

Multicultural Council of Saskatchewan

Board of Directors

Information for Candidates

2023

Board Roles

The Multicultural Council of Saskatchewan is about diversity. The Nominations Committee seeks candidates who add to the diversity of our board. This may be in terms of the organizations they belong to, where they live, their heritage, gender, age, skills, knowledge, etc. In order to be nominated, candidates must be members of MCoS; most belong to member organizations and we have a few individuals. Once elected to the board, directors work together to define directions that are best for multiculturalism in the province as a whole. Directors do not represent the organizations in which they are members, but are share the perspectives they have as a result of those connections.

General:

This Board exists:

- a. To ensure that the MCoS achieves its vision and mission.
- b. To oversee MCoS' organizational and financial health so that it may continue to fulfil its vision and mission.
- c. To direct, influence and monitor MCoS' business.

This Board is accountable for, and has authority over, the Council's human and financial resources and activities. The Council's Board of Directors must ensure there are policies for making and implementing decisions and delegating its authority. The Board is entrusted with the following responsibilities and shall:

1. Be guided by written governing policies which address:
 - a. **Governance:** how the board conceives, carries out and monitors its own tasks
 - b. **Executive Limitations:** the boundaries which establish the constraints on executive authority
 - c. **Board - Executive Director Relationship:** how authority is delegated, carried out and monitored
 - d. **Ends:** vision, mission, aims, objectives, strategic directions.
2. Hire, direct, and release the Executive Director
3. Direct the Executive Director to implement policies and carry out the day to day work of the Council
4. Ensure that the performance of the Executive Director is in compliance with the Board's written policies
5. Conduct a performance appraisal of the Executive Director on a basis to be determined by the Board. Such an appraisal shall be documented.
6. Monitor the Executive Director's and Board's adherence to policies and review policies as necessary (at least annually).
7. Ensure that short and long term planning processes and procedures exist.
8. Assess the impact of internal and external environments on organizational planning.
9. Adhere to the principles of self-discipline and apply these to such matters as attendance, policy development and speaking with one voice.
10. On an ad hoc basis, ensure the continuity of its governance capability by offering training and development for all Board members.
11. Ensure that new Board members attend an orientation to develop familiarity with the Council and its issues, organizational structure and the process of governance.
12. Ensure that an Annual General Meeting is organized in accordance with the requirements of the legislation, MCoS' constitution and by-laws, and our members' needs.
13. Outline a procedure for evaluating the Council's programs and services
14. Approve the appointment of an auditor subject to any motion of members at the Annual General Meeting.

President:

1. Plans for and presides at Board and General Meetings
2. Determines the agenda for Board and General Meetings, in consultation with the Executive Director.
3. Delegates duties to other Board members and is ex-officio on all committees.
4. Ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Council.
5. Ensures that discussion content focuses on those issues which belong to the Board.
6. Acts as an official spokesperson for the Board unless another person is designated by the Board.
7. Ensures an annual performance appraisal of the Executive Director is completed and results communicated to the Executive Director.
8. Serves as the Board liaison with the Executive Director.
9. Ensures that correspondence to the Board is responded to according to the direction of the Board.

Vice President:

1. Assists the President with his/her/their responsibilities
2. Assumes duties of the President in his/her/their absence.
3. In the event that the President is unable to act as President, the Vice-President shall be Acting President.
4. Ensures the establishment of a Governance Committee and acts as Chairperson of such committee.
5. Ensures the establishment of an ED Evaluation and Compensation Committee and acts as Chairperson of such committee.
6. Serves as a member of the Risk Management Committee.
7. Perform such other functions entrusted to him/her/them by the General Meeting or the Board of Directors.

Treasurer:

1. Ensures the establishment of a Risk Management Committee and acts as Chairperson of such committee.
2. Ensures and participates actively in the audit process: facilitates the appointment of an auditor, establishing contract with the auditor, communicating with the auditor, sharing information with the Board.
3. Ensures the presentation of the annual audited Financial Statements to the Council's membership.
4. Ensures that accurate records of all financial transactions of the Council are kept.
5. Ensures that financial statements are prepared in a timely manner.
6. Works with the Executive Director to ensure financial information is presented to the Board in a way that is useful for Board understanding.
7. Where the position of Executive Director is vacant, the Council's compliance with Executive Limitations financial policies shall be the responsibility of the Treasurer.
8. Ensure signing authorities on file with the financial institution are current.
9. As Chair of the Risk Management Committee, track and manage reputational, financial and strategic risks.

Secretary:

1. A full and accurate record of all proceedings at all meetings of the Membership and Board of Directors is kept.
2. Notes are taken by the Secretary during the executive sessions and, once out of camera, reports the information to be included in the minutes. Confidential-to-the-board minutes of an in-camera session will be taken by the Secretary. They will include the place and date of the meeting, start time, persons present, motions made, results of voting, and time of adjournment.

These minutes will be circulated to the Board only with one copy kept in a confidential file that will be housed in the Council office in a locked format with access available to President and Secretary and ensure one key is kept with the assigned board member in Regina. If both the President and the Secretary are outside Regina, one key will remain with one of the Vice President, Treasurer, or Past President that resides in Regina.

3. Records and files of the Board's correspondence are maintained and made accessible for Board use whenever necessary.
4. Notices of meetings are prepared and issued.
5. Board and General Meeting minutes are approved by the Board.
 - 5.2. Once meeting minutes and financial statements are approved, the Secretary shall ensure that they are signed by two (2) board members who were present at the meeting, ideally Secretary, President, Vice President or Past President.
6. Serves as Chair of the Recognition Committee.

Ends Policies

The Mission Statement of MCoS shall define the particular role that MCoS will play within the overall vision of the Council and shall be considered the global End of the Council:

We are leaders in the promotion of multicultural values by:

- Advocating for the advancement of multiculturalism at the state and societal levels
- Supporting members and schools with financial and non-financial resources.
- Partnering with governmental and non-governmental organizations.
- Coordinating provincial multicultural initiatives for use at the provincial, regional, and local levels.

Mission: The Multicultural Council of Saskatchewan is committed to promoting, fostering, improving and developing multiculturalism in the economic, cultural and political life of Saskatchewan while working to achieve equality of all residents.

Aims and Objectives:

- a. To promote recognition of the benefits of cultural diversity in Saskatchewan and assist in the development and acceptance of multiculturalism
- b. To recognize and promote the Saskatchewan motto: From Many Peoples Strength and the Saskatchewan Multicultural Act;
- c. To foster an environment in which organizations and individuals can contribute to the multicultural development of Saskatchewan;
- d. To promote positive cross-cultural relations through cross-cultural communication, contact and understanding;
- e. To recognize the special contribution which Newcomers bring to our province and assist in the integration process through education;
- f. To recognize the special contributions which First Nations and Métis people provide to our province and encourage cultural competency and intercultural connections.

Values: Our values are rooted in the provincial motto *From Many Peoples Strength* as well as the Treaty relations that define our province. All of the work that the Multicultural Council of Saskatchewan does is guided by these values, which are expressed as:

Respect for diversity: We recognize the multicultural diversity of the people of Saskatchewan. We believe in the strength of supporting cultural continuity and pride in

one's cultural ancestries. We celebrate the sharing between cultures because culture is a two way street.

Recognition and rejection of racism: We recognize the negative impact of racism and discrimination. We promote the importance of all people in overcoming these issues to achieve equitable outcomes for all Saskatchewan residents.

Intercultural connections: We actively support and encourage efforts to bring communities together in ways that will build relationships based on understanding and respect to foster capacity for problem solving and planning.

Integration: We support welcoming and inclusive communities that create a sense of home and belonging. We recognize the creativity and innovation that arise from bringing different cultural perspectives together and cultivating the unique contributions of all.

Strategic Directions 2019-23

1. Multicultural values are widely reflected in the community
2. The capacity of the multicultural community is strengthened
3. Respectful relationships between Indigenous people, and MCoS and its members are strengthened
4. The capacity of MCoS is strengthened

Policy Governance

The Multicultural Council of Saskatchewan has adopted Policy Governance™ as its means of governing the organization. Policy Governance was developed by Dr. John Carver in the mid-1970s “as a collection of principles and concepts that make sense as a whole”. Dr. Carver describes governance as a “‘downward’ extension of ownership, not an ‘upward’ extension of management”.

Policy Governance is one way of ensuring that the board is concentrating its efforts in the right area - governance. It is an effective and efficient method of leading.

Policy Governance is a model of governance designed to empower board of directors to meet their obligation of accountability for the organizations they govern. The model enables the board to focus on the larger issues, to delegate with clarity, to control management's job without meddling, to rigorously evaluate the accomplishment of the organization; to truly lead their organization.

In contrast to the approaches typically used by boards, Policy Governance separates issues of organizational purpose (ENDS) from *all* other organizational issues (MEANS), placing primary importance on those Ends. Policy Governance boards demand accomplishment of purpose, and only limit the staff's available means to those which do not violate the board's pre-stated standards of prudence and ethics.

The board's own Means are defined in accordance with the roles of the board, its members, the president and other officers, and any committees the board may need to help it

accomplish its job. This includes the necessity to "speak with one voice". Dissent is expressed during the discussion preceding a vote. Once taken, the board's decisions are not subsequently to be undermined. These Means expectations also set out self-imposed rules for the board regarding the delegation of authority to the staff, and the criteria by which staff performance will be evaluated. Policy Governance boards delegate with care. There is no confusion about who is responsible to the board for meeting board expectations. Double delegation is eliminated. Furthermore, boards that decide to use a Executive Director function are able to hold this one function exclusively accountable.

Evaluation is nothing more than seeking an answer to the question "Have our expectations been met?" The board, having clarified its expectations, can assess performance in that light. This focused approach reduces the mountains of paperwork boards often feel obliged to review. Moreover, those boards which worry that they are only furnished the data management wants to give them find that, in stating their expectations and demanding a relevant accounting of outcome, they have effectively taken control of their major information needs. Their staff no longer has to read their minds.¹

The model is owned by the Board and cannot be interpreted by anyone else. Policy Governance requires a commitment by the board to work at a deeper level than is usually the case in non-profits. It demands that the board discipline itself so that it is doing its job, and doing its job appropriately.

Policy Categories

1. **Ends** - the benefits the organization is to produce, for which people, at what cost or worth. Ends are developed based on the Board's knowledge of and interaction with the "owners"—those to whom the Board is morally accountable.
2. **Executive Limitations** - the boundaries of prudence and ethics within which the Board allows staff to make further decisions about means, the way things are done.
3. **Board-Executive Director Relationship** - the manner in which the Board delegates authority to staff through the Executive Director and measures staff performance through evaluation of the Executive Director.
4. **Governance Process** - the manner in which the Board itself operates, including its philosophy, accountability, discipline, and its own job.

With these policies in place, the Board can delegate the achievement of the Ends to the Executive Director, be assured that they are in fact being achieved, and that the manner in which this occurs does not exceed the Board's boundaries of prudence and ethics. This assurance is based, not on "trust," but on a carefully structured monitoring process.²

¹ Carver, Miriam. <http://www.miriamcarver.com/polgov.htm>. May 2003

² Moore, Jannice. http://www.jannicemoore.com/pg_prime.htm. May 2003

Conflict of Interest Policy

A conflict of interest occurs when a Director attempts to promote a private or personal interest, which results in an interference with the objective exercise of his/her/their responsibilities with the organization or a gain or advantage by virtue of his/her/their position with the organization. Conflicts of interest may be real, potential, or perceived. Directors shall avoid conflict of interest with respect to their fiduciary responsibility.

1. There must be no self-dealing or any conduct of private business or personal services between any Director and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information.
2. When the Board is to decide upon an issue, about which a Director has a conflict of interest, that Director shall declare that conflict of interest.
The Board shall determine the appropriate response prior to any deliberation on the matter from the following options:
 - a. The Director shall leave the board meeting without comment for the deliberation and the vote on the matter, or under circumstances that warrant it:
 - b. The Director shall not comment or vote on the matter during the Board’s deliberation, or
 - c. The Director shall not vote on the matter
3. Directors must not use their position to obtain employment in the organization for themselves, family members, or close associates. Should a Director desire employment, he or she must first resign.
4. Directors shall annually disclose and update on an ongoing basis their involvements with other organizations, with vendors, or any associations that might produce a conflict.
5. In situations where a conflict is perceived to exist by others, if the individual Director does not perceive a conflict, then the vote of the Board shall be decisive.
6. No Director shall accept any gift or service that could be viewed as payment for services rendered through his/her/their position. Gifts which are the normal exchange between friends, the normal exchange of hospitality between persons doing business together, or tokens exchanged as part of protocol are acceptable.
7. Directors shall manage their private affairs in relation to the Council so that neither they nor their relatives, friends, current or former business associates benefit or appear to benefit from information not available to the public.
8. A Director who abstains from participation due to conflict of interest is still included in determining quorum.
9. The minutes must record all declarations of conflict of interest and the action taken in response to the declaration.

Time commitment for MCoS board of directors

Board meetings

Generally, at least ten meetings are held annually on weekend days and weekday evenings. This is a combination of virtual and in-person meetings and are 2-16 hours per meeting. Due to the current pandemic situation, more virtual meetings are planned.

A sample schedule could be:

June AGM - 1 day

September Orientation Retreat and Board Meeting - 2 days

November Board Meeting - 1 day (often combined with activities to make it 2 days)

January (late) Board Meeting - 1 day (often virtual meeting)

April Board Meeting - 1 day

May Strategic Planning and Board Meeting - 2 days

Orientation Retreat - opportunity for returning and new board members to learn about board responsibilities and specific topics, and for new board members to gain an understanding of the organization.

Strategic Planning - opportunity for board and staff to revisit and revise the strategic plan to enable the organization to strive toward its ends.

Annual Meeting (1 day) - Normally, in June, the Annual General Meeting is held for MCoS to report to the membership on its yearly operations, to elect Board members. Usually, at this time there are constructed opportunities to consult with the membership and network.

Additional time related to committee participation may be required.

Board Linkage with the Ownership

One of the major functions of the board is to connect with the ownership. This connection is through attendance at meetings, conferences and other major events, invitations to groups to join MCoS board meetings, as well as to occasionally contact the ownership directly when necessary. The liaison assignment is treated as being an ambassador for the organization both in communicating our Ends and other areas of interest and to bring information, issues, etc. back to the full board.

Board members can expect to cover three to five of these meetings per year. Decisions on the director attending an event are based on the location of the event as directors living nearby are chosen to represent the organization.

Other

In addition to the above meetings, the board may decide it wants to link with partnering organizations based on issues and directions the board is considering at a particular point in time. The schedule is determined by the board, as part of their own internal planning, by May each year to facilitate budget development.

In making decisions to meet with external groups, the board must take into consideration other meetings already on their annual agenda.