



HELP! My Board is Dysfunctional
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Know the Personalities

TASK ROLES

- Initiator
- Opinion Giver
- Elaborator
- Clarifier



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Know the Personalities



PROCESS ROLES

- Tension-Reliever
- Compromiser
- Harmonizer
- Gate-Keeper

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Know the Personalities



BLOCKING ROLES

- Aggressor
- Negator
- Blocker
- Withdrawer



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Know the Personalities



BLOCKING ROLES

- Recognition Seeker
- Topic-Jumper
- Devil's Advocate
- Joker





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Let's Meet Lucy...

Lucy Fay LeSueur has just been elected to the Board. Her election platform was based on stopping the "gravy train" at the Regulator, which has been exceeding its budget for the last several years and has required government financial assistance to stay afloat.

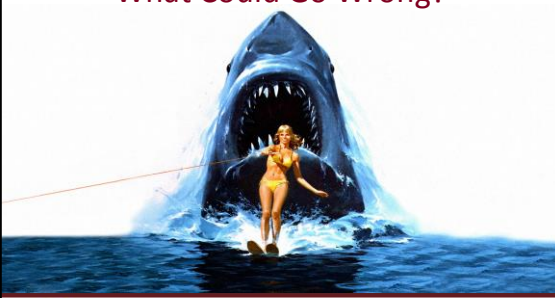




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What Could Go Wrong?



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Scenario 1


She has extensive governance training: she recently finished her term as president of the professional association that advocates on behalf of the profession. She still regularly attends events of the professional association, where she can be seen handing out business cards with her direct phone number and telling members she'll return all calls personally. Her top priority is to champion the interests of the profession at the Regulator.



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Question


Does Lucy's past involvement with the professional association raise any red flags?




A – No, why should it?
B – Yes, this is an automatic conflict of interest
C – Yes, but they can be addressed

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Role Education




- Board of directors model, not legislative assembly model
- Board members have no individual authority
- Board speaks with one voice
- The Registrar is the Board's only employee
- President is only facilitator / spokesperson for Board
- Steering vs. Rowing


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What You Don't Know



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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 = Different Expectations

When exercising judgment:


- Informed
- Reasonable care
- Reliance on experts




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Scenario 2

The Regulator is engaged in a long-term project to promote transparency. Lucy believes strongly in this priority and takes it upon herself to live tweet the first Board meeting she attends, using the hashtags #Regulator; Boardmeeting2014; #transparencyrocks. She also posts a legal opinion received during an in-camera session to her Facebook profile.





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Question

Has Lucy breached her duty of confidentiality through her use of social media?

A – Yes
B – No




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How Do You Know How You Are Doing?



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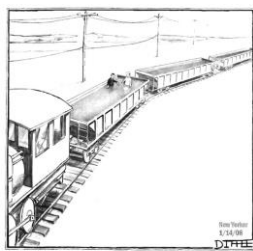
Evaluation



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Scenario 3

Lucy quickly gets swept up in the "gray train". After attending her first Board meeting, she submits expenses for a 5-star hotel and a \$500 steak dinner. The Board president tells the Registrar to approve the expenses.



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Question

The Registrar is legitimately concerned about the Board expenses and spending, what can he/she do?

- A – Nothing, the “gravy train” has left the station
- B – Organize a training session regarding Board member roles and responsibilities
- C – Conduct an evaluation of the Board
- D – Consider sanctions
- E – A combination of b, c and d.



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Rules



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Leadership



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Scenario 4

Lucy gets appointed to the Discipline Committee. During her first hearing, she sympathises with the registrant facing discipline and believes that the hearing raises systemic issues facing the profession. During a break at the hearing, she gives the registrant facing discipline her business card and tells the registrant that she will raise his concerns at the next Board meeting.



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Question

Can Lucy raise these systemic issues with the Board?



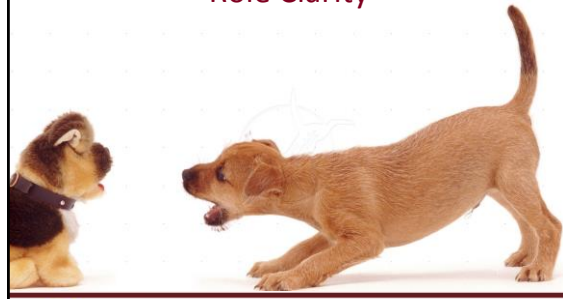
- A – No, anything she learns during the Discipline process is confidential
- B – Yes, she can raise general issues provided that confidentiality is not breached and it does not create a reasonable apprehension of bias



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Role Clarity





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Scenario 5

At a committee meeting it is obvious that Lucy has not reviewed the materials. She asks basic questions about the facts that are clearly set out in the covering memorandum. And she gets the basic facts wrong. This has been a pattern of behaviour.





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Question

What should be done?

- A – Nothing, the Committee should just work around her
- B – The Registrar should meet with Lucy and explain the importance of preparing for meetings
- C – Lucy should be removed from the Committee
- D – There are other, better solutions





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Question

Would your answer change if you suspect that Lucy might have cognitive issues?

- A – Yes
- B – No



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Enforcement Mechanisms

- Code of Ethics
- Informal Action
- Disqualification
- Sanctions





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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 Decisor
- ✓ Evaluation
- ✓ Enforcement




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Thank You!

Questions?




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