

YWCHSB Board of Directors Relationship with Management

Introduction

In a governance model, the Board of Directors of an organization has one employee – the President/CEO to whom all instructions are given and who is accountable to the Board of Directors.

Such is the case at Yukon Workers' Compensation Health and Safety Board (the YWCHSB). However, the Board of Directors has others with whom it has a regular relationship: the Board Manager and General Counsel/Corporate Secretary, the roles of which are outlined in the Governance Guide, as well as, on occasion, others in the President/CEO's Office such as the Executive Assistant to the President/CEO. The Governance Guide is located on the YWCHSB website at www.wcb.yk.ca.

The Board Manager is a YWCHSB employee who reports to the President/CEO; however, the position does take direction regarding the logistical and administrative matters of the Board of Directors from the Chair. The General Counsel is under contract to the Board of Directors and to the YWCHSB through a contract with the President/CEO but may be asked directly by the Board of Directors to provide a legal opinion or give legal advice on a particular issue. All three attend Board of Directors' meetings; the Board Manager and General Counsel to provide support and the President/CEO as a member of the Board of Directors. The position of Internal Auditor also has a dotted line reporting relationship to the Board of Directors in order to review audit plans and results. Other members of management attend Board of Directors meetings at the request of the President/CEO.

When discussing "management", this paper is referencing all of the YWCHSB employees and contractors with the exception of the President/CEO, Board Manager and General Counsel. The purpose of this document is to clarify expectations regarding the interactions between the Board of Directors and management. In order to achieve the strategic goals and vision the Board of Directors has set for the organization, the Board of Directors must have confidence in management and management must have confidence in the Board of Directors. Therefore, it is important the relationship between the governance role of the Board of Directors and the administrative role of staff is strong and healthy.

Relationship Opportunities

Board of Directors Meetings

Management will be invited to Board of Directors meetings by the President/CEO when appropriate. The Chief Financial Officer (CFO) is a regular attendee to discuss monthly financial reports and during the annual budget, auditing and financial statement development processes. Other members of management may be called upon by the President/CEO to provide information or to discuss a particular item.

Social Functions

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In a small organization and small community, there are often expectations of significant social interaction of the Board of Directors by management. Being a YWCHSB Board member is usually only one part of a Board member's responsibilities and therefore, they cannot attend all staff social functions to which they are invited. In the past, staff has invited the Board of Directors to almost everything (there may be something going on every month) and are discouraged when Board members cannot attend. Further, such frequent, casual interaction can change the status of the Board of Directors in the eyes of management. A balance must be made between the Board of Directors keeping its status as governors of the system and providing a friendly, non-intimidating presence amongst staff.

Board members are not required to attend any staff social functions to which they are invited, nor will they be remunerated if they attend. Invitations will be issued to Board members through the Board Manager and will be limited to:

- The annual staff Christmas potluck lunch and talent auction (those attending will be expected to bring something for the potluck but would not be expected to contribute to the talent auction – although voluntary donations would be appreciated);
- The annual staff Christmas dinner and dance;
- The annual staff Christmas luncheon; and
- Other events as determined by the President/CEO in consultation with the Chair.

Additionally, the Board of Directors will sponsor staff recognition events at least once per year, the timing and format of which shall be determined by the Chair in consultation with the President/CEO and Board Manager. Board members are required to attend and provide assistance at these events if they are available and will be remunerated if they attend.

Executive Committee

The Executive Committee consists of the President/CEO, the Directors of the organization and the General Counsel/Corporate Secretary. This group takes the strategic direction provided by the Board of Directors and puts it into action. They are the senior leaders of the YWCHSB and have interaction with the Board of Directors through Board meeting attendance at the request of the President/CEO.

The Executive Committee works with the Board of Directors through an annual planning day to develop/review the strategic plan, bringing staff concerns, logistical considerations and subject matter expertise to the table.

In addition to the annual planning day, the Board of Directors and Executive Committee interact through one informal social event per year to foster a good working relationship and understanding of each other.

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Tailgates

Tailgates are regular update meetings that occur weekly between the President/CEO and all staff. In addition, as needs arise professional development tailgates are held to address information or training issues relevant to all staff.

While the President/CEO gives direct updates to staff via tailgates regarding relevant Board of Directors activities and decisions, it is important for staff to hear directly from the Board of Directors on occasion. The Chair, as the voice of the Board of Directors, has an invitation to attend tailgates on a quarterly basis (or more frequently, if required) to provide direct communication to staff on strategic achievements, decisions or emerging issues. From time-to-time, the full Board may also attend and will be remunerated if they attend.

Direction

All direction to management from the Board of Directors must come through the President/CEO so that the Board of Directors' governance role does not get confused. In the eyes of management, Board members have a particular status; therefore, a question or comment from a Board member to a staff person could have unintended results. For example, a Board member commenting to a staff person "we sure haven't levied many OHS fines this year" could be interpreted by the staff person to mean "start levying more fines".

Unless a request for information is made by the whole Board, all individual member requests are made through the Chair who will discuss the need for the information with the Board member. In discussion with the President/CEO, a determination whether resources can be re-allocated from corporate work plans and customer service activities to address the request will be made.

Board Member Issues as an Injured Worker or Registered Employer

Board members may have claims (present or past) with the YWCHSB or may be registered employers and have individual issues with decision-makers. In that capacity, the Board member will interact directly via mail or by telephone with staff since their claim or account should not be treated differently than anyone else's. However, if a Board member is dealing in person with a staff member, the Board member should advise the President/CEO (either directly or via the Board Manager) so that the purpose of the Board member's visit to the building is clear to those who need to know. Further, if the Board member is having a dispute or disagreement regarding their claim or account which an injured worker or employer would normally refer to a staff member's supervisor, the Board member must refer the issue to the President/CEO (either directly or indirectly).

These guidelines are meant to ensure Board members with claims or employer accounts preserve the distinction between being a member of the Board of Directors and a YWCHSB client.