

 Council on Licensure, Enforcement and Regulation
2011 Annual Educational Conference



GOOD GOVERNANCE:
Process and People

Pittsburgh Pennsylvania

Presenters: **Caroline MacIsaac, Vice-President, Regulation Dynamics**
Cathi Mietkiewicz, Lawyer, Fasken Martineau Dumoulin LLP


Promoting Regulatory Excellence

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PERSPECTIVE

PRESIDENT	REGISTRAR/ED
• Board/Council	• Administration
• Policy Decision Making	• Staff
	• Policy Implementation

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We have lots of exciting material to get to...

WELCOME TO THE BOARD MEETING

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Define Governance


- Harvard
- Roberts Rules
- Carver

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governance

noun

- the act or activity of looking after and making decisions about something <while a financial advisor can be helpful, the *governance* of your family finances ultimately rests with you>
- **Synonyms** administration, care, charge, control, direction, government, guidance, supervision, handling, management, operations, oversight, regulation, stewardship



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imagination at work

“Building a culture of integrity in today’s complex business world demands high governance standards in every area of our operations. GE’s commitment to full compliance is backed by an independent and fully informed board, comprehensive processes, policies, communications and extensive training.”

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IOG
Institute on Governance

Board & Organizational Governance

- Board governance is a deciding component of organizational effectiveness and a crucial part of the functioning life of non-profit and public sector organizations.
- Good governance ensures objectives are realized, resources are well managed, and the interests of stakeholders are protected and reflected in key decisions.

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Governance in the EU
a white paper

- Referring to the exercise of power overall, the term “governance”, in both corporate and State contexts, embraces action by executive bodies, assemblies (e.g. national parliaments) and judicial bodies (e.g. national courts and tribunals).
- According to the political scientist Roderick Rhodes, the concept of governance is currently used in contemporary social sciences with at least six different meanings: the minimal State, corporate governance, new public management, good governance, social-cybernetic systems and self-organised networks ¹.
- The European Commission established its own concept of governance in the [White Paper on European Governance](#), in which the term “European governance” refers to the rules, processes and behaviour that affect the way in which powers are exercised at European level, particularly as regards openness, participation, accountability, effectiveness and coherence. The White Paper is about the way in which the Union uses the powers given to it by its citizens.

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For different groups

DIFFERENT MODELS

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Details...Details...



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A New way of looking at Governance

- People (Human Resources)
- Governance (Organizational Effectiveness)
- Stated Goals (Strategic Planning)
- Leadership (Stewardship)

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The Shift




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People

Human Resources

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Know the Personalities

<p>Task Roles</p> <ul style="list-style-type: none"> Initiator Opinion Giver Elaborator Clarifier 	<p>Process Roles</p> <ul style="list-style-type: none"> Tension-Reliever Compromiser Harmonizer Gate-keeper
<p>Blocking Roles</p> <ul style="list-style-type: none"> Aggressor Negator Blocker Withdrawer 	<p>Blocking Roles (yes there are lots)</p> <ul style="list-style-type: none"> Recognition seeker Topic-jumper Joker Devil's advocate

(Hunter, Bailey & Taylor, 1995)

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Stated Goals

Strategic Planning

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Strategic Planning

- **Strategic planning** is an organization's process of defining its strategy, or direction, and making decisions on allocating its resources to pursue this strategy, including finances and human resources
- Strategic planning is the formal con an organization's future course



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Strategy


- Military commanders and theorists throughout history have formulated what they considered to be the most important strategic and tactical principles of war. Napoleon for example, had **115 such principles**.
- The Confederate general Nathan Bedford Forrest had but one: "**Get there first with the most men.**"

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Stewardship

Leadership

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- **One of the most common mistakes players make is to try an idea independent of the circumstances, from a narrow point of view.** Of course it's daunting to look from other or wider perspectives. There are so many changing relationships to monitor.
- Science provides proof. Recent studies have documented a common sense observation that anyone can make by watching a [chess] player's eyes. **Beginners are generally restricted to their side of the board. Practiced players typically inspect both sides**



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Organizational Effectiveness

Governance

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What do we want to Achieve?

- Fairness
- Accountability
- Public safety
- Membership engagement
- Efficient and Timely
- Responsive
- Increased Awareness of the College/Board and its Role

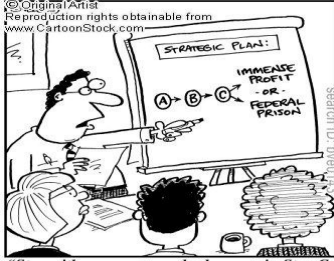
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SO WHAT?

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Potential Landmines



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SEARCHED BY: [unreadable]

"Stay with me now, people, because in Step C, things get a bit delicate."

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David Letterman style
TOP 5 TROUBLE SPOTS

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NUMBER 1




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NUMBER 2




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NUMBER 3



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NUMBER 4




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NUMBER 5



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Outcomes

Results: What do we want to achieve?

Roles: Who does What?


Rules: What are the Rules?

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RULES

Bylaws and governance policies in place so the Board/College is managed efficiently and effectively


External legislation/case law must inform governance of Board

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ROLES

There is clarity, understanding and agreement on roles, so that Council, committees, Registrar/Exec Director and staff can work together to achieve the stated goals


There is clarity, understanding and agreement on roles of others - legal counsel, members, external agencies

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Fiduciary Duty


Board Members have the duty to act honestly, in good faith and with a view to best interests of the Board

- Duty of loyalty
- Avoidance of conflict of interest
- Confidentiality obligations

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Standard of Care

- Different circumstances lead to different expectations
- When exercising judgment
 - informed
 - reasonable care
 - reliance on experts

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Board Member Liability


General Rule: Board Members are not *personally* liable for torts, debts and other obligations of the Board

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RESULTS

Effective and efficient regulation of the profession and governance of the Board/College, so that the public receives quality and safe services

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Checklist for Good Governance

- Provide Orientation and Ongoing Education/Training
- Retain Experts
- Communicate the importance of:
 - Abiding by Board Decisions
 - Full Participation
 - Informed Decision Making

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Speaker Contact Information

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