONEPWA+, not in this Governance Manual. We have included it here to give an opportunity to review the content of this relationship as it might appear in a revised Constitution and to restate that content in the format of a relationship description. Very often a board will recognise that the Constitution also requires revision. Where that is the case, we suggest that this relationship description be removed from this manual and placed into the revised Constitution as Article 5 – Board of Directors Structure.

1. AUTHORITY

The Board's sources of strategic/operational authority are the members of BONEPWA+. The funders and other stakeholders, the strategic partners and the clients – have a voice in determining the future, but without vote.

The Board's sources of legal/regulatory authority are the governmental agencies in Botswana. National and regional organisations of which BONEPWA+ is a member may also have regulatory authority.

The Board's source of moral authority is the membership of BONEPWA+.

2. LIMITATIONS OF AUTHORITY

In exercising its moral authority and its legal and regulatory authority, the Board may not cause or allow BONEPWA+ to be in violation of the laws of Botswana.

In exercising its strategic/operational authority the Board may not cause or allow BONEPWA+ to be in violation of the Constitution of BONEPWA+.

3. RESPONSIBILITIES

The governance responsibilities of the Board are to:

- Design the Board's structure and governance processes
- Provide strategic leadership by determining BONEPWA+s' values, beneficiaries and services, vision, mission and priorities
- Delegate management authority and responsibility to the CEO
- Monitor risk management and performance and measure strategic results.

4. EXPECTATIONS

The expectations of the Board are described in its strategic plans and in the annual strategic goals of BONEPWA+ and in the annual tactical goals of the Board.

In fulfilling its strategic and operational responsibility the Board shall seek and respect the counsel of its members and stakeholders in its strategic planning process and in its governance of the strategic mission and priorities.

5. ACCOUNTABILITIES

The Board is accountable to the members of BONEPWA+ and to the appropriate governmental and regulatory authorities.

The Board's accountability will be exercised by the submission of required documentation to government authorities and by clear and true reporting to all of its members, funders and other stakeholders: employees and volunteers, donors, strategic partners and clients.

GS2 – 2 Financial Audit Committee/Board Relationship Description

1. AUTHORITY

The Financial Audit Committee shall be appointed annually by the Board of Directors and shall function with the authority of the Board within the terms of its relationship.

Membership shall consist of three (3) persons. Members shall have financial competencies relevant to the Committee's responsibilities.

Except for the Committee Chair the members of the Committee may be selected from persons who are not members of the Board of Directors.

A quorum shall be a majority of members.

2. LIMITATIONS OF AUTHORITY

The Committee may not, without additional authorisation by the Board:

- Manage the day-to-day operations of BONEPWA+
- Give management direction to the CEO or his/her staff
- Monitor management performance not covered in financial limitations policies
- Request reports not required for the monitoring of financial limitations policies
- enter into conflict of interest.

3. RESPONSIBILITIES

As a committee supporting the Board in financial matters, the Committee shall:

- Review CEO financial limitations and expectations policies and recommend changes to the Board of Directors
- Monitor financial limitations policies in accordance with the monitoring schedule
- Monitor risk indicators associated with critical risk factors

- Receive action plans from the CEO when financial limitations policies and risk indicators are violated and report significant violations to the Board
- Consider and recommend to the Board the appointment of external auditors and their remuneration
- Review the external auditors' management letter and management's response
- Review financial reports submitted to regulatory agencies.

4. EXPECTATIONS

The Committee shall meet not less than 4 times per year, not later than thirty (30) days following the end of any quarter of the fiscal year.

Members of the Committee are expected to attend all meetings of the Committee. Attendance may be by telephone or other electronic means.

The Committee shall provide copies of the financial limitations policy and risk indicator monitoring reports to each Director in a timely manner.

5. ACCOUNTABILITIES

The Board of Directors is accountable to the Committee for:

- Providing the authorisation and resources required for the responsibility
- Ensuring the assistance of the CEO.

The Committee shall report the following to the Board of Directors in writing at the first Board meeting of the fiscal year:

- Dates of meetings and committee member attendance
- Summary of financial policy recommendations for the year
- Summary of monitoring of financial limitations policies.

The Board of Directors and the Committee shall confirm or renegotiate the relationship description annually.

GS2 – 3 Governance Committee/Board of Directors Relationship Description

1. Authority

The Governance Committee receives its authority from the Board of Directors to assist the Board with governance matters. The appointment of the Committee shall take place annually at the first meeting of the Board of Directors following the Annual General Meeting.

The Governance Committee shall consist of not less than three (3) members of the Board. Members of the Committee shall hold office until the conclusion of the first meeting of the Board of Directors following the Annual General Meeting. A quorum for Committee meetings is three (3) members.

2. Limitations of Authority

Without additional authority the Governance Committee may not:

- Give management direction to the CEO or his/her staff
- Violate the limitations of the Constitution
- Establish or change policies of the Board.

3. Responsibilities

The Committee is responsible for:

- Nominating prospective Directors for election to the Board
- Designing and conducting a program of orientation for new Directors
- Monitoring the Board's performance in governance
- Reviewing current Constitution, Bylaws and governance policies and recommend revisions and additions to the Governance Manual
- Co-ordinating a program of governance education and skill development for the Board and its members

4. Expectations

In fulfilling its responsibilities, the Committee is expected to:

- Complete each new Director orientation before the new Director's second regular Board meeting
- Maintain the monitoring schedule listed in the Governance Manual
- Review the Constitution and Governance Manual annually
- Ensure there is a process for evaluation and coordination of committee assignments for Board approval.

Members of the Committee are expected to attend all meetings of the Committee. Attendance may be by telephone or other electronic means.

5. Accountability

The Board of Directors is accountable to the Committee for:

- Providing the authorisation and resources required for the responsibility
- Ensuring the assistance of the CEO and the Senior Management Team.

The Committee is accountable to the Board of Directors for:

- Fulfilling its responsibility within the time expected

- Providing a final report to the Board of Directors at the conclusion of its mandate, including:
 - Dates of meetings and committee member attendance
 - Summary of policy recommendations and changes for the year
 - Summary of monitoring activities.

The Board of Directors and the committee shall confirm or renegotiate the relationship description annually.

GS2 – 4 Relationship Review Committee/Board of Directors Relationship Description

1. Authority

The Relationship Review Committee receives its authority from the Board of Directors to assist the board with monitoring internal and external relationships. The appointment of the Committee shall take place at the first meeting of the Board of Directors after the Annual General Meeting.

The Relationship Review Committee shall consist of not less than three (3) members of the board. Members of the Committee shall hold office until the conclusion of the first meeting of the Board of Directors following the Annual General Meeting. A quorum for Committee meetings is three (3) members.

2. Limitations of Authority

Without specific authority from the Board of Directors, the Relationship Review Committee may not:

- Give management direction to the CEO or his/her staff
- Violate the limitations of the Constitution
- Monitor staff and volunteer relationships not included in the Critical Risk Factors
- Conduct the review of its own committee chair/board or committee/board relationship.

3. Responsibilities

The Committee is responsible for:

- Conducting the relationship reviews that are internal to the board
- Conducting the CEO/Board relationship review
- Monitoring relationships with staff, volunteers, clients and customers as required by the Critical Risk Factors
- Monitoring relationships with regulatory authorities, strategic partners and other stakeholders.
- Reviewing current governance relationship descriptions and recommend revisions and additions to the Governance Committee

4. Expectations

In fulfilling its responsibilities, the Committee is expected to:

- Maintain the monitoring schedule listed in the Governance Manual
- Review annually each relationship included in its area of responsibility.

Members of the Committee are expected to attend all meetings of the Committee. Attendance may be by telephone or other electronic means..

5. Accountabilities

The Board of Directors is accountable to the Committee for:

- Providing the authorisation and resources required for the responsibility
- Ensuring the assistance of the CEO and the Senior Management Team.

The Committee is accountable to the Board of Directors for:

- Fulfilling its responsibility within the time expected
- Providing a final report to the Board of Directors at the first Board meeting of the year, including:
 - Dates of meetings and committee member attendance
 - Summary of recommendations for the year
 - Summary of monitoring activities.

The board of directors and the committee shall confirm or renegotiate the relationship description annually.

GS2 – 5 Nominating Committee/Board of Directors Relationship Description

1. AUTHORITY

Select one of the two alternatives before continuing with paragraph three.

Alternate 1 (Preferred):

The Nominating Committee receives its authority from the members to propose the names of candidates suitable for election to the Board of Directors. The election of the Committee shall take place at the Annual General Meeting of the members. Once elected the Board of Directors shall be the source of authority for the Committee.

The Nominating Committee shall consist of four members, two elected from among the Directors and two from among the members (including former Directors). Members of the Committee shall hold office until the conclusion of the Annual General Meeting. A quorum for the Committee meetings is three (3) members.

Alternate 2:

The Nominating Committee receives its authority from the Board of Directors to propose the names of candidates suitable for election to the Board of Directors. The appointment of the Committee shall take place at the first meeting of the Board of Directors following the Annual General Meeting

The Nominating Committee shall consist of four members, two appointed from among the Directors and two from among the members (including former Directors). Members of the Committee shall hold office until the conclusion of the first meeting of the Board of Directors following the Annual General Meeting. A quorum for the Committee meetings is three (3) members.

2. LIMITATIONS OF AUTHORITY

The Committee may not:

- Violate the requirements of the Constitution
- Allow conflict of interest regarding nominations.

3. RESPONSIBILITY

The Nominating Committee shall present, to the Board of Directors, names of nominees for:

- Membership in BONEPWA+
- Membership of the Board of Directors
- Such other information and nominations as the Board may, from time to time, deem appropriate and necessary

4. EXPECTATIONS

The Committee is expected to follow the procedures and guidelines outlined in the Constitution including the timing of the nominating process.

5. ACCOUNTABILITY

The Board of Directors is accountable to the Committee for:

- Providing the authorisation and resources required for the responsibility
- Ensuring the assistance of the Management Team.

The Committee is accountable to the Board of Directors for:

- Fulfilling its responsibility within the time expected
- Providing a final report to the Board of Directors at the conclusion of its mandate, including:
 - Dates of meetings and committee member attendance
 - Summary of nominating activities.

The Board of Directors and the committee shall confirm or renegotiate the relationship description annually.

GP2 – 6 Board Chair/Board Relationship Description

1. AUTHORITY

The Board Chair receives his/her authority by the election of the Board of Directors.

The Board Chair is authorised by the Board to provide the leadership of the process of governance.

The Board shall provide the Board Chair with the resources required for that process.

2. LIMITATIONS OF AUTHORITY

In the fulfillment of the responsibilities of this position the Board Chair may not:

- Take any action not authorised by the Board of Directors
- Direct the decision making process towards any specific outcome
- Make or second a motion, speak for or against a motion or vote on a motion, except in case of a tie vote.
- Give management direction to the CEO or his/her staff
- Cause or allow the Board of Directors to be in violation of the limitations of its authority
- Prevent any proposal from any Director from being considered.

3. RESPONSIBILITY

The responsibilities of the Board Chair are to lead the processes of governance, including:

- Preparation of the agenda and chairing the meetings of the Board
- Designing and maintaining Board structure and process
- Strategic planning
- Delegating authority and responsibility to the Executive Director
- Monitoring performance and risk and measuring strategic outcomes

The Chair shall act as an official spokesperson of BONEPWA+ to the stakeholders and the public.

4. EXPECTATIONS

The expectations of this position shall include:

- Preparation for and attendance at every meeting of the Board of Directors
- Ensuring the flow of all relevant governance information to the Directors
- Ensuring that all decisions are documented accurately in minutes, policies and other documents
- Conduct that is consistent with the values of affirmation, involvement and servant leadership.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual.

The Board of Directors is accountable to the Board Chair for:

- Providing all the authorisation and resources required for the responsibilities
- Providing an annual review of the Board Chair's performance
- Negotiating reasonable expectations of the Board Chair's responsibility
- Expressing affirmation, involvement and servant leadership in its relationship with the Board Chair.

The Board Chair is accountable to the Board of Directors for:

- Performance with respect to the negotiated expectations
- Compliance with the limitations of authority of the position.

Scheduled at pre-determined annual intervals, the relationship review shall be lead by the Relationship Review Committee.

It shall include a:

- Review of the authorisation and resources provided and values expressed to the Board Chair
- Review of the Board Chair's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorisation and resources required for the next period, including plans for professional development.

GS2 – 7 Vice Chair/Board Relationship Description

1. AUTHORITY

The Vice Chair receives his/her authority by the election of the Board of Directors.

While serving as acting Board Chair, the Vice Chair shall function within the Board Chair/Board relationship description.

The Vice Chair may become the acting Board Chair at the request of the Board Chair or the Board itself.

The duration of service as acting Board Chair shall be determined at the time of the appointment.

2. LIMITATIONS OF AUTHORITY

While serving as acting Board Chair the Vice Chair is subject to the limitations of authority for the Board Chair.

3. RESPONSIBILITIES

While serving as acting Board Chair the Vice Chair carries the responsibilities of the Board Chair.

When not serving as acting Board Chair the Vice Chairs shall assist and support the Board Chair in accomplishing his/her tasks.

4. EXPECTATIONS

While serving as acting Board Chair the expectations to the Vice Chair are as for the Board Chair.

5. ACCOUNTABILITIES

While serving as acting Board Chair the accountabilities for the Vice Chair are as for the Board Chair.

GS2 – 8 Board Secretary/Board Relationship Description

1. AUTHORITY

The Board Secretary receives his/her authority by the election of the Board of Directors. The Board Secretary shall be elected from among the members of the Board.

The Board Secretary is authorised by the Board to record the actions and decisions of the Board in the official minutes of the Board.

The Board shall provide the Board Secretary with the material resources required for that process, including the authorisation to appoint or employ a recording Secretary for the purpose of taking minutes during the Board meetings.

2. LIMITATIONS OF AUTHORITY

In the fulfillment of the responsibilities of this position the Board Secretary may not:

- Record any action not authorised by the Board of Directors
- Give management direction to the CEO or his/her staff
- Cause or allow the Board to be in violation of the limitations of its authority.

3. RESPONSIBILITIES

The responsibilities of the Board Secretary are to:

- Manage the recording of minutes, notes and action lists at Board meetings
- Document all decisions accurately in minutes, policies and other documents
- Distribute minutes, documents and notices of meetings to the Directors in a timely manner.

4. EXPECTATIONS

The expectations of this position shall be negotiated in the annual review of the Board Secretary/Board relationship and shall include:

- Preparation for and attendance at every meeting of the Board
- Timely flow of all relevant information to the Directors, including Board minutes and changes to the documents of the Board.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual. The Board is accountable to the Secretary for providing the authorisation, resources, affirmation, involvement and servant leadership required for the successful realisation of the responsibilities of the position.

The Secretary is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorisation and resources provided and values expressed to the Secretary
- Review of the Secretary's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorisation and resources required for the next period, including plans for professional development.

GS2 – 9 Committee Chair/Board Relationship Description

1. AUTHORITY

The Committee Chair receives his/her authority by the election of the Board of Directors.

The Committee Chair is authorised by the Board to provide the leadership of the committee process.

The Board shall provide the Committee Chair with the material resources required for that process.

2. LIMITATIONS OF AUTHORITY

In the fulfillment of the responsibilities of this position the Committee Chair may not:

- Take any action not authorised by the Board of Directors
- Give management direction to the CEO or his/her staff
- Cause or allow the committee to be in violation of the limitations of its authority.

3. RESPONSIBILITY

The responsibilities of the Committee Chair are to:

- Lead the committee process including the preparation of the agenda and chairing the meetings of the committee
- Ensure that all decisions are documented accurately in minutes, policies and other documents
- Ensure that the Board's expectations of the committee are fulfilled.

4. EXPECTATIONS

The expectations of this position shall be negotiated in the annual review of the Committee Chair Board relationship and shall include:

- Preparation for and attendance at every meeting of the committee
- Flow of all information relevant information to the committee members
- Conduct that is consistent with the values of BONEPWA+.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual. The Board is accountable to the Committee Chair for providing the authorisation, resources, affirmation, involvement and servant leadership required for the successful realisation of the responsibilities of the position.

The Committee Chair is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorisation and resources provided and values expressed to the Committee Chair
- Review of the Committee Chair's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorisation and resources required for the next period, including plans for professional development.

GS2 – 10 The Director/Board Relationship Description

1. AUTHORITY

The Director is authorised by virtue of his/her election to the Board of Directors. Once elected the source of authority is the Board of Directors.

The Board of Directors shall provide costs of Board meetings, including travel and accommodation, Directors' liability insurance, Board materials and resources for governance orientation and training.

2. LIMITATIONS OF AUTHORITY

Without specific authority from the Board, an individual Director may not:

- Speak officially on behalf of the Board or organisation
- Enter into any legal or financial agreement on behalf of BONEPWA+
- Give direction to the CEO or the management of BONEPWA+.

3. RESPONSIBILITY

The responsibility of each Director is to:

- Participate in the governance process of the Board
- Share in the responsibilities of the Board of Directors as defined in the Board/stakeholder relationship description
- Represent accurately and support the official positions and decisions of the Board when interacting with the stakeholders and the public.

4. EXPECTATIONS

Each Director is expected to:

- Participate in an orientation program in the Relationship Model™ and the Constitution, Governance Manual and Strategic Plan of BONEPWA+
- Read reports and study materials provided for preparation of Board meetings
- Attend all Board meetings and meetings of committees of which s/he is a member or to indicate to the Board or Committee Chair the reason for his/her inability to attend
- Participate actively in discussion and the decision making process
- Display personal conduct that reflects the values of BONEPWA+.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual.

The Board is accountable to the Director for providing the authorisation, resources, affirmation, involvement and servant leadership required for the successful realisation of the responsibilities of the position.

Each Director shares in the Board's accountability to the stakeholders for achieving strategic results and in governing BONEPWA+ with due diligence and integrity and to governments for compliance with all relevant laws and regulations.

Each Director is accountable to the Board and to the government's regulatory body under whose laws BONEPWA+ is registered, for handling the finances of BONEPWA+ with integrity.

The Director is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at predetermined intervals at the initiation of the Board and shall include a:

- Review of the authorisation and resources provided and values expressed to the Director
- Review of the Director's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorisation and resources required for the next period, including plans for professional development.

GP1 – GP4 GOVERNANCE PROCESSES

The governance processes are divided into four separate areas. They reflect the four distinct areas of responsibility of the Board.

GP1 – BOARD PROCESSES

In these processes the word “shall” means the action is required. The word “may” means the action is optional. The words “may not” mean the action is not permitted.

GP1 – 1 Election of Officers and Committee Chairs

Elections for the office of Chair, Vice Chair, Secretary and committee chairs shall be held annually at the first Board meeting of the fiscal year. All elections are for a one-year term, commencing at the end of the meeting at which the election took place. No officer may be elected to more than three consecutive one-year terms.

Nominations for officers may take place at the same meeting where elections are held. Nominees shall agree to their nomination. When a nominee is absent from the meeting where the nominations and elections take place, that nominee shall have agreed to the nomination in writing prior to the meeting.

Elections shall be by written ballot. The Chair shall appoint two members of the Board as scrutinisers. They shall report the election results to the Chair who shall announce them to the Board. Following the announcement of election results, the ballots shall be destroyed.

The Chair, Vice Chair, Secretary, or any committee chairs, may be removed from office by a two-thirds majority vote of the remaining Directors.

GP1 – 2 Regular and Extraordinary Board Meetings

The Board shall meet at least four times in a year at such places and times as it may decide.

The Board Chair or any three members of the Board may call an extraordinary meeting of the Board with a minimum of 48 hours notice.

A quorum of the Board shall be four (4) of the members thereof.

GP1 – 3 *In Camera* Meetings

An *in camera* meeting of the Board is a meeting that is open only to those specific persons whom the Board allows to attend.

The Board Chair or any Board member or group of members may request an *in camera* session of the Board. The request may be made in advance or at any time during the meeting where the *in camera* session is to be held.

The Board may approve any motion to meet *in camera* and may do so by simple majority vote, after the following information has been tabled and discussed:

- The agenda item to be discussed,
- The reason for the request for the *in camera* session,
- The person or persons, if any, who shall be excused or invited to attend,
- The assurance that no violations to Board policy or human rights will occur.

An *in camera session* shall be limited to one agenda item, unless specified in the Board's motion to approve the *in camera* session.

In camera sessions shall be used sparingly.

The *in camera* session may not be electronically recorded. Notes may not be made.

The details of discussion during discussion shall remain confidential. Documents deemed confidential shall be returned to the Board Chair. Except for one copy to be filed under terms of confidentiality, the returned documents shall be destroyed.

Decisions made and action taken during an *in camera* session shall be recorded in minutes following the guidelines of policy GP1 – 13 Minutes.

GP1 – 4 Email Meeting Protocol

Protocol

The Board of Directors may conduct an official meeting of the Board of Directors via e-mail (E-meeting) for the purpose of transacting business on behalf of the Society.

E-meetings may not be initiated unless each member of the Board has a functioning computer equipped with a modem, email software and connectivity to the other participants.

No E-meeting may exclude any member of the Board unless that member has excused himself from the E-meeting.

An E-meeting may have no more than one agenda item. The agenda item shall appear in the subject line of each e-mail exchanged during the meeting.

In order to reach a decision a motion shall be made and seconded. Discussion of the motion shall follow. When the vote is called by the Chair, each Director shall record his/her vote for or against or his/her decision to abstain from voting.

Each E-mail meeting shall have a beginning date/time and an end date/time established at the beginning of the E-meeting. The E-meeting may conclude before the established end time/date or may be extended to another specific end time/date by the Chair or at the request of any two Directors.

Minutes of the E-meeting shall be circulated and approved at the next meeting of the Board of Directors.

The Role of the Board Chair

The Board Chair shall:

- Initiate each E-meeting, acting alone or at the request of any committee or any two members of the Board.
- Establish each conference with an identifying code, agenda name, beginning and ending date/time.
- Insure that e-mail addresses of all participants are current and that all e-mails related to the E-meeting are addressed to all participants.
- Announce the outcome of the decision-making process of the E-meeting within five days of the end date of the E-meeting.

The Board Chair may:

- Negotiate an alternative to initiating an E-meeting when one is requested but may not refuse a request from a committee or any two Directors.
- Involve the guest participation of a non-Director, e.g. specialist, legal counsel, etc. The Board Chair shall determine the beginning and end of such participation and shall declare the same to all participants.

The Role of Directors

When an E-meeting is called, each Director shall:

- “Sign in” before the published beginning time/date to indicate participation in the E-meeting.

- Participate in every E-meeting even if only to say that s/he has no comment.
- Vote on the motion or indicate his/her decision to abstain from voting

GP1 – 5 Electronic Meeting Protocol (Voice/Video)

Protocol

The Board may conduct an official meeting of the Board via electronic means for the purpose of transacting business on behalf of BONEPWA+. Decisions taken at such meetings shall have the same authority as decisions made at a personally attended meeting.

Notice of the meeting shall be given at least 48 hours before the meeting, unless all of the directors agree to waive this requirement. No meeting may exclude any member of the Board unless that member has excused himself from the electronic meeting.

An electronic meeting may have no more than one agenda item, except with the approval of the Board.

The Board Chair shall initiate each electronic meeting, acting alone or at the request of any committee or any three members of the Board.

The Board Chair may involve the guest participation of a non-Board Member, e.g. specialist, legal counsel, etc. The Board Chair shall determine the beginning and end of such participation and shall declare the same to all participants.

Login information shall be provided to each Board Member when the electronic meeting is called. Each Board Member shall enter the meeting promptly using the number and code provided.

The meeting shall follow the same procedure as when meeting in person.

Minutes of the electronic meeting shall be circulated, approved, and signed at the next meeting of the Board.

GP1 – 6 Board Meeting Preparation

The Board Chair shall prepare a proposed agenda, having consulted the CEO.

A complete information packet shall be delivered to each Director not less than seven days before the meeting.

Agendas shall be structured to include the four broad areas of the Board's responsibility:

- Board Structure and Process
- Strategic Planning
- Delegating Authority to the CEO
- Monitoring and Measuring

GP1 – 7 Meeting Procedures

The Chair shall determine the protocol for the presentation of information and for discussion by Directors. In order to determine the need for and the content of the motion, discussion may occur on a subject before a specific motion is made and seconded. Motions shall be made and seconded before debate on the specific motion may begin. The motion shall be recorded by the recording Secretary and read aloud before discussion commences.

Amendments or substitute motions or changes in wording require a motion and a second after the original motion has been seconded. The amendment, motion to substitute or to change wording shall be decided by vote before the amended, substituted or modified motion is put to the vote.

Unless otherwise specified in this governance manual, meeting procedures shall follow the most recent edition of *Robert's Rules of Order*. The Board Chair shall appoint a parliamentarian to monitor the meeting procedures.

GP1 – 8 Consensus and Voting

Decisions may be made by consensus. (cf. Appendix B) When a decision is made by consensus, the minutes shall record the action with “It was agreed that...” or “It was agreed by consensus that...”

When consensus is not possible, decisions shall be made by voting. A simple majority is required to pass a motion unless otherwise specified in the Constitution.

A show of hands is sufficient, but a Director may call for a count which then shall be taken and recorded. Any member may call for a written ballot by making a motion to that effect

GP1 – 9 Conflict of Interest Policy

The purpose of this policy is to identify and manage potential conflicts of interest between a Director and BONEPWA+.

If any Director has any personal or corporate interest in any matter other than the best interest for the welfare of BONEPWA+, there is a potential conflict of interest.

The Role of the Director

Each Director shall:

- Examine the Board agenda for potential conflicts of interest
- Notify the Board Chair before the meeting of the potential conflict
- Declare the potential conflict at the beginning of the meeting where the matter appears on the agenda
- Abstain from discussion on the agenda item unless invited to do so by the Chair
- Abstain from voting on the agenda item unless invited to do so by the Chair
- Excuse him/herself from that portion of the meeting if asked to do so by the Board Chair or the Board.

The Role of the Board Chair

The Board Chair shall:

- Advise the Board of any potential conflicts of interest that have been declared
- Call for potential conflicts of interest at the beginning of each meeting
- Determine whether the Director is in conflict in the matter
- Determine the role of the Director during the discussion of the agenda item in which there is a potential conflict.

The Role of the Board

In cases where the potential conflict is unclear or undeclared the Board shall:

- Decide whether the matter should be handled as a potential conflict of interest
- Decide the appropriate course of action to deal with an undeclared conflict
- Record the potential conflict and related actions in its minutes.

GP1 – 10 Conflict Resolution

The Board shall use the following guidelines for conflict resolution:

- a. A forgiving spirit on the Board's part will be the foundation of any conflict resolution process,
- b. The process shall begin with direct negotiation and proceed to mediation and arbitration as required.
- c. The process shall be fair and transparent and shall seek to uphold the dignity of all persons.
- d. The process shall seek justice first and reconciliation second, recognising that justice is necessary in order to achieve reconciliation.

This policy addresses the following potential conflicts:

1. Conflicts in which the Board is directly involved.
 - a. Conflicts within the Board,
 - b. Conflicts between the Board and persons or groups within BONEPWA+ (members/staff/volunteers),
 - c. Conflicts between the Board and persons or groups outside BONEPWA+.

In cases where the Board is one of the parties in the conflict, the Board shall attempt to negotiate the conflict. Should those efforts fail, the Board shall seek to resolve the conflict through mediation before submitting the conflict to arbitration.

2. Conflicts which the Board is being asked to arbitrate.
 - a. Conflicts between persons or groups within BONEPWA+,
 - b. Conflicts between persons or groups within BONEPWA+ and persons or groups outside BONEPWA+.

In cases where the Board is not one of the parties in the conflict but is being asked to arbitrate the conflict, the Board shall not become involved until all efforts at negotiation and mediation (whether described in policy or not) have been exhausted. Where those efforts have failed and the Board has agreed to be the arbiter in the conflict the following components shall be part of the Board process.

- a. The person or group making the allegation(s) shall be identified,
- b. The person or group to whom the allegation(s) is/are directed shall be identified,
- c. The allegation(s) shall be made in writing and witnessed by two persons to avoid assumptions or misperceptions, hearsay or irresponsible criticism,
- d. The allegations shall be accompanied by information that supports the allegation(s),
- e. Both the allegations and the supporting information shall be shared with the person(s) or group to whom the allegations are directed

- f. At the discretion of the Board the allegations shall be presented to the Board in the presence of the person(s) or group to whom they refer,
- g. The person(s) or group to whom the allegation is directed shall have an opportunity to request additional information in writing and respond to the allegations in the presence of the person(s) bringing them.
- h. The Board shall have an opportunity to ask both parties for clarification or information.
- i. The Board may meet *in camera* to consider the conflict. If new information presents itself at this point, the process will revert back to e above, and this information will be shared with the person(s) or group to whom the allegations are directed.
- j. The Board shall report its decision to both parties in writing.
- k. Under exceptional circumstances (e.g. sexual harassment, fraud) there may be delays in the conflict resolution process to allow for external investigation.

GP1 – 11 Governance Manual Changes

The review of the Governance Manual shall take place at the first Board meeting each year. The Governance Committee shall prepare the review at a meeting prior to this Board meeting.

Changes to any part of this Governance Manual may be made at any meeting of the board of Directors by consensus or by majority vote.

A bound copy of the Governance Manual shall be issued to each Board member annually.

GP1 – 12 Director Expenses

Board meeting venue costs, Director and staff travel costs and the cost of accommodation at Board meetings or retreats are the responsibility of BONEPWA+.

GP1 – 13 Minutes, Recording, Distribution, Approval

The Board minutes are the only official record of Board action. All decisions and actions recorded in the official minutes shall be considered as official action of the Board. Decisions and actions not recorded in minutes shall not be considered official.

The Board Secretary shall submit the Board minutes to the Board Chair within one week following the Board meeting.

The minutes shall be approved at the next Board meeting and signed by the Board Chair and Secretary. Once signed, they shall become the official record of action taken at the previous Board meeting. The signed copy of the minutes shall be filed in the official Minute Book kept in the corporate office.

GP1 – 14 Staff and Guest Attendance

The Board may invite any person to attend its meetings as a guest observer, presenter or participant. Normally, the Chair shall approve such visitors.

Permission to speak or participate in discussion shall be the prerogative of the Chair. The Board may also approve the presence and level of participation of visitors by vote.

Visitors may be invited to sit in a separate area reserved for them.

GP1 – 15 Communications with Staff and Volunteers

Individual Directors are free to communicate with any members of the staff and volunteers at any time. In doing so the following guidelines shall be followed:

- Information may be requested provided no financial resources or significant time is required of the staff to provide the information.
- Advice may be freely offered provided that it is understood that such advice is not regarded as management direction.
- The CEO shall be copied in communication that may affect the management of his/her staff and volunteers.

GP2 – STRATEGIC PLANNING PROCESS

Because of rapid changes in opportunity and in the cultural and political environment in which we work, the strategic plan shall be reviewed and revised annually at the same time each year.

Consultation with all stakeholders is the vital component to a strategic plan that will inspire donors, clients, staff, and volunteers to commit themselves to the success of the plan. That consultation shall remain a regular component of each annual planning process.

The components of the strategic plan that require annual review and possible revision by and approval of the Board are beneficiaries, services/needs, vision, mission, priorities, strategic goals and critical success factors.

The values that brought people together into BONEPWA+ are the least likely to change and may be reviewed at longer intervals as determined by the Board.

GP2 – 1 Strategic Context

GP2 – 1.1 Historical Factors

The significant events and milestones in the formation and development form the historical context in which strategic planning takes places and changes over time.

GP2 – 1.2 Environmental Factors

This section summarises the significant factors from an environmental scan that will shape the strategic direction for the next planning period. These factors may fall into the following and other categories:

- Spiritual/religious
- Political
- Economic
- Cultural

The factors that emerge from the environmental scan may form the agenda of discussions at Board meetings during this planning period and may determine the specialists who are invited to meetings to assist the Board to discuss future strategic directions.

A SWOT analysis may also be used to identify BONEPWA+'s internal strengths and weaknesses and external opportunities and threats.

GP2 – 2 Values

The men and women of BONEPWA+ share values that bring us together into a working relationship. Organisational values may change slightly over time. The Board may review and revise the values statement from time to time.

GP2 – 3 Beneficiaries, Strategic Partners, and Stakeholders

Beneficiaries are the categories of individual or groups that form the clients who benefit from the services of BONEPWA+. They may be described by need, age, type of individual or organisation or other categories that are mutually exclusive. They may be divided further to identify internal beneficiaries, e.g. staff and volunteers, and external beneficiaries, e.g. clients, their families, other organisations, etc.

Strategic partners are those organisations with whom we share some part of our mission. While they are not direct recipients of our mission, some financial resources may be allocated to them, so that they are able to deliver on our behalf the services we offer to our beneficiaries. Strategic partners may also be the source of funding for providing services on their behalf that are consistent with our strategic priorities.

Stakeholders are individuals and groups who may be directly impacted by BONEPWA+ but who themselves are not direct recipients of BONEPWA+'s services, e.g. government, suppliers, other organisations, etc.

GP2 – 4 Services

A fundamental basis of the strategic planning process is identifying what services we shall provide. The strategic services are distinguished from programs which are the tactical component that the staff develops to deliver the services.

GP2 – 5 Places

Places are the geographical references in which the services are delivered. They may be expressed by regions, countries or places within countries.

GP2 – 6 Vision

Vision is a statement of what we want the future effect of the services of BONEPWA+ to be. It is challenging and expresses the hope for the future that lies just beyond the strategic planning "horizon". The Board shall review the vision statement annually as part of the strategic planning process.

GP2 – 7 Mission

The mission statement is the most concentrated expression of what strategic purposes BONEPWA+ exists to accomplish in order to achieve its vision. The Board shall review the mission statement annually. It may change from time to time to reflect changes in need and opportunity.

GP2 – 8 Priorities

The Board shall review and revise its strategic priorities annually to determine how best to allocate limited resources to fulfill its mission.

GP2 – 9 Strategic Goals

Strategic goals are statements that express the degree to which BONEPWA+ hopes to realise their outcomes within the planning period. They are based on the outcome indicators. The Board shall set strategic goals annually as the final step in the strategic planning process. No strategic goals exist at the present time.

Note: Strategic goals refer to the SMART goals that are specific, measurable, achievable, relevant to the mission and priorities and time-limited. They deal with the “what” BONEPWA+ seeks to do, rather than the tactical goals that deal with “how” management seeks to accomplish the mission and priorities.

GP2 – 10 Critical Success Factors

The Strategic Plan is completed with a list of those factors in the management of BONEPWA+'s service delivery that are critical to the success of its Vision and Mission.

10.1 Critical Tactical Directions

These are the important tactical (operational) matters that will be required during this planning period. They may include real estate, building, major renovation, investments, endowments, systems or other major efforts. These do not form the Mission itself but are critical to its success.

10.2 Critical Risk Factors

These form the bridge between the strategic governance of the board and the tactical management of the CEO. Identifying the critical risk factors allows the board to monitor the CEO's management of risk without becoming directly involved in management.

Critical risk factors may address the following subjects among others.

<p>Relationships</p> <ul style="list-style-type: none">• Relationships with members/donors/funding sources• Relationships with regulatory authorities• Relationships with staff/volunteers• Relationships between Board/staff volunteers• Strategic alliances• Staff/volunteer recruitment, retention, development• Values
<p>Processes</p> <ul style="list-style-type: none">• Governance• Management• Planning – strategic/tactical• Services/programs/products• Communication• Marketing/fundraising• Monitoring and measuring
<p>Finance/Infrastructure</p> <ul style="list-style-type: none">• Operating funding• Financing (operating credit)• Financial management• Capital needs• Reserves• Buildings and property• Systems/equipment

After the critical success factors have been identified, the Board shall identify and maintain current indicators and measurements that form a risk/success continuum. In order to avoid extra work, these indicators may be selected from those already in use by management to manage risk.

GP3 – DELEGATING AUTHORITY AND RESPONSIBILITY TO THE CEO

The Board of Directors shall delegate all authority and responsibility for management of BONEPWA+'s infrastructure and for fulfilling the strategic mission and goals to the CEO. The Board shall instruct the CEO of all limitations of the authority and expectations of responsibility being delegated in written Limitations/Expectations Policies. No limitations or expectations may be assumed or implied. Limitations/Expectations Policies may be added, modified or deleted as required from time to time.

The Board shall hold the CEO singularly accountable for all performance related to the management of BONEPWA+'s infrastructure and for performance of strategic mission and priorities. S/he is also accountable for compliance with limitations of authority and expectations of responsibility. The CEO is the only person accountable directly to the Board.

The Board shall request all information for strategic planning, monitoring performance and measuring results for BONEPWA+'s infrastructure directly from the CEO, who may delegate the requests to the appropriate staff members. The Board may with the CEO's consent make such requests directly.

The Board may in exceptional circumstances delegate temporary authority and responsibility to other staff members. In such cases the CEO shall be informed of the authority and responsibility being delegated and of its recipient and duration. The Board may not hold the CEO accountable for management performance or strategic or tactical results in such cases.

GP3 – 1 CEO/Board Relationship Description

1. AUTHORITY

The CEO functions with authority from the Board of Directors to be the Chief Executive Officer of BONEPWA+. The CEO's title shall be Director.

The Board shall provide budgeted resources required for the successful fulfillment of the responsibilities of the position.

Resources delegated to the CEO include paid and volunteer human resources, financial resources for operations and a personal compensation package.

(Some organisations may wish to list the competencies (qualifications) required for the position. Since they are a part of the circle of authority, they would be listed here.)

2. LIMITATIONS OF AUTHORITY

The CEO may not operate outside the parameters described in the:

- CEO Limitations of Authority policies
- Strategic Plan agreed by the Board of Directors
- Limitations of legal and regulatory authorities.

3. RESPONSIBILITIES

It is the CEO's responsibility to lead the processes of planning, resource development and management of BONEPWA+. Specifically s/he shall:

- Manage the human and financial resources of BONEPWA+ and its infrastructure in order to achieve the Mission of BONEPWA+.
- Provide the Board with organisational information it needs for its governance responsibilities, including strategic planning, infrastructure, resource development, monitoring performance and measuring strategic results
- Develop and maintain healthy relationships between the Board of Directors and the stakeholders, including members, staff and volunteers, clients and regulatory authorities
- Prepare tactical and financial plans in compliance with the strategic plan and CEO limitations and expectations policies
- Develop the human and financial resources needed for the success of the Mission

4. EXPECTATIONS

The expectations of the responsibility for this position are contained in the:

- Governance Manual
- Strategic Plan
- CEO's tactical goals

The CEO is also expected to:

- Model and promote BONEPWA+'s values and the values of affirmation, involvement and servant leadership
- Maintain and develop teamwork at all levels of BONEPWA+
- Ensure that the relationships between BONEPWA+ and its stakeholders are open and co-operative.

5. ACCOUNTABILITIES

Accountability in this relationship is mutual. The Board is accountable to the CEO for providing the authorisation, resources, affirmation, involvement and servant leadership required for the successful realisation of the responsibilities of the position.

The CEO is accountable to the Board for performance with respect to the negotiated expectations of the position within the limitations of authority of the position and for behaviour consistent with the values of affirmation, involvement and servant leadership.

The components of this working relationship shall be reviewed annually at the initiation of the Board of Directors and shall include a:

- Review of the authorisation and resources provided and values expressed to the CEO
- Review of the CEO's performance towards expectations of the responsibilities of the relationship including the progress towards strategic goals and the CEO's personal tactical goals
- Negotiation of tactical goals and other expectations for the next year
- Review of the authorisation and resources required for the next year, including plans for professional development.

GP3 – 2 CEO Limitations and Expectations Policies

Limitations and expectations policies are the means by which clear limitations of the authority and expectations of responsibilities negotiated with the CEO are communicated to him/her and his/her respective staff. Normally, these policies shall be prepared by the Board or one of its committees with the involvement of the CEO and brought to the Board for approval. The Board may also prepare these policies directly whether or not they deal with matters covered by a committee.

The development of these policies shall be monitored annually by the Board or one of its committees. They shall ensure that limitations to the authority and expectations of the responsibilities of the CEO are added, modified or deleted in such a way that the Board remains in control of management through governance. All limitations and expectations policies shall be approved by the Board and recorded in this manual. Limitations or expectations not documented in these policies may not be assumed or implied.

GP3 – 2.1 Tactical and Financial Planning

Limitations

With respect to tactical and financial planning, the CEO may not:

- Plan for the expenditure of more operational or capital funds than are reasonably projected to be received in the year(s) included in the plans,

Expectations

With respect to operational and financial planning, the CEO is expected to enable the Board to fulfill its fiduciary responsibilities and maintain its integrity

in financial matters. Accordingly, the CEO is expected to create a tactical or financial plan which:

- Is complete within one month before the end of the fiscal year
- Complies with the strategic plan and priorities in its allocation of resources
- Contains enough detail to enable accurate monitoring, including accurate projections of income and expenditure, the separation of capital and operational items, cash flow and audit trails
- Includes a contingency plan equal to _% of the cost of the tactical plans.

P3 – 2.2 Financial Condition

Limitations

With respect to operating BONEPWA+ in a sound and prudent financial manner the CEO may not allow BONEPWA+ to be put at risk financially, or cause the Directors to be in violation of their fiduciary responsibilities.

Accordingly s/he may not:

- Expend more operational funds than have been received in any financial year,
- Expend funds on operations not included in the Strategic Plan

Expectations

With regard to the management of BONEPWA+'s finances, the CEO is expected to:

- Maintain all of BONEPWA+'s accounts in a timely manner in compliance with generally accepted accounting practices
- Notify the Board in a timely manner of any financial event which could affect the financial security of BONEPWA+
- If the financial condition violates these limitations, provide a plan for regaining compliance at the same time that the violation of limitations is reported
- Continue to comply with the Tactical and Financial Planning policy in any revision of the plans

GP3 – 2.3 Capital Expenditures

Limitations

With respect to proper control of capital expenditures the CEO may not incur capital expenditure:

- In excess of funds specifically given as restricted funds
- For items which are not required for the normal operations.
- Which, while otherwise fulfilling the two foregoing, exceed \$_per expenditure

Expectations

The CEO is expected to report all purchases when this policy is monitored.

GP3 – 2.4 Capital Assets

Limitations

With respect to minimising losses of BONEPWA+'s capital assets the CEO may not:

- Allow the disposal of assets at less than market value,
- Sell or dispose of assets of a value in excess of \$

Expectations

Additionally, the CEO is expected to:

- Maintain a reasonable level of property and liability insurance
- Take all reasonable steps to minimise fraud, losses and liability claims
- Maintain net assets above a level sufficient to meet BONEPWA+'s liabilities
- Plan for the replacement of depreciating capital assets

GP3 – 2.5 Restricted or Designated Funds

Limitations

With respect to the restricted funds and assets the CEO may not spend restricted funds for a purpose other than that for which they were restricted

Expectations

The CEO is expected to consult the donor before disposing of or moving restricted assets outside of the restriction before the end of its normal economic life.

GP3 – 2.6 Banking Operations

In order that the Board may comply with its responsibility regarding the operation of bank accounts the CEO may not:

- Open, close, or amend a bank account in the name of BONEPWA+
- Enter into a loan or overdraft agreement on behalf of BONEPWA+.

GP3 – 2.7 Staff and Volunteer Treatment

Limitations

In relating to staff and volunteers the CEO may not:

- Impose work expectations on any staff that have not been negotiated, agreed and confirmed in writing
- Contravene current human rights, employment standards, and other legislation.

Expectations

In relating to the Board of Directors, staff, volunteers and other stakeholders, the CEO is expected to demonstrate the values of affirmation, involvement and servant leadership.

In relating to staff and volunteers the CEO is also expected to:

- Respond to staff and volunteer concerns promptly
- Provide adequate financial compensation for the level of responsibility the person holds

GP3 – 2.8 Board Governance Support

In supporting the Board's governance process the CEO is expected to:

- Attend all Board meetings
- Ensure that monitoring information is made available to the Board or committee in a timely, accurate, understandable and comprehensive manner
- Comply with the regulatory guidelines set out in current legislation.

GP3 – 2.9 Monitoring and Managing Internal and External Risk

Limitations

In monitoring and managing risk the CEO may not:

- Cause or allow risk to exceed the limits negotiated with the Board in the Critical Risk Factors

Expectations

In monitoring and managing risk, the CEO is expected to:

- Work with the Board and its committees to identify areas of risks and indicators to assess risk
- Negotiate limits of risk tolerance for each risk indicator
- Prepare internal reports for the Board or its committees to monitor risk according to the monitoring schedule
- Notify the Board or the appropriate committee of any risk not covered by the Critical Risk Factors that may harm BONEPWA+, its ministry or its stakeholders
- Identify, manage and monitor all critical strategic and operational risks, putting plans in place to address known exposures
- Focus on reputation management through continuous assessment of external and internal vulnerabilities, ensuring that public goodwill is preserved in all respects
- Manage in compliance with GP3 – 3 Management Policies.

GP4 – MONITORING AND MEASURING

GP4 – 1 Monitoring CEO Limitations/Expectations

The Board shall perform the monitoring of the CEO's compliance with the limitations of authority and expectations of responsibility unless the monitoring is delegated to the committee in whose area the limitations of authority apply. Monitoring may be assigned to a committee and may take one or more of the following forms:

- Internal Report (verbal or written report from the CEO or his/her designate)
- Internal Audit (documentation review by the Board or a committee)
- External Audit (documentation review and report by an external third party)

GP4 – 2 Monitoring Critical Risk Factors

The Board shall perform the monitoring of the critical risk factors listed in the strategic plan on a quarterly or annual basis, depending on the nature of the indicators used in monitoring them. Each critical success factor may have multiple indicators. The limit of acceptable risk for each indicator shall be predetermined in negotiation with the CEO and recorded in Board policy here.

Note: List here the critical risk factors from the strategic plan with the indicators of each and the limits of acceptable risk for each indicator.

GP4 – 3 Monitoring Schedule

The Board or the appropriate committee shall establish and maintain an annual schedule of this monitoring process for each of the limitations and expectations policies and critical risk factors. They may be monitored monthly, quarterly or annually at the direction of the Board, depending on the nature of the limitations and expectations policies and indicators of critical risk factors.

The schedule for monitoring CEO compliance with limitations and expectations policies and the monitoring committee shall be as follows:

- | | | |
|---|-----------|-----|
| • GP3 – 2.1 Tactical and Financial Planning | Quarterly | F/A |
| • GP3 – 2.2 Financial Condition | Quarterly | F/A |
| • GP3 – 2.3 Capital Assets | Annually | F/A |
| • GP3 – 2.4 Capital Expenditure | Annually | F/A |
| • GP3 – 2.5 Restricted and Designated Gifts | Annually | F/A |
| • GP3 – 2.6 Banking Operations | Annually | F/A |
| • GP3 – 2.7 Stakeholder Treatment | Annually | R/R |
| • GP3 – 2.8 Board Governance Support | Quarterly | Gov |

The schedule for monitoring critical risk factors shall be:

Note: This schedule will match the critical risk factors and their indicators described in GP4 – 2 above.

GP4 – 4 Measuring Strategic Outcomes

As part of its duty the Board of Directors shall measure the strategic outcomes of its efforts to fulfill its mission and priorities.

GP4 – 4.1 Outcome Indicators

The Board of Directors shall identify indicators of strategic outcomes that shall be the basis of setting strategic goals that are specific, measurable, achievable, relevant to the mission and priorities, and time-limited (S.M.A.R.T.).

The Indicators shall be reviewed on an annual basis and revised where necessary as part of the strategic planning process.

GP4 – 4.2 Measuring Process

The Board shall measure the progress toward the strategic goals on an annual basis as part of the strategic planning process. On the basis of this measurement and evaluation of strategic results the Board may make revisions to priorities and strategic goals for the following year.

GP4 – 5 Monitoring Board Performance and Annual Relationship Reviews

As part of its accountability process, the Board shall have its own performance reviewed and shall monitor the performance and shall complete annual relationship reviews for the CEO and the committees to which it has delegated authority and responsibility.

Accountability in all relationships is mutual. The source of authority is accountable to the recipient of authority for providing the authorisation, resources, affirmation, involvement and servant leadership required for the successful realisation of the responsibilities of the position.

The recipient of authority is accountable to the source of authority for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position being reviewed.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the source of authority and shall include a:

- Review of the authorisation and resources provided and values expressed by the source of authority to the recipient
- Review of the recipient's performance towards expectations of the responsibilities of the relationship including the progress towards tactical goals
- Negotiation of tactical goals and other expectations for the next planning period
- Review of the authorisation and resources required for the next period, including plans for professional development.

Copies of all annual relationship reviews shall be distributed to all members of the Board.

GP4 – 5.1 Board Governance Performance Reviews

Since the members do not normally perform a review of their relationship with the Board of Directors, the Board shall conduct an annual review of its own performance in governance. The Board may assign this review to the Governance Committee. The Board or Committee may use self-directed performance reviews annually and an external review at least once every five years.

GP4 – 5.2 Internal Board Relationship Reviews

The Relationship Review Committee shall lead the review of the following relationships with the Board of Directors:

- Chair, Vice Chair and Secretary - annually
- Financial Audit Committee – annually
- Governance Committee – annually
- Committee Chairs – annually
- Board Director – after the first year of each term of office

At least one of the reviewers shall attend one meeting of the committee being reviewed during the year under review.

GP4 – 5.3 Relationship Review Committee/Board Relationship Review

The Board Chair and two members of the Board who are not members of the Relationship Review Committee shall review the Relationship Review Committee/Board relationship annually.

GP4 – 5.4 CEO/Board Relationship Review

The annual review of the CEO/Board relationship shall be delegated the Relationship Review Committee and the Board Chair.

GP4 – 6 Accountability to Government Authorities

The Board shall ensure that all documents required by the government are filed in accordance with all applicable regulations.

The Board shall further ensure that BONEPWA+ complies with all municipal laws, the laws of Alberta, and the laws of Canada .

GP4 – 7 Accountability to Members

The Board shall report fully and accurately the annual measurements of strategic results to each member of BONEPWA+ in a timely manner in its annual report.

GP4 – 8 Accountability to Other Stakeholders

The Board shall report fully and accurately the results of its annual measurements of strategic results to the donors and an audited financial statement. The Board shall also make available relevant information to the clients and primary beneficiaries of BONEPWA+'s services through an annual report that shall be made available in a timely manner.

Appendix A

Introduction to the Relationship Model™

1.0 RELATIONSHIPS

People live and work within relationships. Relationships are the human operating system. In order to make our lives and our work successful and fulfilling, we need to apply the natural principles of relationships by establishing the values, structures and the processes of relationships throughout our organisation.

In the Relationship Model™ values, structure and processes form the basis of governance, leadership, management and service delivery. The roles of governance, leadership and management differ, but the principles that underlie them are the same. There is a continuity of design from BONEPWA+'s membership to the point where the clients receive the services.

A successful working environment is one in which there is a balance between the fulfillment of the individuals doing the work and the fulfillment of the people for whom the work is done. The organisation itself is like the fulcrum of a seesaw that supports the dynamics of the process of maintaining this delicate and dynamic balance of fulfillment benefiting both staff and clients.

Putting emphasis on healthy relationships means investing a great deal of attention on the values, the structures and the processes that make up relationships. We have all observed that healthy and fulfilled men and women are more productive than unhealthy, dysfunctional people are.

Understanding how to build and maintain healthy working relationships is critical for successful management of human and financial resources. The basic design of relationships is disarmingly simple. Yet the application of these values, structures and processes is a lifelong experience, and a complex one at that. It is necessary to maintain a focus on the design of relationships in order to succeed at living out the Relationship Model™.

1.1 VALUES

Our values determine our behaviour. In order to have an effective organisation, all who work together must share the same values. When values are shared there is a built-in tendency to be able to work with the same operating system -- within the same structure and with the same processes. There are many categories of values and many values in each category. The list of our values is as long as we want it to be. In the Relationship Model™ we have identified three core relationship-oriented values. Together they form the foundation of successful working relationships.

1.1.1 Affirmation

Affirmation is fundamental to healthy and productive relationships. Affirmation is the most elemental of all values. It encourages, builds, enables, empowers and ensures the fulfillment of each individual in BONEPWA+. It encourages calculated risk. Affirmation enables mistakes to fuel a learning culture instead of a blame culture. Our affirmation of ourselves and others is the most significant factor influencing the structure and the processes of our relationships.

1.1.2 Involvement

Involvement affirms the unique contribution of each individual in the organisation. It means that people are involved in the decision-making process, especially in matters where they are personally affected. Involvement increases ownership and commitment, making individual fulfillment and organisational effectiveness more likely. It unlocks enormous potential through synergy, and allows organisations to effect change more effectively.

1.1.3 Servant Leadership

Servant leadership is a quality that characterises those who are the source of authority to others in a relationship-oriented organisation. Servant leadership includes such values as care, concern, valuing the worth of others, service and support. Servant leadership can be demonstrated by anyone who is in a position of authority in an organisation. In any organisation everyone has some authority. We often think of authority in a “top-down” manner. Our organisational charts, which place the “highest” level of authority at the “top”, suggest the opposite of the kind of authority that supports those above. A better organisational “chart” is the image of the tree where those with the most authority support those above.

1.2 STRUCTURE

1.2.1 Authority

Authority includes authorisation, resources (human and financial resources, information and time) and competencies. As in a tree nutrients rise to nourish the entire tree and its fruit, authority flows upwards to the top of BONEPWA+ to empower its people to produce services for the clients. Authority at any level in BONEPWA+ is always limited by the person or group who is delegating authority to others.

1.2.2 Limitations of Authority

Limitations are the elements of a relationship that define the boundaries of authority and therefore the extent of our freedom in fulfilling our responsibility. Limitations are normally expressed in negative terms. In an organisation defining limitations of authority eliminates the need for returning to the source of authority repeatedly for permission to act. Limitations may be adjusted to maintain a balance between authority and responsibility.

1.2.3 Responsibility

Responsibility is the broad description of the purpose for a position within BONEPWA+. It is usually contained in the relationship description of an individual or a group. Healthy relationships always balance authority and responsibility. Responsibility is further defined by the expectations of the responsibility.

1.2.4 Expectations of Responsibility

Expectations are the adjusting components of responsibility. In a relationship-oriented organisation expectations are negotiated, not imposed, in order to achieve a balance with the authorisation and resources that are available. They are usually expressed in the form of goals, standards and specific tasks. Goals may be strategic or tactical. Standards may range from the minimum quality we expect of one another to the quality to which we aspire.

1.2.5 Accountability

Accountability is the monitoring and measuring component of a relationship. The first role of accountability is to monitor the balance of authority and responsibility in each relationship and to monitor compliance with limitations and expectations. The second role is to measure strategic and tactical results. The annual relationship review is the primary opportunity for accountability. Often given a negative connotation, accountability in The Relationship Model™ gives an opportunity for recognition and learning as well as correction. It is a neutral concept.

1.3 PROCESS

Process is critical to the success of any group. The six core processes of governance are:

- Communication
- Decision-Making
- Conflict Resolution
- Strategic Planning
- Delegating Authority and Responsibility
- Monitoring and Measuring

SUMMARY

The Relationship Model™ offers the most natural means of giving an effective design to our organisation. No major paradigm shift is required. At the same time we will realise how important it is to use the conceptual framework that this model offers when we build a governance structure and when we process information.

1.4 PRINCIPLES

The combination of values, structure and process may be synthesised into ten basic principles that define The Relationship Model™. Using these principles as a checklist can assist the Board to verify that the values, structures and processes used within BONEPWA+ are consistent with the Relationship Model™. The checklist can also assist the Board to identify weaknesses and to give guidance toward making adjustments that will improve relationships and productivity.

1.4.1 The organisation seeks a balance between the fulfillment of the needs of the clients and the personal fulfillment of the staff and volunteers.

1.4.2 The affirmation, involvement and servant leadership of every individual and group at every level in BONEPWA+ are vital to the success of BONEPWA+.

1.4.3 Authority, responsibility and accountability are the primary components of all relationships. Limitations of authority and expectations of responsibility are the secondary components.

1.4.4 Circles of authority and responsibility are defined clearly and are maintained equal in size by negotiating limitations of authority or by expectations of responsibility.

1.4.5 The Board of Directors, acting on information from all stakeholders, is responsible for strategic planning: defining beneficiaries, services/needs, vision, mission and priorities, monitoring performance and measuring results.

1.4.6 The CEO is responsible for managing the delivery of services to the clients in accord with Board-stated priorities and for achieving the strategic goals within the limitations of the authorisation and resources available.

1.4.7 Each individual has a share in responsibility for creating, owning, understanding and implementing the mission of BONEPWA+.

1.4.8 Decision-making proceeds from shared values, vision and mission, not unilaterally from the Board or the CEO. Decisions are made as close as possible to where they are implemented.

1.4.9 The organisation is results oriented. Indicators of results are identified. Strategic and tactical goals are set in balance with available resources. Results are measured.

1.4.10 Accountability is mutual. The source of authority is accountable to the recipient for providing adequate authorisation and resources. The recipient is accountable to the source for achieving results.

Appendix B Definition of Terms

Note: Definitions that appear in *italics* have their own entry elsewhere in this appendix. Words beginning with capital letters are technical terms in the Relationship Model™. Their meaning is specific and may differ from other common uses of the words.

Accountability – the third primary component of a direct working relationship. It is the positive process of monitoring progress and measuring results. *Authority (with Limitations)* and *Responsibility (with Expectations)* are the other primary (and secondary) components.

Affirmation – the first and most influential core value in the Relationship Model™. Affirmation is the expression of the high value we place on each individual in any circumstance. It may take the form of respect, sensitivity, compassion or forgiveness. Affirmation encourages, builds, enables, empowers and ensures the fulfillment of each individual in BONEPWA+. Our Affirmation of ourselves and others is the most significant factor influencing the structure and processes of our relationships.

Authority – the first component of a relationship. Authority at any level in BONEPWA+ is always limited by the person or group who is delegating authority to others. In the Relationship Model™ the *Circle of Authority* includes *Authorisation, Resources* and *Competencies*. Power, when used in a positive sense, is synonymous with authority.

Authoritarian – the name given to the value system on the continuum of values related to the use of authority. With this value system “might is right” and obedience produces rewards. An Authoritarian value system can result in abuse of power and harm to healthy relationships.

Authorisation – one of three components of the circle of authority along with resources and competencies. Authorisation may be thought of as the act of sharing power, i.e. having “the keys to the car.” It is delegated by the source of authority at the point of hiring and ends when the working relationship ends.

Beneficiaries – the groups of people whom the members through the *Board of Directors* choose to serve. Beneficiary groups may be described by their type and by their geographical location. Direct Beneficiaries are distinguished from *Stakeholders* who are indirect beneficiaries of the mission. See also *Target Group*, a synonym of Beneficiary.

Board Chair – a member of the *Board of Directors*, elected by the Board primarily to lead the process of governance. The Board Chair may also represent BONEPWA+ to other organisations, to the stakeholders and to the government authorities. The *Board Chair* receives authority and responsibility

from the Board and is accountable to the Board. The Chair normally has no *Authority or Responsibility for Management*.

Directors – see *Directors*.

Board of Directors – the governing body of an *Organisation*. Elected by its members, the *Board of Directors* receives its authority from its members and the government. *Responsibilities* include designing and implementing its own structure and process, directing strategic priorities, delegating management authority and responsibility to the staff. The Board also monitors performance and measures strategic results.

CEO – an acronym for the Chief Executive Officer of an *Organisation*, a generic description for the person in the leadership position of the *Organisation*. The acronym itself may also be used as the title for the position, instead of *CEO* or other title. See *CEO*.

Charity – a charitable organisation, sometimes called a *Not-for-profit* (or non-profit) *Organisation*. A charity exists by the authority and support of its stakeholders and the authority of the government of the country in which it is based. See also *Not-for-profit Organisation*, a synonym.

Circle of Authority – see *Authority*.

Circle of Responsibility – see *Responsibility*.

Committee – a group designated by the *Board of Directors* to assist the Board with the development of governance policies and with monitoring the *CEO* compliance with the *Limitations* and *Expectations* policies of the Board. Committees have a singular responsibility to assist with *Governance* and have no responsibility for management except by special authorisation from the Board.

Competencies – the underlying characteristics of people that make them successful at certain tasks. Competencies include skill, knowledge, experience, values, attitudes, and self-perception.

Consensus – an official form of decision-making in which the Board agrees without a vote on a decision or a course of action. Consensus may be recorded in the minutes with the words “It was agreed...” Consensus may be unanimous, if every Director agrees with the decision. Consensus also exists when some Directors agree with the decision while others prefer a different decision but express a willingness to support the decision of the majority or plurality. Consensus is not achieved when one or more *Directors* do not agree to support the decision of the majority or plurality. In this case the decision-making process must default to a vote by the *Directors* present.

Critical Success Factors – the factors that the Board determines are critical to the fulfillment of the Mission of BONEPWA+. They are factors that relate to the management of BONEPWA+ that would typically fall within the *CEO's* circle of responsibility. Critical Success Factors form the final component of the Strategic Plan and form a bridge between the strategic and the tactical (governance and management) functions. The *CEO* is expected to address the Critical Success Factors in the *Tactical Plans*, enabling the Board to express monitor the *CEO's* management of risk without becoming involved in managing as a Board function.

Director – the Chief Executive Officer of BONEPWA+, hired by the *Board of Directors* primarily to lead the process of managing the infrastructure, including strategic planning and achieving the strategic goals within the limits of the authority delegated by the Board. The *CEO* receives authority and responsibility from the Board and is accountable to the Board. The *CEO* has no authority or responsibility for governance and is not a member of the *Board of Directors*.

Directors – members of the *Board of Directors*. Directors have been entrusted by those who elected or appointed them with the direction and governance of BONEPWA+. The emphasis on the word “Director” is on the authority component of governance. Directors are individually accountable to the stakeholders and governments for their personal behaviour and collectively accountable to them for their governance of BONEPWA+. Directors are sometimes referred to as Directors.

Expectations – one of two secondary components of a relationship. Expectations are associated with responsibilities and are usually expressed in the form of goals, standards and specific tasks. The quantifiable expectations may be expressed in *S.M.A.R.T* goals. The qualitative expectations may be expressed as minimum standards and standards to which we aspire.

Forgiveness - is the expression of affirmation in a relationship that has become broken. It allows us to accept the offending party even though there is no hope of return of what was taken by the offending party: money, health, reputation, life. Forgiveness sets the forgiving person free from hate and the need for retaliation.

Goals – an expression of the *Expectations of Responsibility*. Goals may be *Strategic* or *Tactical* and are always negotiated by the source and the recipient of delegated authority to assure the balance between authority and responsibility. *S.M.A.R.T* Goals are **S**pecific, **M**easurable, **A**chievable, **R**elevant to the *Mission* and **T**ime-limited.

Governance – the process by which a *Board of Directors* maintains control of its responsibility. Governance involves designing Board structure and process, directing *Strategic Priorities*, delegating *Authority* and *Responsibility*

and measuring and monitoring results. Governance is a more effective method of control than management for larger and more complex organisations. The *Board of Directors* is accountable to the *Stakeholders* for achieving *Strategic Outcomes* and to the appropriate government agency or department for remaining within the limitations of law.

Governance Manual – the manual that describes the *Values, Structure* and *Processes of Governance* for an *Organisation*. This manual is within the authority given to the Board by its members in the *Constitution of BONEPWA+*. The Board has the authority to approve and revise the Governance Manual as necessary.

Healthy Relationship – a working relationship is healthy when a balance exists between the *Authorisation, Resources* and *Competencies* on the one hand and the *Expectations* expressed in goals and standards on the other. In the case of an entire organisation, the relationship between the staff and the clients is healthy when client satisfaction (productivity) and staff fulfillment (satisfaction) are in balance.

Involvement – the second core value in the Relationship Model™. Involvement allows people the freedom of expression of ideas, thoughts and feelings about all matters that affect them. Involvement produces a sense of ownership for those who have *Responsibility* related to what they helped to shape and plan. It is directly related to the degree of *Accountability* people accept for their work.

Justice - is the acknowledgement by the offending party, or a third party with authority in the matter, of the wrong that was committed. Justice includes a fair compensation for what can be repaid. Repayment can take one or more forms: acknowledgment, apology, amends, restitution, fine, imprisonment or capital punishment.

Laissez-faire – the name given to a value system on the continuum of values related to the use of *Authority* in an *Organisation* where conflict tends to be avoided or denied. To varying degrees, this value system exhibits lack of clarity on roles and responsibilities. Traditions and assumptions are more common than policies and goals. In its extreme form, *Laissez-faire* is identified by a complete abdication of *Authority*.

Leadership – the process of enabling individuals and groups to express their values, realise their potential for service and personal fulfillment. Leadership is characterised by being affirming, involving and supporting. All individuals in the *Organisation* have an opportunity to provide leadership to others.

Limitations – the limiting and defining element of delegated *Authority*. Limitations are normally expressed in negative terms to create the *Circle of Authority*, which defines clearly the freedom we have in fulfilling our

responsibility. Defining Limitations of Authority eliminates the need for returning to the *Source of Authority* repeatedly for permission to act.

Management – the process by which the staff transforms the *Strategic* direction of the *Board of Directors* into services and programs that benefit the stakeholders. Management works within the defined *Circle of Authority* to fulfill the expectations of its *Circle of Responsibility* and is accountable to the *Board of Directors* both for *Strategic Outcomes* and for remaining within the *Limitations of Authority*.

Minutes – the official record of the *Board of Directors*, containing the result of the *Governance* process in the form of policies and *Strategic* decisions, as well as exceptional management decisions. The Board minutes are the only way the Board communicates its decisions and directions to the staff through the *CEO*.

Mission – a term given to the statement that contains the core reason for the *Organisation's* existence. The Mission statement makes reference to the *Target Groups*, the *Services* and sometimes the geographical location where the *Organisation* works

Model – a design that provides the framework for a *Board of Directors* and the *CEO* to develop the *Structure* and *Process* (form and function) of *Governance* and *Management* for the *Organisation* to fulfill its *Mission*.

Not-for-profit Organisation – a type of *Organisation* in which the purpose is to deliver products and *Services* to clients, not for profit, but as an expression of the values of the members and *Stakeholders*. Sometimes called “non-profit” the *Organisation* may generate a surplus even though that is not its *Mission*.

Organisation – a generic name given to a corporate entity or *Charity*. The term includes the entire *Organisation* including the membership, Board and staff.

Policies – Policies are the expression of the Board *Governance* process. There are four types of policies in the Relationship Model™:

1. Board *Structure* and *Process*
2. *Strategic* direction,
3. Delegating *Authority* and *Responsibility* to the *CEO*
4. Board *Accountability* (monitoring and measuring).

Process – the third element of a direct working relationship. The six core processes of a working relationship are: Communication, Decision-making, Conflict-resolution, Planning, Delegating and Accountability (Monitoring and Measuring)

Recipient of Authority – a term that designates the flow of *Authority* in a working relationship. The phrase is distinguished from the *Source of Authority* who delegates *Authority* and *Responsibility* to the Recipient of Authority and to whom the Recipient of Authority is accountable.

Reconciliation - is the restoration of a broken relationship which can only be achieved after forgiveness, justice and repentance have been experienced by both parties in the broken relationship. It is the weld that unites brokenness.

Relationship Model – a name describing a model focusing on the *Values, Structure, and Processes* of relationships in an *Organisation*. Usually used to distinguish from an authoritarian structure, a relationship-centered structure is based on the three core values of affirmation, involvement and support. The three core components of a relationship are *Authority, Responsibility* and *Accountability*. Secondary components are *Limitations of Authority* and *Expectations of Responsibility*. The model is realised through the processes of *Governance, Leadership, Management* and service delivery.

Repentance & Amends - are the willing expressions of an offending party to "right the wrong". It may take the form of an apology, public acknowledgement, financial compensation, time. These expressions may precede or follow forgiveness.

Resources – the second of three components of the *Circle of Authority*. Resources may be human and financial resources, information or time. See also *Authorisation* and *Competencies*, the other two components of the *Circle of Authority*.

Responsibility – the second component of a relationship. Responsibilities within an organisation are typically described in a committee relationship description or an individual relationship description. Responsibility is further defined by *Expectations* of the Responsibility.

Servant Leadership – the third core value in the Relationship Model™. Servant Leadership is the power of being lifted up by the *Source of Authority* instead of being put down. Servant Leadership seeks the well-being and fulfillment of the *Recipient of Authority* as an end in itself, not merely as a means to the end of greater productivity or client satisfaction.

Services – the term used to describe the strategic services that an *Organisation* offers in order to meet the needs of its *Target Groups*. The Services are delivered through Programs that the *CEO* and the staff develop to deliver them effectively and efficiently.

S.M.A.R.T. – an acronym describing the five characteristics of a goal. A S.M.A.R.T goal (strategic or tactical) is Specific, Measurable, Achievable, Relevant to the Mission and Time-limited.

Source of Authority – a term that describes the flow of *Authority* in a working relationship. Intended to replace the term “boss” which reflects an Authoritarian value system, *Authority* and *Responsibility* flow from the Source of Authority to the *Recipient of Authority*. *Accountability* flows in the opposite direction, back to the Source of Authority

Stakeholders – individuals and groups who have a “stake” in BONEPWA+, similar to the shareholders in a for-profit corporation. In a *Not-for-profit Organisation* they include the members, donors, strategic partners and the clients of BONEPWA+. Stakeholders are the “owners” of the not-for-profit. The *Board of Directors* consults the individuals within these groups for *Strategic* direction and is accountable to them for the strategic results of the *Organisation*. The term encompasses both the direct beneficiaries of the services and those who benefit indirectly.

Strategic – describes the focus of the Board’s responsibility, the “what” of an organisation. This includes defining the *Values, Target Groups, Services, Vision, Mission, Priorities, Strategic Outcomes* and Goals. The result of all the Board’s strategic direction to the staff is contained in the Strategic Plan of the *Organisation*.

Strategic Outcomes - benefits or changes experienced by the *Target Groups* (individuals, populations or communities) that are delivered by the services of BONEPWA+. They are broad-based statements that describe a changed state in behaviour, skills, knowledge, attitudes, values, condition and/or other attributes. Strategic Outcomes contribute to the realisation of BONEPWA+’s *Vision*. They are also known as strategic benefits or strategic results.

Structure – the second element of a direct working relationship. Structure includes five components: *Authority, Limitations of Authority, Responsibility, Expectations of Responsibility* and *Accountability*.

Tactical – describes the focus of *Management* responsibility, the “how” of an *Organisation*, including the development and management of programs for delivering the services directed by the Board, the process of budgeting and financial management and the management of staff and volunteers.

Target Groups—the groups of people whom the *Stakeholders*, through the *Board of Directors*, choose to serve. They are the direct *Beneficiaries* of BONEPWA+’s *Services*. Target groups may be described by their type and by their geographical location.

Values – a complex set of convictions held by the members of a charitable organisation. Values include many levels: core beliefs and personal values, interpersonal relationship values and organisational values. People display their values by their behaviour.

Vision – a futuristic and idealistic view of what can result from realising the mission of the *Organisation*. A vision stays just beyond the strategic planning horizon, drawing, encouraging and challenging the *Organisation* towards its potential. The focus is on the difference that the *Organisation* will make in the world, not on the *Organisation* itself.