

~ DIRECTOR RECRUITMENT 2020 ~

**ROYAL LIFE SAVING SOCIETY CANADA,
ALBERTA AND NORTHWEST TERRITORIES BRANCH**

MEMBERS

Date: March 10, 2020

To: Members of the Royal Life Saving Society Canada, Alberta and Northwest Territories Branch

Cc: Kelly Carter, Chief Executive Officer
Board of Directors

From: Mrs. Barbara Costache, Nominations Service Unit Chair

Subject: Director Recruitment – Corporate Secretary (Volunteer Position)

The Nominations Service Unit is seeking “expression of interest” from members who are interested in serving as a Director of the Board for the Lifesaving Society. Interested individuals are encouraged to review the Director Recruitment package. The Society Annual General Meeting will take place in Calgary - Friday, June 12, 2020.

Open Volunteer Director Position(s):

Director - Corporate Secretary

1 – Two year term

Director Responsibilities:

The purpose of the Board, on behalf of Albertans and the residents of the Northwest Territories is to see to it that the Lifesaving Society achieves appropriate results for appropriate persons at an appropriate cost and avoids unacceptable actions and situations. The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

The Board will govern with an emphasis on:

- Outward vision rather than internal preoccupation;
- Encouragement of diversity in viewpoints;
- Strategic leadership more than administrative detail;
- Clear distinction of Board and Chief Executive (CEO) roles;
- Collective rather than individual decisions;
- Future rather than past or present; and
- Pro-activity rather than reactivity.

Director (Corporate Secretary) Requirements:

- A lawyer qualified to practice law in Alberta or the Northwest Territories;
- Understanding/knowledge of the Lifesaving Society business and activities;
- demonstrated and effective communication and interpersonal skills;
- able to attend Board and Society meetings (travel, nights and weekends may be required) minimum four meetings per year with potential of one or two of the meetings being overnight;
- commit to 60 – 80 hours a year for Board work;
- comply with Board code of conduct and Board screening requirements including Privacy legislation and disclosure;
- provide a criminal record check;
- provide two references indicating strong moral values (team player, trustworthy, confidentiality);
- familiar with mission and vision of the Society (see Director Recruitment package);
- demonstrate a belief in the Society mission, vision and values;
- a minimum of two years-experience with a similar Board, preferred;
- be a conceptual thinker;
- able to grasp the big picture;
- have a visionary mentality;
- be a true team player;
- demonstrated use of authority;
- demonstrated understanding of leadership;
- theoretical and demonstrated working knowledge of the operation of a policy governance system; and
- Board policy process experience and understanding of collective decision making.

Process/Timeline:

Interested individuals for Director must be supported by two voting members in good standing.

Voting Member – Honorary Member, Active Member or Affiliate Member

Honorary Member – include individuals appointed by the Society and are in good standing.

Active Member – include leadership volunteers such as current instructors, trainers and coaches in good standing.

Affiliate Members – include responsible agency, corporation, association, organization, or individual in good standing, recognized by the Society and who have paid a membership fee.

To express interest and be considered for appointment as a Director – Corporate Secretary, the interested individual must complete and have two Voting Members in good standing sign the attached expression of interest form and submit it to the Nominations Service Unit C/O Lifesaving Society Office no later than **4:00 p.m. Monday, April 3, 2020**.

Documentation:

- Resume;
- Two (2) references;
- Security check; and
- Covering letter - indicating expression of interest and agreement to the terms and conditions to be considered for appointment as Director, what Policy Governance means to you, agreement to a reference check, contact information and the best time for the Nominations Service Unit Chairperson to contact you.

Expression of Interest Form

I _____ would like to express interest to be considered for appointment as
a Director of the Board and agree to the terms and conditions as outlined.

We support _____ to be considered as a Director of the Board.

We certify that we are members in good standing with the Society.

Voting Member Signature

Voting Member Signature

Submit to:

Nominations Service Unit, c/o Lifesaving Society
13123 – 156 Street
Edmonton AB
T5V 1V2

Requests for additional information and inquiries should be directed to the Chief Executive Officer at
careers@lifesaving.org or phone (780) 415-1755.

Understanding John Carver's Policy Governance

To Govern

Among other things, the word 'governs' means: rule or control...with authority; conduct the policy and affairs of an organization; influence or determine (a person or a course of action); be a standard or principle for; serve to decide... Governance refers to: the act or manner of governing; the office or function of governing.

What is Policy Governance?

Think of Policy Governance as the ultimate in good parenting. As a parent, you teach your children your values, your beliefs, and your bottom-lines, but not through excessive rule-making. You make a few big rules that reflect your values and beliefs, and that can easily be applied in a number of situations. You tell your child, No, you cannot do that. You look toward the future, instead of being focused only on what's going on now, or what already happened. You raise your child so that she'll be the best kind of person, a person of benefit to society. You figure out ways to be a good parent, how to work through what it is you're supposed to do. You learn how to relate to your child. And at some point, you need to trust that all those things you've taught have somehow made their way into your child, and have become part of that child's being, something that will be with her always.

At some point the metaphor would probably break down, but if you think of the LIFESAVING SOCIETY as the child, and the Board of Directors as the parent, you get the idea.

Policy Governance is about boards governing, in the truest sense of the word. Since the Accountability buck stops with the board, it's up to the board to make sure that it's doing its job, and doing it properly. And what John Carver's Policy Governance does, is to provide boards with a model for governing. His Policy Governance model:

- cradles vision it holds and supports vision;
- explicitly addresses fundamental values;
- forces an external focus not a focus on the internal organizational structure;
- separates large issues from smaller ones;
- forces forward, and future, thinking;
- encourages proactivity, where boards create, not just approve;
- encourages diversity and unity;
- describes relationships to different stakeholders, including owners;
- defines how the board does its job, and how it works to remain self-disciplined;
- determines which information is needed;
- balances over control and under control by clarifying those aspects that need tighter, rather than looser, control; and
- uses board time efficiently and productively.

What follows are some important points about the model which hopefully, will help to clarify a few things.

What Is A Board?

Boards Are Trustees. Carver believes that board members are not simply volunteers, because they're not there just to help. They're there to govern, and as a result, there's a responsibility and accountability involved that isn't always present in other volunteer positions. Carver sees board members as trustees, and being a trustee is serious business. Trustees act on behalf of someone else and in the best interests of that other person.

Carver states that boards owe their primary allegiance to those who are not only their legal, but also, their moral owners. In the case of most non-profit associations, that's usually the community at large. Non-profit organizations exist to serve some greater good, and that good is generally meant for all peoples benefit. By using the term moral ownership, Carver draws our attention to the seriousness of trusteeship. To be morally accountable to someone is somehow heavier than to simply be legally accountable to them. It implies care, concern, compassion, and a humanness that can sometimes be lacking when you're simply fulfilling your legal responsibilities. To be morally accountable to owners places a burden of responsibility on board members that demands they take their jobs seriously, and that they govern responsibly, efficiently and effectively.

Board members then must learn to think of themselves as trustees, as people entrusted with something huge, something that makes a difference. They act not in the best interests of themselves, but on behalf of others.

Boards shouldn't merely represent their owners; they need to connect with them too. This means talking with them and in the absence of being able to do that, talking with other boards who share the same ownership (this does not mean talking with boards that share a traditional bond). It's community trusteeship that organizations have in common, not their products. Carver states that this sense of diversity can develop a respect for each other and a fuller awareness of what's being pursued in the public's name.

The Policy Governance model begins with the principle that governing boards are accountable for the organizations they govern, and that they exist on behalf of a larger group of people who either legally or morally own the organization. Because they are answerable to that ownership, the board must define its expectations, assign those expectations to someone, and check to make sure they've been met. They do this through policy making.

Leadership through Policy

Policies can be a powerful leadership tool. Through policies, boards of organizations state their values, their beliefs, and chart the future. Explicit policies offer opportunities to think big, and to lead others to think big. When policies are used as they're meant to be used, boards find:

- they can affect many issues with less effort, because their policies grasp the most fundamental elements of the organization;
- they don't need to recruit members with a specific expertise, like being an accountant or lawyer;

- they can focus on those important, fundamental things;
- they can dream they're allowed to be inspired, and to have vision;
- they become leaders, not followers;
- they gain control over what matters, and stop getting lost in all the details; and
- they become proactive, not reactive.

Policy Making

Carver talks of policy making in terms of bowls like sets of mixing bowls, policies come in sizes. Larger values contain and limit the content of smaller ones. In Policy Governance, values are expressed through the words of a particular policy. So, once a board has chosen the biggest value, and has settled on the language for the biggest policy, then it can begin to decide what to do about all those smaller value issues those things that come out of that largest value.

Carver suggests that because they're like mixing bowls, policies can be nested largest to smallest. After addressing the largest bowl, the board can either decide to work on the next bowl (the 2nd level), and then the next (the 3rd level), at some point in the process deciding they need to stop, or it can stop working with the 1st bowl the biggest one. The point is that the board stops narrowing the focus stops controlling things when it agrees that the issue is clarified enough and the nest is complete. That's the point at which the policy becomes a living document it becomes something that's consulted, worked with, followed, and achieved. In the case of Ends policies and Executive Limitations Policies, the work is then delegated to the ED.

In the Policy Governance world, Boards establish policies in this way:

1. State the broadest, largest issue first;
2. If you feel you need to, look at the issue and decide if it needs to be narrowed down; and
3. Continue to narrow the focus until you're comfortable with letting the policy go that you've said what you need to say that the ED for instance, could take your words and reasonably interpret them.

Don't skip levels this needs to be a logical process. Deal with the tough choices that present themselves at the 1st level - the largest issue. This process forces you to look at the big picture first, and look at the details later.

Policy Categories

In Policy Governance, Board policies deal with:

1. Ends to be achieved;
2. Means to those ends;
3. The Board-Staff Relationship; and

4. The process of governance.

While it isn't all that boards do since they also need to link with the external environment (talk to the members and other boards) and assess executive performance policymaking is the board's central role. It's through policies that the board's positions and intentions are clearly stated.

1. Ends to be achieved

Ends talk about what the results of being in business should be; how the fact of an organization's existence affects the world.

Ends

- Are those things for which we create an organization: An organization exists in the world and because it's there, the world is different because someone's better off out there (outside the organization), and they're better off in a certain kind of way (e.g. they were hungry, now they're fed);
- Relate to the long and short term;
- *define: what human needs are satisfied, for whom, and at what cost*
- are the most critical of all policy areas;
- are the most important part of board work;
- are NOT directly concerned with how the organization operates and are not direct statements of an organization's philosophy, beliefs or wishes. *They are direct statements of the difference an organization makes;*
- they deal with issues outside the board and the organization;
- they are unique to each organization; and
- can begin with a Mega-Ends statement otherwise known as the Mission or Purpose of the organization: What is to be different in the world because we do business what will change for human beings as a result of our existence. Other Ends policies can come out of that Mega-Ends policy.

Example: Although not fully stated:

- Implementing a reading program for grade two through seven children is not an Ends issue but Literacy is;
- What's the end result? Literacy;
- For whom? In this case, probably elementary school aged children;
- At what cost? Perhaps at the cost of \$6 million.

Means to the Ends

- When we have dealt with where we want to go, we need to figure out how we're going to get there, and this is where Carver's Policy Governance can get a little tricky.
- Ends equal results, outcomes.

- Means equal how we get to the desired results.
- Carver emphasizes that it's important to keep Ends and Means separate. Not only are they different things, but when they get muddled, then lines of communication get muddled, and people start doing each other's job something that leads to a number of things including bad feelings, bottlenecks (as in staff needing to get the board's approval for everything, including the number of paper clips to order), and thwarted creativity.
- In addition to keeping the concepts of Ends and means separate, Carver also wants policies about board means (board-staff relationship, and board governance process policies), to be kept separate from policies about staff means (executive limitations policies).
- Since one of Carver's goals is to get boards out of the business of how the staff does its job, and into the business of governing, it's important to realize that he's not talking about boards establishing more personnel policies, more budget expenditure policies, or more policies related to how the organization its staff does business. What he wants boards to do is to figure out how to get their values across to their staffs how to tell staff members what values and results are important to them, and then let them go trust that staff will do its work and achieve those Ends, with those values in mind.
- To do this, the board needs to learn to speak its values through policies aimed at only one staff member the ED. The ED is the board's link to staff, and vice versa. Once Ends are established once that smallest bowl is nested then the Board lets the policy go, and allows the ED to reasonably interpret the Board's words. From the Board's words in each Ends policy, the ED and staff will create their own means, all of which are geared toward achieving all the Board's Ends.
- Even though Boards aren't allowed to get involved in how the staff does its work, Carver recognizes that Boards do need to have their bottom-line values about how staff should work known. He maintains that the board's only interest in staff means should be that they are: effective, prudent, and ethical. Checks on the means are not done on the means themselves, but on the Ends the board's concern about effectiveness needs to be measured by how well the staff meets the board's policies about ends.
- **Executive Limitations Policies** (which are written in negative terms A Thou Shalt Not.... list) are policies which define the board's principles in terms of effectiveness, prudence, and ethics. These policies limit the choices of staff means the practices, activities, circumstances and methods, they can engage in. In addition to staff means of course, are Board means. The board's own job of governing its own procedures and practices, are board means issues. This is where the board instructs itself, no one else. It talks about its meetings, its chair (in our case, the President), its committees. Board means do not talk about those things the ED is responsible for services, programs, finances and personnel. Board means are divided into two parts: how the board relates to staff (Board-staff or Board-executive Linkage policies), and how the board does its job (Governance Process policies).
- **Board-Staff/Board-Executive Linkage Policies** talk about how the board delegates work to staff; its view of the ED's role, and how it monitors performance.
- **Governance Process Policies** discuss how the board does its job, who its owners are, the principles and ground rules the board will follow during discussions and decision making; self-discipline; how it will stay in touch with the ownership; how it will ensure one voice.

The Policy Categories

- Ends;
- Executive Limitations;
- Board-Staff or Board-Executive Linkage; and
- Governance Process.

Policies must be:

1. **Explicit:** they must be written;
2. **Current:** up to date policies are the only ones that work; they become living documents that are always referred to;
3. **Literal:** they must mean what they say;
4. **Centrally Available:** since they are the way in which the Board speaks, they must be easily available;
5. **Brief:** they must be brief, yet say everything they need to say; and
6. **Comprehensive:** By dealing with larger issues first deal with the broadest issue first, and then narrow the focus boards make sure their policies deal with those things they believe are important.

From time to time, the board's values and perspectives may change. When this happens, boards need to alter the language already present in its policies (i.e. Change the words to reflect the shift in value or perspective). Don't add another policy and leave the old one in. The number of board policies needs to stay relatively small so that they can continue to live. While the idea for a new policy or policy change can come from anywhere, it's the board's responsibility to continually weigh policy issues. This is what the board does it governs and it governs through policies.

The Policy Governance model then, is a tool that helps Boards govern, by:

- demanding they deal with the big picture before anything else the, why are we here, who are we here for, what difference does our presence make, and at what cost questions
- *Ends Policies*
- helping boards to clarify how to do their job, how to delegate work (and how to feel comfortable doing so), to remember to speak with one voice; to define who the moral (and/or legal) owners are and how to contact them (directly or indirectly through other boards), and how to work through a logical policy-making process
- *Governance Process Policies*

- helping boards to clarify where their staff fit in making the boards vision come true helping boards to understand that governing doesn't mean getting involved in staff work, and instructing no staff but the ED
 - *Board-Staff or Board-Executive Linkage Policies*
- helping boards to clarify what sorts of behaviors they're uncomfortable with the sorts of things they don't want their staff to engage in
 - *Executive Limitations Policies*

The result is a Board that attends to its job that governs.

2019-2020 Ends Policy



Canada's Drowning Prevention Charity

Vision: Canada Free From Drowning and Water-Related Injury

Mission: The Lifesaving Society is a national charitable organization with a humanitarian mandate to prevent drowning and water-related injury.

The Lifesaving Society enhances the quality of life for the residents of Alberta and the Northwest Territories by collaborating with partners for drowning and injury prevention, sport, recreation and active living.

Training Programs and Certifications	The Lifesaving Society provides certification of sector professionals and enables communities to provide quality programs that focus on encouraging participants to lead an active and safe life at home, work and play.
Public Education and Relations	The Lifesaving Society builds awareness and shares knowledge about safe behaviors in, on and around water and engages communities to advocate for barrier free swim and survival skills.
Evidence Informed Practice	The Lifesaving Society supports research through collecting, and analyzing industry data. It analyses it through the lens of an industry expert to guide organizational and community best practices.
Safety Standards	The Lifesaving Society provides sector leadership in setting standards, contributing expert opinion and advising communities on drowning and injury prevention.
Recreation and Sport	The Lifesaving Society fosters active recreation and the pursuit of athletic excellence enhancing well-being.

Annually, 1,200,000 Canadians participate in the Lifesaving Society swimming, lifesaving, lifeguard, first aid and leadership training programs. As Canada's lifeguarding experts, we set the standards for professional lifeguard training and certify Canada's National Lifeguards. The Lifesaving Society is the governing body for lifesaving sport in Canada.

Lifesaving Society Alberta and Northwest Territories
Canada's Drowning Prevention Charity
Reg. Charity No. 11912 9021 RR0001

13123 – 156 Street NW
Edmonton, Alberta
Canada T5V 1V2

T: 780-415-1755 | F: 780-427-9334
experts@lifesaving.org
www.lifesaving.org

Policy GP-02

POLICY TYPE: Governance Process

POLICY TITLE: Governing Style

The Board will govern with an emphasis on:

- Outward vision rather than internal preoccupation;
- Encouragement of diversity in viewpoints;
- Strategic leadership more than administrative detail;
- Clear distinction of Board and chief executive (CEO) roles; and
- Seeking consensus.

The Board will cultivate a sense of group responsibility, and be responsible for excellence in governing. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will not allow an officer, individual, or service unit of the Board to hinder or be an excuse for not fulfilling Board commitments.

The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspective about Ends to be achieved.

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.

The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff (CEO) Linkage categories.

The Board will engage third-party monitoring as necessary to enable the board to confidently govern.

Policy GP-03

POLICY TYPE: Governance Process

POLICY TITLE: Board Job Description

The Board will be the link between the organization and the membership.

The Board will govern in accordance with the organization's bylaws, and will follow the organization's code of conduct and established policies.

The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.

- **Ends:** Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good for which recipients at what cost).
- **Executive Limitations:** Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- **Governance Process:** Specification of how the Board conceives carries out and monitors its own tasks.
- **Board-CEO Linkage:** How power is delegated and its proper use monitored; authority and accountability of the CEO role.

Policy GP-05

POLICY TYPE: Governance Process

POLICY TITLE: Board Members' Code of Conduct

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Board members must exhibit loyalty to the organization and the interest of the membership. While acting as a board member, their responsibility to the organization has priority over involvement in other advocacy or interest groups, membership on other boards or staffs, as a consumer of the organization's services, etc.

Board members must avoid conflict of interest with respect to their fiduciary responsibilities.

Members must avoid conflict of interest with respect to their fiduciary responsibilities.

- There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.
- When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall disclose such conflict of interest. The other board members shall decide by majority of votes whether the member with a conflict of interest may participate in discussion and/or voting. Meeting quorum must be maintained. Situations of conflict of interest shall be assessed on a case-by-case basis, and a board's decision for one issue does not set a precedence for future issues.
- Board members must not use their positions to obtain employment with the Society for themselves, family members, or close associates. Should a board member desire to apply for employment, they must first resign.
- Board members will annually disclose their involvements with other organizations, with vendors, or any other association that might produce a conflict.

Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

- Board Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
- Board members will not publicly express individual negative judgements about CEO or staff performance.
- Board members will not assume personal responsibility for resolving operational problems or complaints. They will refer persons lodging operational complaints to the appropriate organizational level.

- Members will respect confidentiality appropriate to issues of a sensitive nature and comply with applicable privacy legislation.
- Members must disclose any unpardoned criminal convictions, currently ongoing indictable investigations, or mental health certifications or commitments.