

# Governance & Operations

## The Two Solitudes

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# Governance & Operations

- Introduction - 3 minutes
- Group Discussion & Summary - 5 minutes
  - Difference between Governance and Operations
- Governance - Legislative Framework - 15 minutes
- Operations - Delegation Framework - 15 minutes
- Wrap Up - 2 minutes
- Q & A - 10 minutes

# Governance & Operations

“The danger is that in reaction to abuses and distortions of an idea, we'll reject it completely. And in the process miss out on the good of it, the worth of it, the truth of it.”

[Rob Bell](#)

# Governance & Operations

- 41+ years governance experience
- 45+ Boards and Committees
  - Chair Hamilton-Wentworth Housing Authority
  - Chair REALTORS® Association of Hamilton-Burlington
  - Trustee, Hamilton Health Sciences
  - Trustee, Hamilton Entertainment & Convention Facilities
  - CEO Hamilton Construction Association
  - CSAE Member
  - Director, Eastbrow Cooperative
  - Director, Hamilton - Canadian Mental Health Association
- Led Governance Changes
  - Hamilton Construction Association
  - Realtors® Association of Hamilton-Burlington

# Governance & Operations

- LEGISLATIVE/REGULATORY FRAMEWORK
  - [Ontario Corporations Act](#)
    - [Forms - Ontario Regulation 244/05](#)
    - [R.R.O. 1990, Reg. 181: GENERAL](#)
  - [New York State - Not-For-Profit Corporation:](#)
    - [Outline and Explanation](#)
  - Articles of Incorporation
  - By-Laws

# Governance & Operations

- Role of Directors in Governance vs Operations
  - Governance is highly regulated
  - Operations is more discretionary and delegated
  - Rotary Boards
    - Do both
    - At one time
    - Often default to the informal process
      - Easier
      - Faster
      - Less encumbered

Let us find a solution that meets regulatory obligations

# Governance & Operations

- Role of Directors in Governance
  - Define Annual Work Plan
    - Based on Strategic Plan
  - Delegate Work
  - Respond to Requests for Input
  - Decide
  - Monitor Results and Progress

# Governance & Operations

- Role of Directors Managed in Committee Structure
  - Finance
  - Audit
  - Nominations
  - Trust Fund/Charitable
- No Formal Committees
  - Board acts as all committees



# Governance & Operations

- Role of Directors - Operational
  - Fund Raising
  - International Service
  - Rotaract
  - Interact
  - Youth Exchange
  - RYLA
  - Slapshot
  - Polio Plus
  - Paul Harris
  - Rotary Foundation
  - New Generations

# Governance & Operations

- Role of Directors - Operational vs Governance
- Formality versus need for speed
- Hold two meetings at same time
  - Committee of the Whole/Board
  - Operations Committee

# Governance & Operations

- AGENDA
  - Belongs to assembly/board/committee
  - Approved at start of meeting
  - Do Not Include:
    - New Business
    - Old Business
  - Types of Business
    - Information
    - Input
    - Decision

# Governance & Operations

- MINUTES - Content
  - Date, Start & End Time and Place of Meeting
  - Attendance
    - Members present - point entering or leaving
    - Regrets/not present
    - Guests
  - Motions Made & Result
  - NOTHING ELSE INCLUDED

# Governance & Operations

- **REPORTS**
  - Written
  - Available days in advance
  - Information Reports
    - Never discussed
  - Input Reports
    - Clear on what input is needed, by whom and purpose
  - Decision Reports
    - Clear recommendation
    - Full background & alternatives described

# Governance & Operations

- **RECORD KEEPING**

- Central repository
  - Dropbox
  - Syncplicity
- File Name Protocol
  - Ensure numbering puts in chronological order
  - File name
    - i.e.. Hamilton AM Rotary BofD Minutes 1.01.16.17
    - i.e.. Hamilton AM Rotary BofD Minutes 2.12.05.17

# Governance & Operations

- RULES OF ORDER
  - Authors/Versions
    - [Robert's Rules of Order 11<sup>th</sup> Edition](#)
    - [Bourinot Rules of Order](#)
    - Weinberg's Society Meetings Including Rules of Order
    - [Call to Order - 2<sup>nd</sup> Edition](#)
  - Bylaws state version to use

# Governance & Operations

- ROLL OF CHAIR
  - Facilitates discussion
    - Ensure perspectives are made & heard
    - Limits repetition
    - Information, Input and Decision
  - Drafts Agenda
    - No sole control of agenda
  - Assists where appropriate motion wording



# Governance & Operations

- RECOMMENDATIONS/MOTIONS
  - Results from written report
  - Are action oriented
  - Details included:
    - What is to be done
    - Who does it with what authority
    - Any limits on authority
    - When to be done
  - Types of non motions
    - To do nothing
    - To change nothing
    - To affirm what is already in place/approved

# Governance & Operations

- MEETING HABITS
  - Start on time
  - End on Time
  - Limit repetitive discussion
  - Ensure decision to be made is clear before debate
  - Ensure Input sought is clear before discussion

# Governance & Operations

- POLICY AND PRACTICE
  - Provides Guidance
  - Policy should be short statement
  - Practice should be detailed

# Governance & Operations

“But the truth is, it's not the idea, it's never the idea,  
it's always what you do with it.”

Neil Gaiman

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