

Governance



An ongoing dialogue by the
Nova Scotia SPCA
Approved Final Model – September 26, 2011

*Prepared for publishing and Member input from
September October 3 to October 17, 2011*

Challenges



COMPLIANCE

- ❧ Participation
(engagement)
- ❧ Professionalism
(communication and
representation)
- ❧ Policy (implementation
and adherence)

COMPOSITION

- ❧ Effective Branch
Representation
- ❧ Number of Elected
Members
- ❧ Sustainability and
Growth

Definitions



- ❧ **Policy (formal):** A principle or rule to guide decisions and achieve rational outcomes. Approved by the Provincial Board of Directors. Enforced by the Executive Director and the Branch Boards of Directors.
- ❧ **Procedures or Standard Operating Guidelines (formal):** A series of actions or operations which are executed in the same manner in order to always achieve the same result in the same circumstances. Approved by the Executive Director and/or the Branch Board of Directors and implemented by the Branches or the Senior Management Team.
- ❧ **Best Practices (informal):** A generally accepted, proven informal practice, technique or method. These are shared informally between Branches and/or by the Executive Director and/or the Senior Management Team.
- ❧ **Standardization:** The process of developing and implementing standards or common practices, to help increase the independence of the Branches with assurances of certain expectations. This is enforced by the Executive Director and/or the Branch Boards of Directors.

Definitions



- ❧ **Strategic Plan:** Is an organization's process of defining its strategy or direction and making decisions on allocating its resources to pursue said strategy. The strategic plan is drafted by the Provincial Board of Directors and executed by the Executive Director and Branches. Branches may also elect to do strategic planning to focus and identify governance priorities, objectives and goals, and to do a SWOT analysis (which identifies strengths, weaknesses, opportunities and threats).
- ❧ **Operational Plan:** Operational planning is a subset of a strategic work plan. It describes short term ways of achieving milestones and explains who or what portion of the strategic plan will be put into operation during a given period. Operational plans are developed by the Executive Director for the Society and carried out by the Senior Management and Branches. Branches may also develop yearly plans.
- ❧ **Action Plans:** Are simple planning programs to complete small projects effectively without missing key steps. Action plans may be developed at any operational level and be carried out by any operational level. Branches may be asked by the Executive Director from time to time to submit action plans outlining how specific objectives may be achieved and Branches may also independently create action plans.
- ❧ **Terms of Reference:** These describe the purpose and structure of a project, committee, meeting, negotiation or similar collection of people who have agreed to work together to accomplish a shared goal. These may be developed by the Provincial Board, the Executive Director or the Branch Boards.

Board Composition



- ❧ 7 Elected Members
- ❧ 7 Branch Representatives
- ❧ 3 Appointed Reps

This composition ensures that the population base is represented and ensures capacity for the formation of new Branches without adding positions to the Board. Branches in respective ridings must develop a communication plan to ensure effective representation and participation on the Board. Each position has one vote. The Chair of the Provincial Board of Directors may break any deadlock votes ensuring the Provincial Society meets their legislative requirements of having direct control over its Branches.

Branch Representation



The following Counties form the specific ridings or geographic regions allocated to provide representation on the Provincial Board of Directors and are based on the Federal political ridings:

- ❧ 1. Kings and Hants
- ❧ 2. Shelbourne, Queens and Lunenburg
- ❧ 3. Yarmouth, Digby and Annapolis
- ❧ 4. Cumberland and Colchester
- ❧ 6. Guysborough and Pictou
- ❧ 7. Inverness, Richmond and Antigonish
- ❧ 8. Cape Breton and Victoria

*Each Branch must coordinate their representation with neighbouring Branches, if applicable. Each Rep must be a sitting member of a Branch Board of Directors. Each riding has one vote. The above doesn't increase a Branch's catchment or service area – it is simply a statement of the areas and regions that must coordinate to provide representation. Please note at this time there are no Branches in Halifax.

Branch Representation



- ❧ Branches will be expected to select a representative for their geographic riding. Central to this selection is the manner or process of appointment and the terms of reference. Branches will be expected to carry this out independently, with the authority and autonomy to select and empower. These representatives will coordinate with the Executive Director or Chair of the Provincial Board of Directors; however they will be accountable to the Branches in their riding. All Branches would still be copied on all communications from the Provincial Office or Provincial Board (including minutes). All Branches would still participate in operational calls. Selections and terms of reference must be copied to the Provincial Office for reference. Other considerations include:
 - ❧ Representatives must ensure that they solicit input from their respective Branches prior to each Provincial Board meeting and update each Branch on the details/requirements of said meeting.
 - ❧ A forum will need to be designated to discuss issues and communications. This may require separate meetings outside of the Provincial Board meetings and Branches will need to actively collaborate.
 - ❧ Representatives will not be empowered over the Branches, but must be empowered to communicate concerns and make decisions reflecting the sentiments of their riding.
 - ❧ In the event that Branches feel that they are not being represented fairly or comprehensively by their appointed representative, they may engage the Executive Director for assistance. If a suitable solution can not be determined, the matter will be raised for discussion at the Provincial Board meeting.
 - ❧ In order to allow for Branches to prepare their selections and terms of reference, the new composition of Branch representation would not come into effect until January, 2012.

Provincial Board



- ❧ Provincial Board of Directors will be comprised of a Chair, Treasurer and Secretary, 4 additional Directors at Large, 7 Branch Representatives and 3 Appointed Government Representatives from DOA, DNR and the NSVMA. The Provincial Board of Directors is ultimately accountable for the Society and:
 - ❧ Ensures compliance within a statutory framework
 - ❧ Provides Constitution/Bylaws, Provincial Policies and Code of Conduct
 - ❧ Investigates, mediates and resolves major issues with Branches
 - ❧ Provides a forum to meet and discuss issues and strategic planning
 - ❧ Allows for self governance of Branches within the guidelines of the Constitution/Bylaws, Provincial Policies and Code of Conduct
- *It is expected that Branches will resolve issues at the Branch level where possible and if appropriate. Duties and powers that can be imposed on the Board of Directors remain the same. An ex-officio, non voting past Chair position is valid for six months past the election of a new Chair and would be considered in addition to the above numbers.

The Executive Director



- ❧ All operational matters will be the duty of the Executive Director who will be empowered to act on behalf of the Provincial Board of Directors and carry out decisions made by the Board of Directors.
- ❧ The Provincial Board of Directors endorses and authorizes the Executive Director to enforce Policy and the principles of the strategic plan if not adhered to and may if necessary, take performance action to remedy an infraction up to and including the suspension of powers of a volunteer, staff or Branch.
- ❧ The Executive Director will have unrestricted access to evaluate reasonable concerns regarding compliance or operation deficiencies, including unfettered access to operations and records, such as books and the ability to carry out financial or operational audits.
- ❧ The Executive Director is empowered to investigate allegations of wrongdoing and act immediately on behalf of the Society with appropriate consultation and report findings to the BOD at the next meeting, thereby not delaying timely action.
- ❧ Emerging conflicts will be escalated to the Provincial Board of Directors for a final decision.

Branch Board - Foster



- ❧ The Foster based Branch Board of Directors will be comprised of no more than 12 members (4 minimum), with a goal of attaining at least 25% (Executive or not) at arms length to the operations and animal care.
- ❧ The other members of the Board may take an active role in animal care as a volunteer, but must separate governance and operational matters to achieve the appropriate perspective.
- ❧ It is not expected that to join the Board, members must be involved in animal care. Animal care roles can be assumed by volunteers.
- ❧ The Executive will be comprised of a President, Vice President, Treasurer and Secretary. The Past President position will be an ex-officio non-voting position not extending past 6 months after appointment.

Branch Board - Shelter



- ❧ The Shelter based Branch Board of Directors will be comprised of no more than 12 members (4 minimum), with a goal of attaining at least 25% (Executive or not) at arms length to the operations or animal care.
- ❧ The other members of the Board may take an active role in animal care as a volunteer, but must separate governance and operational matters.
- ❧ The Executive will be comprised of a President, Vice President, Treasurer and Secretary. The Past President position will be an ex-officio non-voting position not extending past 6 months after appointment.
- ❧ A **Shelter Liaison** position will be a mandatory appointment (and a member of the Board) for oversight and engagement in shelter operations and may or may not be someone on the Executive, but preferably not the President.
- ❧ The **Shelter Manager** will report directly to the Provincial Animal Care Director on operational matters, but be accountable to the Branch Board of Directors. The individual Branches will have input on the scope of work for the Shelter Manager. Branch Board of Directors may assign fundraising, community outreach and humane education initiatives to volunteers or staff. The Branch Board of Directors ensure the smooth operation of the shelter and have the role of director oversight.

Term Limits



A term limit is a legal restriction that limits the time a person may serve in a given capacity. This applies to the Provincial and Branch Boards of Directors. These parameters ensure the ability to bring new skill sets onto the Board, help with succession planning and also assist with addressing stagnation:

- ❧ A term shall be described as 2 years of service for the Provincial Board of Directors and a maximum of 4 years of services for Branch Boards of Directors.
- ❧ Terms will commence in 2012 for the Provincial and Branch Boards. Prior service will not count against time served in current capacity leading into 2012. 50% of Provincial and Branch Boards will put forward for election at the AGM and the second 50% will put forward for election in 2013 (for the Provincial BOD) and 2014 (for Branch Boards) at the AGM. Staggered elections will facilitate transitions.
- ❧ Executive positions and Directors at Large may serve two consecutive terms for a total of 4 years for the Provincial BOD and 8 years for Branch Boards. After the term limit, members must sit out for a term before reoffering for service on the Board (two years for Provincial BOD and four years for Branch Boards).
- ❧ A President or Chair candidate must be on the Board a minimum of 6 months prior to offering for these positions.
- ❧ Interim appointments (made between elections) can be made and filled; however official appointments are reserved for the election (AGM). If the candidate serves less than one year (Provincial BOD), or less than two years (Branch Board) prior to the next election, it will not constitute a term. If the candidate serves more than one year (Provincial BOD) or more than two years (Branch Board) prior to the next election, it will constitute a term.
- ❧ Exceptions to any of the above require the approval of the Provincial BOD.

Duties of Branch Boards



- ❧ Executive:
 - ❧ Oversight and enforcement of Policy
 - ❧ Approve additional procedures/standard operating guidelines that meet the goals assigned (i.e. compliance with ASV Guidelines for Standards of Care in Shelters).
 - ❧ Approve designation of funds and financial control of assets
 - ❧ Ensures self-sustainability
 - ❧ Collaborate with other Branches and Provincial Board and/or designates (Executive Director or Senior Management Team)
 - ❧ Provide leadership and community engagement opportunities, including humane education
 - ❧ Ensures representation on Provincial Board of Directors
- ❧ Shelter Liaison (for Shelters only):
 - ❧ Oversight of operations to ensure compliance
 - ❧ Identify needs and priorities
 - ❧ Collaborate with other Shelter Liaisons to assist and support Shelter Management Network

*Performance issues at Branches with respect to the actions of volunteers or staff are addressed by the Executive of the Board of Directors, the Shelter Liaison or Shelter Manager and not by Committee Chairs, volunteers or Directors at Large. Serious issues (i.e. violations of Constitution/Bylaws, Provincial Policy, Code of Conduct or any issue that puts the Society at risk, must be brought to the attention of the Executive Director (see Enforcement)

Suggested Branch Portfolios

- ❧ **Fund Development (Third Party)** – To work with volunteers and community groups that undertake fundraising for the Society. Provide support and mentorship on event planning, revenue generation and proper protocols. Provide resources and ensure branding and content of events is a strong match for the Society. Steward relationships, participate, recognize and thank donors and event planners.
- ❧ **Fund Development (Major Gifts, Corporate and Stakeholders)** – To work in collaboration with the Provincial Office on corporate and major gift fund development programs. Steward relationships with critical individuals, groups, associations and those that can advance the objects of the Society.
- ❧ **Compliance, Statistics and Reporting (required):** To work with all concerned to ensure compliance with all policies, the code of conduct and Occupational Health and Safety. Flag concerns for follow up.
- ❧ **Record Keeper (required):** To coordinate and collect all data applicable to the operations for reporting and analysis. Work with the Provincial Office to provide quarterly reports (inclusive of animal care statistics).
- ❧ **Volunteer Management:** Work to build a network of support for operations inclusive of recruiting, training and managing volunteer needs. Additionally, this portfolio will explore work term and subsidized labour through grants and applications.

Suggested Branch Portfolios

- ❧ **Infrastructure Development:** To work with the community to address deficiencies in infrastructure through funding and gift in kind donations of products and services. Works with Fund Development and Major Gifts. (i.e. Shelter Branches may solicit assistance for free professional services and Foster Branches may seek assistance with transportation).
- ❧ **Community Cats and Dogs:** To work with animal welfare groups to create a network that promotes collaboration between groups to advance opportunities for homing, vet care and spay neuter, inclusive of the development of a TNR program for cats and safe placement opportunities for dogs with behavioural concerns.
- ❧ **Adoptions*:** To assist with the promotion of adoptions through media and on line resources; working to increase traffic to the shelter and exploring off site adoptions and other means to improve adoption rates.
- ❧ **Humane Education:** To work with the community to create educational opportunities through external events or in schools that bring profile to the Society, promote its services and needs, and educate people about responsible pet ownership.

*Does not include the management of intake and adoption services that is required for Foster based Branches and may need to be taken on by additional members/volunteers. Note: Some of the portfolios are operational and may fall to the responsibility of the animal care staff (shelter).

How Should a Board be Selected?

- ❧ The following are based on Imagine Canada's best practises:
 - ❧ A Board should have enough members to allow for full deliberation and diversity of thinking and include members with diverse background, experience, and organizational and financial skills to advance the Society's mission.
 - ❧ A Board should ensure that there are processes to allow for appropriate development opportunities within the board.
 - ❧ A portion of the Board should be at arms length from the operations.
 - ❧ A Board should establish effective, systematic processes for educating and communicating with each other and to ensure they are aware of their legal and ethical responsibilities and are knowledgeable about the programs and activities of the Society.
 - ❧ The Board should annually review its performance and ensure compliance with its own governing documents, relevant laws and requirements.
 - ❧ A Board should meet regularly enough to conduct its business and fulfill duties assigned.
 - ❧ A Board should ensure that it has adequate plans to protect its financial assets, property, human resources, its integrity and reputation.
 - ❧ A Board should review governing instruments no less frequently than every 5 years or as required.
 - ❧ A Board should take full advantage of skills sets and professional expertise available through their Board members (beyond animal care skills).

Constitution/ Bylaws and more...

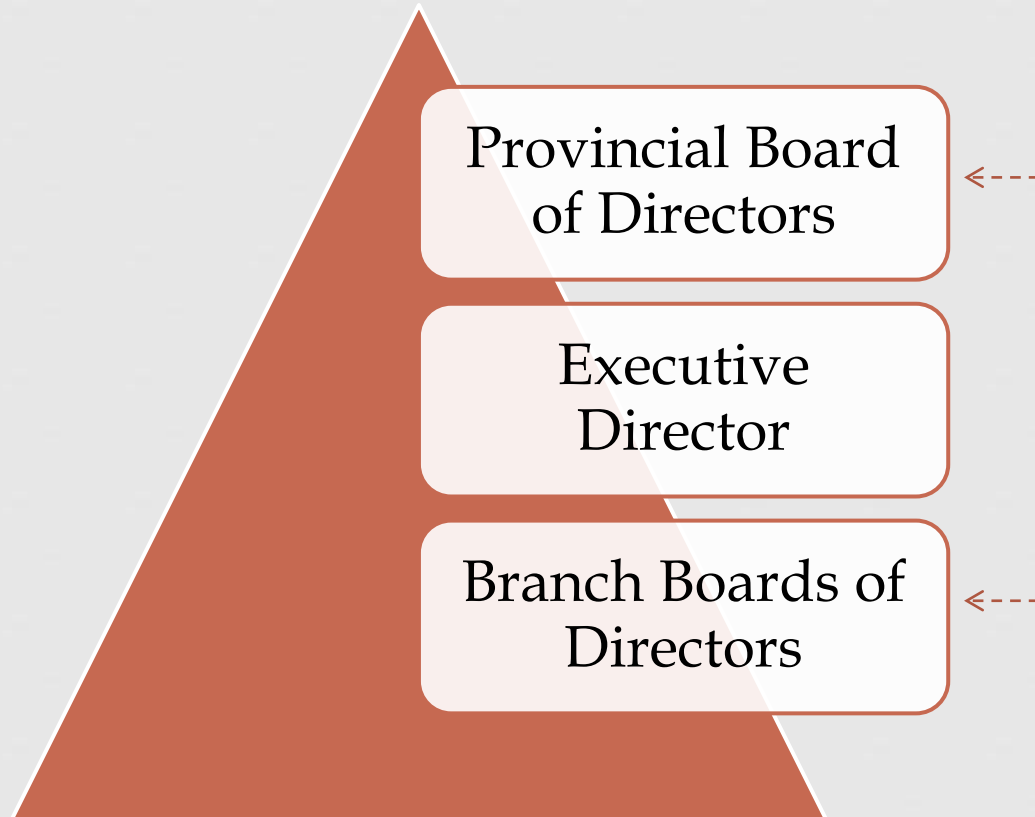
- ❧ All Branches must adhere to the Provincial Society's Constitution/Bylaws, Provincial Policies and Code of Conduct.
- ❧ Additional Bylaws and Policies may be developed and approved by Branches, providing that they are not in conflict with the Provincial documents.
- ❧ Additional Bylaws must be drafted in the statutory framework of Provincial documents.
- ❧ The Executive Director may also develop and approve additional non-governance policies deemed necessary to support operations and may assist the Provincial Board of Directors and Branches as required with policy development.

Financial Management

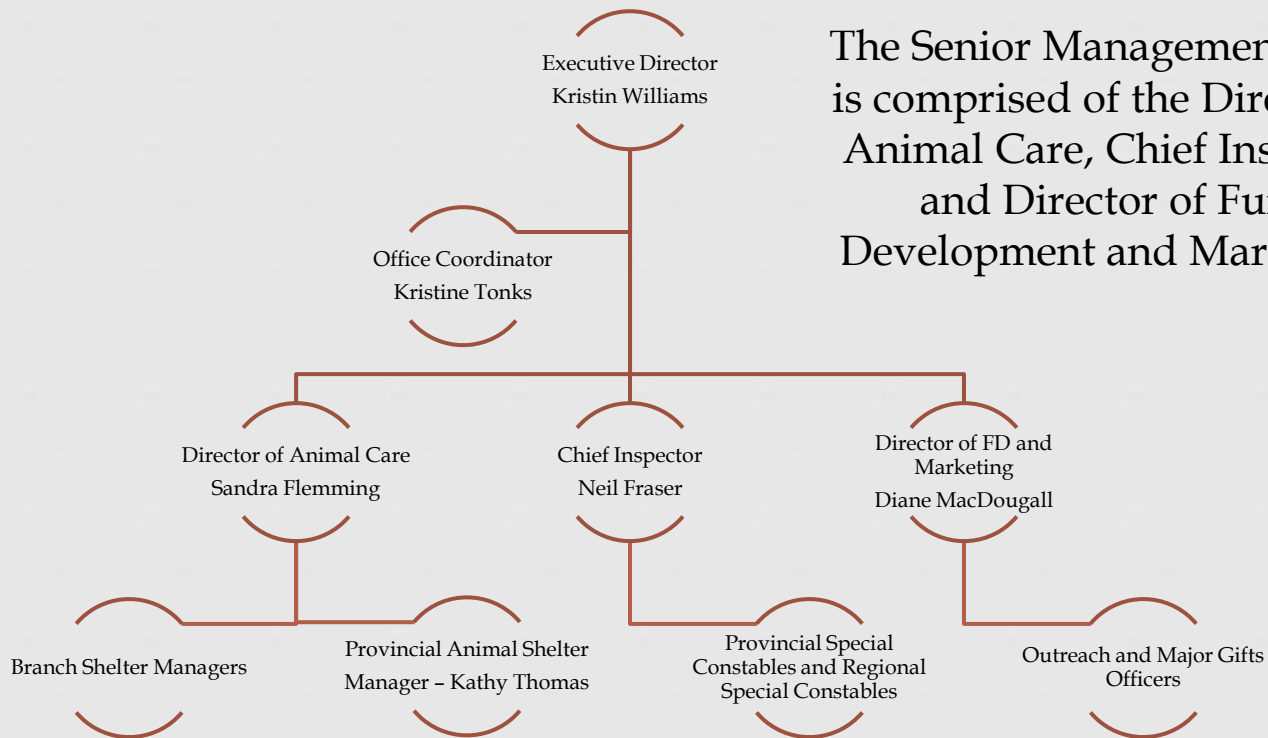


- ❧ Provincial Board of Directors: The Board will direct through policy and an approved budget the spending of the organization in any given operating year. The Executive Director will propose, prepare and present on the budget through the year (see Provincial Policy).
- ❧ Branches: Money raised within a specific community will stay within said community and will be stewarded by the local Branch. Funds will be spent in accordance with the published mission and mandate and respecting our obligations to donors and Financial Policies.
- ❧ If the Branch fails to steward the dollars appropriately, the Executive Director will intervene.

Organizational Chart



Provincial Office



The Senior Management Team is comprised of the Director of Animal Care, Chief Inspector and Director of Fund Development and Marketing.

Governance Principles



- ❧ The systems and processes by which organizations are directed and controlled.
- ❧ Organizational integrity and reputational risk are priority concerns.
- ❧ Good governance is characterized by participation, transparency, accountability, rule of law, effectiveness and equity.
- ❧ Reflects consistent management, cohesive policies, effective guidance and processes.
- ❧ The role of the Provincial Board of Directors is to ensure that the organization is well managed, but not manage it themselves.
- ❧ Branch Boards of Directors should also follow good governance principles and balance operational and governance duties with appropriate focus.

Compliance Policy



- ❧ The Nova Scotia SPCA is committed to follow best practices and industry standards in all areas of operations.
- ❧ Compliance is a multi-dimensional issue which can have different meaning and scope. At its core, it is about achieving high expectations.
- ❧ It can be defined as adherence to laws, regulations, rules. In the Society's case, it is with respect to our Strategic Plan, our Constitution/Bylaws, Policies and Code of Conduct. All of these include operational considerations related to financial management and control, health and safety, conflict of interest, human resource management and performance, and animal care and investigations.
- ❧ It is further defined by the achievement of best-practices and standardization, which is executed through operational and action plans.

Compliance Risk



- ❧ Compliance risk is the risk of legal or regulatory sanctions, material or financial loss or loss of reputation. There are three ways to evaluate compliance risk:
 - ❧ **Institutional compliance** includes issues of governance, internal structure and decision making process, principles of procurement, disclosure, sustainability and include adherence to our Constitution/Bylaws
 - ❧ **Operational compliance** includes the assessment of integrity risk and reputational risk in operations, in particular adherence to our Strategic Plan and Policies.
 - ❧ **Conduct compliance** includes risk in terms of conflicts of interest and professional conduct including adherence to our Code of Conduct.
- ❧ Compliance must be an integral part of the culture of an organization and the leadership of an organization must lead by example, which includes the Provincial Board of Directors, Branch Boards of Directors the Executive Director and the Senior Management Team.

Enforcement



- ❧ Compliance is enforced at all levels. The Provincial Board of Directors sets the strategic direction of the Society and approves policy. The Provincial Board of Directors also ensures that the Executive Director complies with expectations set out by the Board.
- ❧ The Executive Director and the Branch Boards of Directors ensure compliance at the operational level in tandem.
 - ❧ Branches will address all issues affecting said Branch directly, apprising the Executive Director where appropriate.
 - ❧ If a Branch requires assistance, they will contact the Executive Director for a consultation and employ any recommendations.
 - ❧ If the Branch fails to address the issue effectively, the Executive Director will intervene.
- ❧ All infractions must be brought to the attention of the Executive Director and action must be approved by the Executive Director. In the event that the Branch fails to address an infraction, the Executive Director must take action to remedy the issue.

Enforcement



- ❧ **First infraction:** communication in writing to the offending party with instruction to improve performance. May be penned and signed by the Executive Director and President of a Branch Board of Directors, or the Executive Director and Chair of the Provincial Board of Directors.
- ❧ **Second infraction:** suspension of the person or Branch communicated in writing penned and signed by the Executive Director and President of a Branch Board of Directors, or the Executive Director and Chair of the Provincial Board of Directors. A suspension requires the immediate tabling of the infraction at the next regularly scheduled Provincial Board meeting for further discussion.
- ❧ **Third infraction:** investigation into the conduct of the person or Branch by a member of the Provincial Board of Directors (may be an elected or a Branch Representative) and the Executive Director, with an aim to provide a recommended course of action to the Provincial Board of Directors.

Conclusion



- ❧ Branches will work autonomously within the governance framework and be rewarded with independence if they are compliant.
- ❧ Our communities serve as a creative source and support to address our strategic intentions.
- ❧ There is a great opportunity to improve animal care and the guest experience through standardization and the adoption of best practices and industry standards.
- ❧ Policies will be reasonable, well informed and easy to understand. Their implementation can be varied providing the goal is the same.
- ❧ There needs to be an appreciation for the work to achieve, along side of an appreciation for the volunteers and staff who undertake said responsibilities.
- ❧ Professional courtesy, compassion, trust and respect will be the foundation of every interaction.

Required Next Steps



- ❧ Final input completed September 14, 2011.
- ❧ Term Limits draft to be completed for September 26, 2011 and approved by email motion and then incorporated into model.
- ❧ Motion to endorse and approve said model on September 26, 2011.
- ❧ Member input invited between September October 3-October 17, 2011 via website and facebook.
- ❧ Review of Member input October 24, 2011.
- ❧ Updates and changes to Constitution/Bylaws to reflect model October 24, 2011.
- ❧ Preparation of new Policy where appropriate, including limiting policy (identifying what is governance and what is operation within the Provincial Policies) October 24, 2011.
- ❧ Selections of Branch representation and terms of reference, and elected member reductions by January, 2012.
- ❧ Committee: Outlining short and long term governance milestones (strategic plan) vs. operational milestones (operational plan).
- ❧ Committee: Program for the creation of new Branches
- ❧ Committee: Creation of job profiles for Executive members of Provincial and Branch Boards of Directors.