

IPAC Edmonton Regional Group **Board Governance and Design**

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About Us

The Institute of Public Administration Canada (IPAC) is a national association of public servants and others committed to advancing excellence in the public administration through the creation of knowledge networks and promotion of leading research-based theory and practices.

**// IPAC Edmonton stimulates collective learning, dialogue, and action //
around issues and opportunities that cut across government systems.**

The IPAC Edmonton Regional Group (IPAC ERG) is one of eighteen (18) regional IPAC groups, among the largest and most dynamic. We contribute to the advancement of innovative public sector management through distinct and unique activities.

In collaboration with our members and volunteers, our Board delivers a variety of topical events throughout the year, ranging from networking sessions with guest speakers and panels, to awards that recognize individuals in the region who have made and continue to make significant contributions in the field of public administration.

For more information about IPAC ERG, please visit: www.ipac.ca/edmonton.

Background

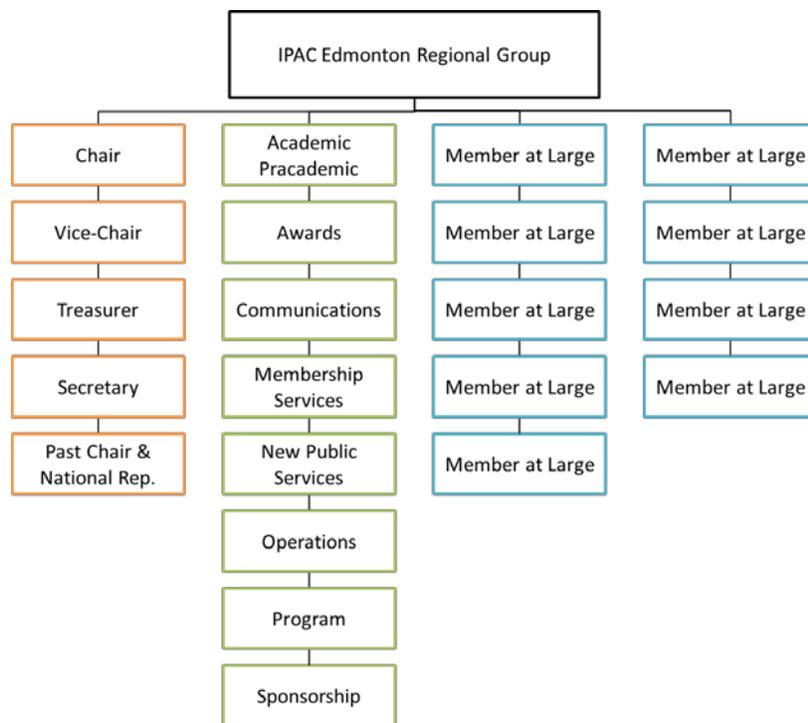
Context

A Strategic Planning team, made up of four members of the Edmonton Regional Group Board (ERGB), was formed to help build the strategic capacity of the IPAC ERGB. At the August 2015 planning session, the Board agreed to separate out operational business from strategic business for the coming year. In order to do this, six of the ten monthly meetings were dedicated to building this strategic capacity.

External facilitators were brought in to assist the ERGB in its exploration of these three strategic topics it had identified: governance, mission and mandate, and systems design.

Through these conversations, it became apparent that the IPAC ERGB needed to explore a new governance model that would enable it to effectively deliver its value proposition to stakeholders and members.

Where We Were



The previous ERGB structure consisted of approximately 21 members, including five (5) Board Executives, eight (8) Committee Chairs, and nine (9) members at large.

Under this model, each committee (in green) was chaired by a Director of the Board. The Chair of the committee was responsible for the resourcing, planning and implementing of its mandate. The Member-at-Large positions did not have defined responsibilities, but were encouraged to participate on a committee.

Key Considerations

- Under the previous model, the IPAC ERGB did not have an “administration” in the traditional sense. The work of the Committees reflected an administration model of service and program delivery.
- Role clarity between the governing elements of the IPAC ERG model (the Board) and its service and program delivery “agents” (Committees) was required.
 - Define the agency/principal relationship in the local system with particular attention to the role of the committee structures.
 - Define representation and accountability.
 - Identify value proposition, and define stakeholders.
- A twenty-one (21) member Board was no longer ideal. It was important that the Board utilize all of its resources effectively.
 - Revising the governance structure will change the way Board allocates its resources, in order to increase capacity to operate in a strategic and sustainable manner.

Outcomes

Through this initiative, the Strategic Planning team hoped that it would be able to:

- clarify vision, mission, and value proposition, and understand how they relate to the governance system,
- create a Board structure that will empower our Directors and their functional teams to make efficient and effective decisions that will add value to our members,
- connect and coordinate the interests and activities of public administrators,
- provide an added focus on the members and provide value to them by making IPAC ERG the primary professional organization to which they want to be a part of,
- efficiently use the resources that are available to us (i.e. financial and human capital), and
- ensure the Board has the competencies it requires in order to deliver on its objectives and value proposition.

Board Structure

Value Proposition

“IPAC Edmonton stimulates collective learning, dialogue, and action around issues and opportunities that cut across government systems.”

Governance Structure

Four portfolios were identified as necessary to deliver on the value proposition. They are:

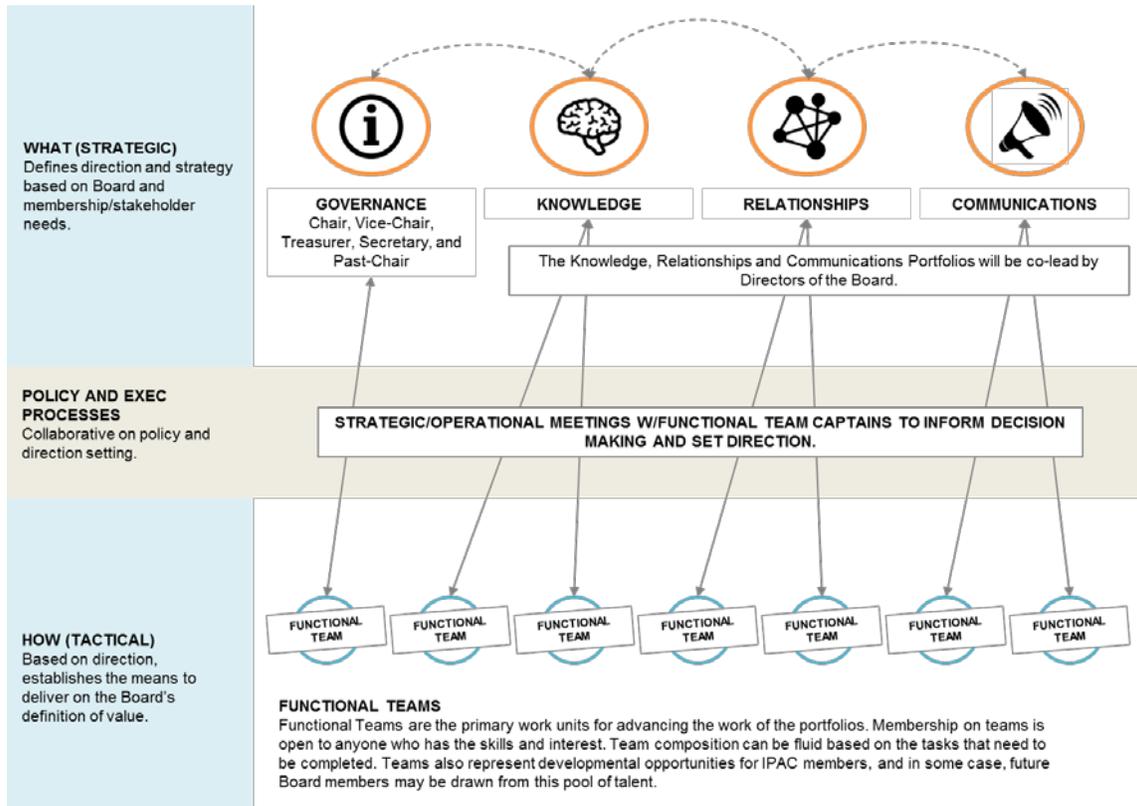
- Knowledge (e.g. offerings, events, programs, celebrations, etc.),
- Relationships (e.g. connections, outreach, human capital, etc.),
- Communication (e.g. branding, messaging, engagement, etc.), and
- Governance (e.g. sets the direction based on informed decision-making, etc.).

To support the work of these strategic portfolios, the Board will implement a co-lead model for each of the Knowledge, Relationships and Communications portfolios on the Board. This will:

- enable collective leadership,
- foster mutual accountability and support,
- encourage a shared responsibility between the co-leads for function, and coordination of initiatives,
- bring together complementary skills from both Directors,
- provide oversight and coordination to the functional teams under the respective portfolios,
- bring increased opportunities for representation (e.g. one from the Province, the other from a municipality; or partnering diverse experiences and backgrounds), and
- enable the opportunity for mentorship (e.g. pairing a potential future Board member with a seasoned public servant).

The governance model has been created based on the “Governance System” and related discussions at the Board’s strategic sessions. Competencies defined in each portfolio have been informed by various competency models in use among governments throughout the Edmonton Region (see [Appendix A](#)).

The model below brings together conversations from the past sessions, and providing clarity among the governing, program, and service delivery functions of the Board.



Portfolios

- The four portfolios are led by the Board Executive (Chair, Vice-Chair, Treasurer, Secretary and Past-Chair), and a number of elected Directors.
- Each portfolio plays a stewardship role for its functional teams, with its Directors being accountable for its health, growth and sustainability.

Functional Teams

- Functional Teams are the primary work units for advancing the work of the portfolios. Membership on each team is open to anyone who has the skills and interest.
- Team composition and duration is fluid based on the tasks that need to be completed (e.g. a functional team of three months can be put together to organize an event).
- Functional Teams also represent developmental opportunities for IPAC members, and in some cases, future Board members may be drawn from this pool of talent.

Board Composition

Composition and Qualifications

The composition of the Board is based on leading practices and required competencies to enable the Board to collectively deliver on its value proposition.

The mandate of the Board requires complementary knowledge, skills and expertise, as well as representation of the breadth of its membership, on the part of the Directors, to enable them to deliver on the membership's expectations.

Directors will annually review the structure of their functional teams to ensure that their mandate is clearly communicated in their terms of reference, and Directors are accountable for ensuring that their teams have the means to fulfil their purpose.

Board of Directors

The fundamental responsibility of the Board of Directors is to oversee the management of IPAC ERG's affairs, with a view to maximizing membership value and ensuring a clear organizational focus on the value proposition. This is supported by the relationship between the Portfolios and their respective functional teams.

In this regard, the Board is responsible for the stewardship/business of IPAC ERG, and articulating its value and standards. Through these accountabilities, it will ensure that its obligations to its members and stakeholders are understood and met. The Board also takes responsibility for sound exercise of its authority and powers.

In order to serve as an effective governance body with oversight of the organization, IPAC ERG's Board of Directors will play three primary roles:

1. **Direction Setting:** Shaping the direction for the organization and leading and inspiring the organization in its pursuit of that direction.
2. **Strategic Planning and Organization:** Ensuring the organization's leadership, resources and finances in place are commensurate with the direction.
3. **Strategic Oversight, Monitoring and Evaluation.** The Board is ultimately responsible for everything that happens within the organization. Accordingly, IPAC ERG Board is responsible for monitoring performance against the set direction.

Officers of the Society

- In accordance with applicable statutes and bylaws, there shall be a Chair, Vice-Chair, a Secretary, a Treasurer, a Past-Chair and such other officers as determined by the Board in its discretion from time to time.
- The Chair and Vice Chair shall be appointed by the Directors from amongst their numbers. The remaining officers shall be appointed by the Members at the Annual General Meeting.

- All officers will act without remuneration except as explicitly set forth in any agreement entered into between the subject officer and the Society, with the consent of the Board.

For more information, please refer to Article 24 in the bylaws.

Board Executive

The Board will consist of an executive comprised of the:

- Chair,
- Vice-Chair,
- Secretary,
- Treasurer,
- Past-Chair, and
- Subject to the discretion of the Members by a majority vote held at the AGM, up to 16 Directors who shall be elected by Members.

For more information, please refer to 15.3 in the bylaws.

Governance Portfolio

Purpose

- Provides stewardship, ensuring effective leadership and resource management.
- In collaboration with the other portfolios, shapes the mission and strategic direction of the Board.
- Ensures alignment and understanding between strategic direction and implementation.
- Takes accountability for achieving the Board's vision and goals.
- Monitors and improves performance.
- Maintains fiscal responsibility and oversight, ensuring long-term sustainability of the organization.

Main Functions

Enabling the Business

- Serves as the connection and liaison to IPAC National.
- Provides the tools to archive organizational memory.
- Ensures effective financial and asset management.
- Ensures Effective risk management.
- Holds accountability, and ensures that bylaws are upheld.
- Seeks out sponsorships and partnerships (🔗 Relationship).

Board Membership

- Evaluates nominations for Directorship based on the Board's requirements, and recruits from a competency-based perspective.
- Ensures effective succession planning.
- Delivers a positive and meaningful experience for Board members.
- Provides the tools, supports, and mentorship to onboard new Board members.

Strategic Planning, Monitoring and Evaluation

- In collaboration with the Board of Directors, sets the course and defines policy.
- Champions the value of being a public servant (🔗 Communications).
- Communicates, evaluates, and monitors the status of initiatives and projects in the organization.
- Performs environmental scans, and is aware of the international issues (🔗 Knowledge).

Skills Experience Knowledge

Suggested competencies or experience in specific areas, and not necessarily technical proficiencies.

- Leadership.
- Team-building.
- Trans-governmental knowledge.
- Budget management.
- Fund development.
- Secretariat experience.
- Operations/implementation.
- Non-profit and/or legal knowledge.
- Organizational transition and change management.
- Evaluation.

Desired Outcomes

- Resources are managed effectively and transparently.
- Board members are meaningfully engaged and are satisfied with their experience.
- Functional teams and membership feel empowered (e.g. to organize and coordinate activities and programs).
- Activities are aligned with strategic direction.
- Performance of the Board and the organization is monitored and evaluated towards continuous improvement.
- Increased participation and engagement of members (↻ Relationship).

Membership

Chair

- The Chair shall, when present, preside as Chair at all meetings of the Members of the Society and of the Board, and appoint all officials and portfolios as directed by the Board.
- The Chair shall be a member ex-officio of all portfolios.
- Supports the overall governance process of the Board of Directors and their functional teams.
- Provides guidance and advice to the Board of Directors on their respective portfolios.

For more information, please refer to Article 25 in the bylaws.

Vice-Chair

- The Vice Chair shall act and perform the duties of the Chair in his/her absence in the conduct of their office.
- During the absence or inability of the Chair and the Vice-Chair, the duties and powers of the Chair shall be exercised by a Director appointed by the Board for that purpose.
- Supports the overall governance process of the Board of Directors and their functional teams.
- Provides guidance and advice to the Board of Directors on their respective portfolios.
- Leads the nomination and election process for the IPAC ERG Board.
- Develops and implements follow-up mechanism for executive responsibilities.
- Develops and implements onboarding activities and materials for new executive members (↻ Chair and Secretary).

For more information, please refer to Article 26 in the bylaws.

Secretary

- Keeps facts and minutes of all proceedings on all meetings of IPAC ERG and ensures all notices to be given to Members and to Directors as required by the bylaws.
- Keeps the seal of IPAC ERG and all books, papers, records, correspondence, contracts and other documents belonging to IPAC ERG and shall cause the same to be delivered up when required by the Act or when authorized by the Board to such person as may be named by the Board.
- Liaises with IPAC National on awareness of IPAC National bylaws, and ensures that all updates are communicated to IPAC ERG as required.

- Contributes to the development of the IPAC ERG vision, business plan, and ongoing executive operations.
- Contributes to the development of learning content (program and process) to further the goals and objectives of IPAC ERG Board.
- Ensures that IPAC ERG's organizational memory is recorded and maintained.

For more information, please refer to Article 27 in the bylaws.

Treasurer

- Ensures funds of IPAC ERG to be received and disbursed in accordance with the directions of the Board, subject to the bylaws.
- Keeps a detailed account of all income from IPAC or any other source, and expenditures including proper vouchers for all disbursements of the IPAC ERG.
- Renders to the Board at regular meetings thereof or whenever required by the Board an account of all transactions of IPAC ERG and the financial position of the organization.
 - Ensures that monthly financial statements are prepared and presented to the Board in the Treasurer's Report.
- Opens and maintains an account or accounts in the name of IPAC ERG at a chartered bank. All cheques shall be signed by the Chair and by the Treasurer, or in the absence of either, by such other member of the Board as may be designated by that Board.
- Ensures that IPAC ERG Board's expenditures are made in accordance with the approved budget.
- Develops an annual budget, including anticipated revenue sources and expenditures, for approval by the Board.
- Develops and implements financial policies to ensure accountability and control of finances (i.e. ensuring that procedures are observed for financial activities, such as purchasing, accounts payable, etc.)
- Monitors and accounts for sponsorship, whether monetary or in-kind, and ensures that they are accurately reflects in the annual budget.

For more information, please refer to Article 28 in the bylaws.

Past-Chair, and National Representative

- The Past-Chair and National Representative is responsible for mentorship, knowledge continuity, and ensuring the strategic direction of IPAC ERG. The position also represents IPAC ERG on the IPAC National Board of Directors.
- Provides mentorship and knowledge continuity advice and assistance to IPAC ERG.
- Participates on the Lieutenant Governor's Awards Selection Committee.
- Commits to the work of the organization, attending engagement sessions and providing support to the Board's functional teams.
- Acts in a mentorship capacity to the Board of Directors.

Functional Team

The Operations functional team is critical to the success of the Governance portfolio. This team provides advice to the IPAC ERG board on issues related to administration and financial management, and ensures that the Board's administrative requirements are met (including reporting, monitoring, and evaluation).

Knowledge Portfolio

Purpose

- Increases membership understanding of government and its jurisdictions.
- Communicates knowledge of current and emergent trends.
- Identifies challenges that are internal and external to governments.
- Creates the space to come up with strategies and recommendations to overcome wicked or complex problems and challenges.
- Creates the space to exchange knowledge and ideas across boundaries.
- Serves as a cost-effective alternative for increasing public service capacity.

Main Functions

Research and Innovation

- Supports research on relevant topics and innovation in the public service.
- Supports the pracademic culture: a network of people who appreciate the benefits of solving real world challenges by combining practitioner and academic perspectives.
- Ensures effective risk management.

Program and Event Planning (⚡ Communications and Knowledge Portfolios)

- Creates a space for the exchange of ideas and knowledge.
- Implements effective event and program planning.
- Delivers effective service initiatives.
- Ensures effective knowledge translation and mobilization.

Skills Experience Knowledge

Suggested competencies or experience in specific areas, and not necessarily technical proficiencies.

- Leadership.
- Adult education.
- Professional development.
- Academic networks.
- Foresight.
- Public policy.
- Small group facilitation.
- Event management.
- Knowledge translation and mobilization.

Desired Outcomes

- Board and membership have an increased understanding of:
 - the structure of government;
 - current and emergent trends;
 - critical challenges that are internal and external to their organization;
 - strategies that will help them overcome barriers; and
 - managing the disruptive economy.
- IPAC ERG provides value to its members by providing an alternative for members to obtain knowledge.
- Members are learning and applying the knowledge they have obtained.
- Systematic and intentional approach to selecting topics and event formats to showcase.

Relationships Portfolio

Purpose

- Connects to Internal and external dimensions of the organization.
- Creates a welcoming environment and attracts people to attend events and programs.
- Creates an increased trust and ability to work across boundaries (i.e. Portfolios) through interconnectivity and building a shared understanding of the issues.
- Integrates services amongst all portfolios and their functional teams (⌘ Governance).
- Increases capacity of the organization through effective human resource management.

Main Functions

Building Networks

- Cross-government liaison.
- Engagement of members, partners, stakeholders, and Board members.
- Connecting and engaging new public servants.
- Sponsorships and partnerships (⌘ Governance).

Membership, Resource Management and Evaluation

- Volunteer management and satisfaction.
- Membership management and satisfaction.
- Partnership management and satisfaction.

Program and Event Planning (⌘ Communications and Knowledge Portfolios)

- Building opportunities to connect.
- Celebration.
- Recognition.
 - Implements activities and events designed to recognize excellence in the public sector within the Capital Region (e.g. the Lieutenant Governor's Awards).
 - Makes submissions and applications to awards on behalf of IPAC ERG, as warranted.
- Event planning.
- Program planning.
- Service initiatives.

Skills Experience Knowledge

Suggested competencies or experience in specific areas, and not necessarily technical proficiencies.

- Leadership.
- Recruitment.
- Mentorship/Coaching.
- Talent management.
- Event management.
- Community engagement and outreach.
- Volunteer management.
- Network building and strong interpersonal skills.

Desired Outcomes

- Opportunities for collaborative work.
- Ability for shared and integrated resources between portfolios. (⌘ Governance)
- Facilitated shift in the way we approach our goals.
- Knowledge transfer.

- Strengthened relationships and growth in our networks.
- Partners and sponsors invest in IPAC ERG and they are satisfied with their investment.
- Volunteers are meaningfully engaged and are satisfied with their experience.

Communications Portfolio

Purpose

Connect
Engage
Collaborate
Recruit

- Encourages the heart, inspiration, and passion.
- Articulates what IPAC is in a clear and concise way.
- Ensures membership, stakeholders and Board members are connected to the activities of the organization.

Main Functions

Communications

- Champions the value of being a public servant.
- Effectively communicates the Board's vision, goals and objectives, and initiatives to members and stakeholders.
- Alignment of communications with IPAC National (☞ Governance).

Marketing and Promotion

- Manages branding and key messages of the organization.
- Generates interest and attracts members and non-members to the activities of the organization.

Program and Event Planning (☞ Communications and Knowledge Portfolios)

- Celebration
- Recognition.
- Awareness.

Skills Experience Knowledge

Suggested competencies or experience in specific areas, and not necessarily technical proficiencies.

- Leadership.
- Narrative development.
- Digital communications/multimedia understanding.
- Brand management.
- Promotion, engagement and marketing strategies.
- Communication strategies.
- Relationships management (e.g. IPAC National and functional teams (☞ Relationships))

Desired Outcomes

- Elevator pitch developed.
- Information is shared across different orders of government.
- Time for annual reflection is coordinated.
- Connect on how we communicate as a Board.
- People feel informed.

Board Process and Operations

Process and Operations

Membership

- Membership on the Board is voluntary, and no remuneration will be paid by the Board for serving as a Director. (15.6)
- Should a vacancy occur on the Board, the Board may appoint a member to fill the vacancy for the balance of the term the person replaced. (15.5)
- Notwithstanding any other provision contained in the bylaws, a Director may be removed from office at any time by Special Resolution of the Members. (15.8)
- The Director shall continue in office until their respective successors are appointed in accordance with the bylaws. (21.1)

Frequency

- Regular meetings of the Board are held on dates and times that are established at the Board's strategic planning session, which occurs at the start of the Board's term.
- The Board shall meet a minimum of six (6) times a year, including once immediately following the Annual General Meeting. (17.1)
- Special meetings may be called by the Board Executives when they deem appropriate and adequate notice will be provided prior to the meeting.
- Board meetings may be formally called by the Chair, Vice-Chair, and any Director on the direction in writing of two (2) Directors. (17.4)

Preparation

- The Secretary creates the agenda for Board meetings following consultation with the Board Executives and Portfolio Directors.
- The Secretary ensures that all Directors have the information required with adequate time to complete proper preparation for each meeting.

Attendance

- Should a Director of the Board miss three (3) meetings without sufficient explanation to the Board, the Board at its discretion, may remove the Director from the Board by a vote of 2/3 of the elected or appointed Directors of the Board. (15.7).
- The Chair, or in the absence of the Chair, the Vice-Chair, shall preside over meetings of the Board. In the absence of both, the Board shall appoint one of the remaining Directors to preside. (17.2)
- A Director may participate in a meeting of the Board or of a committee of the Board by means of telephone conference, or such other means that permits each Director to hear and be heard at such meeting. (17.5)

Procedure and Quorum

- Board meetings are structured and allow time for all Director voices to be heard. As a key principle, the Board speaks with one voice and decisions are made by consensus, failing consensus by majority vote.
- A quorum of the Board for the transaction of business shall be five (5); two (2) of the Chair, Vice-Chair, Secretary, Treasurer and three (3) Directors at large. (17.3)

Board Mandate Review

- As a living document, the Board may choose to review its mandate annually or as required in light of experience, evolving circumstances, environment, and member feedback.

Board Finances

As part of the Governance review completed in 2015-16, the Board also began an initial discussion on its assets and finances in May 2016. The discussion identified opportunities and recommendations on how the Board could invest its current assets.

Why it was important to us

It was important to examine our current financial situation in conjunction with the governance review as the effective allocation of resources directly impacts the ability to sustain and increase capacity of the Board to deliver on its value proposition.

What we discovered

The development and approval of a revenue strategy outlining the long-term and short-term goals of the organization will be helpful in communicating the financial intent of Board, and its responsibility to its members to be sustainable, accountable and transparent.

Asset Management

- As a result of the grants received for the IPAC Pracademic program, an equipment inventory has been put together to document the equipment that is available for use by the Board.
- IPAC ERG can consider investing in storage space, so that the equipment can be housed and returned to a central location.

Price Structure

- Need clarity on what our administrative fees are, and what the minimum amount is that we would need to charged in order to be revenue neutral or positive.
- Our events should always be planned with cost-recovery in mind.
- Need to review our member and non-member pricing to ensure that we are providing value to our members when they purchase a membership.
 - Ideas on incentives:
 - having a punch card for members, so that when they attend a certain number of events, they get free admission to their next event;
 - members are offered one free event of their choice per year;
 - More research is recommended in this area to determine what other incentives or pricing models exist.
- Administrative costs need to be taken into consideration when budgeting for any program or event.

Investments

- What other types of investment can IPAC ERG look into (e.g. GICs, other savings accounts, investments into a restrictive reserve etc.)?

Sponsorship Strategy

- Identification of what sponsorship is required for the year.
- A strategic approach is required to target and contact stakeholders.
- Need to expand sponsorships beyond three accounting firms as this increases our risk.
- Need to understand the purpose of sponsorship, what we want to achieve and what amounts are required.

For more information, please see the presentation on [Sponsorship Direction](#).

Spending Authorities

- Clearly identify spending authorities, communicating who gets to spend what and when.
- Spending authorities should be clearly articulated as part of the onboarding process.
- A terms of reference document is required to outline roles, responsibilities and delegation authorities.
- Outline the procedures on what funding requests need to go to the Board for approval, and which ones can be determined by the Director (i.e. be realistic, and consider materiality of the request).
- Clearly identify what the spending limits are.

Other Recommendations to the Future Board

- Consider what you would like to see the Board do in the future (e.g. endow select future public servants with a bursary program, etc.).
- How can we use the resources that we have to push the public service at large forward?
- Continue the work of 2015-16 and build upon creating a Board that is also financially sustainable.
- Have a meeting on operational planning at the beginning of the year.

Appendix A: Government Competency Models

