

Information for Potential Canadian Angus Association Directors

Thank you for your interest in serving on the Canadian Angus Board of Directors. As a member-driven not-for-profit association, the Canadian Angus Association relies on its members to step forward and provide the vision to help us keep our position as the dominant beef breed in Canada.

Candidates often ask about the time commitment needed to serve on the Board. Directors are expected to attend all three board meetings each year: a two to three-day winter meeting, usually held in late January at Angus Central just outside Calgary; the five-day Convention and annual general meeting, usually held in June in different locations around the country, and a two-day fall meeting, usually held in late September at Angus Central. Each of these meetings requires some preparation time to review the information package before the meeting. Directors are remunerated for their travel expenses and provided an honorarium for board meeting days. Teleconferences may be held throughout the year if issues arise that cannot wait for the next regularly scheduled meeting. A teleconference will always be held in February or March following the completion of the audit to allow the Board to complete its fiduciary duty to review the audit. There is also the possibility of a special meeting being called to address a crisis. Each board member is expected to become part of and contribute to at least one committee. The committees are CEO annual performance and remuneration committee, audit, governance, and ownership linkage committees.

In addition, it is expected that directors are available to the membership by attending provincial meetings, Gold Shows and local tours whenever possible and by responding to member phone calls and emails.

As you may be aware, the Board of Directors is committed to using Policy Governance. This model allows the Board to focus on its governance job, leaving management to the CEO, within the guidelines established by the Board. It differs from Active Boards which do most of the work themselves and from Management Boards that are hands-on managers providing direction to staff. It means that the Board defines and delegates rather than reacting and ratifying; the Board leads without managing the Association's day-to-day operations. In other words, the Board writes policy that says what the Association must accomplish and how it must be accomplished; and through monitoring the board holds the CEO accountable for achieving it.

Under the policy governance model, the Board's job is to:

- **Link with the membership**
 - Represent the membership as owners of the Association
 - Be accountable to the membership in a responsible way
 - Although Directors are elected by a region, all Directors represent all members across Canada

- **Set Policy**
Work to develop governing policies that:
 - Guard against undue risk to the Association
 - Define the purpose and vision of the Association and its program priorities
- **Assess executive performance**
 - Monitor the CEO's achievements
- **Develop regulations for members and set fees**

Below is an explanation developed by the Board of Directors to introduce the model; if you have any questions about how Policy Governance works in practice, please feel free to talk to any member of the current Board.

Policy Governance an Explanation from a CAA Board Member

Policy Governance provides a clear system to help the Board:

- be **accountable to the membership**
- provide **strategic leadership** to the organization by clearly defining, on behalf of the membership, what needs are to be met, for whom, and at what worth
- distinguish clearly between **Ends** (results to be achieved) and **means** (ways of doing things)
- be involved in **appropriate decisions without "meddling"** with staff functions or "rubber stamping" board decisions
- set parameters for acceptable organizational performance and for itself by **establishing board policy** in four categories

The Canadian Angus Association uses a system of Policy Governance because:

- Policy Governance enables the Board to provide leadership in **creating the future** for the Canadian Angus Association
- Policy Governance ensures **accountability of the CEO to the Board** and of the **Board to the membership**
- Policy Governance assists the chairperson to function effectively
- Sound governance policy can reduce jockeying for power, control of the group through negativism and diversion of the group into unrelated topics

Board members can be successful strategic leaders if they nurture their sense of "group" responsibility. All members must participate in the discipline and productivity of the group. Board members, not staff, are trustees for the ownership and must bear responsibility for the governance process to function successfully. Board members leave their personal wants and visions for the organization at the door. What they discover is that their authority to lead and to govern comes from those whom they, as board members, represent.

Policy Categories under Policy Governance

1. **Ends** — The Ends are direct statements of what results are to be achieved
e.g. E-2 Breed integrity is maintained
This End is further interpreted to include, but not limited to:
 1. *There is an accurate, current breed registry.*
 2. *Members have the best tools available to verify parentage.*
 3. *A genetic condition regulation exists.*
2. **Executive Limitations** — The boundaries within which the Board allows staff (the CEO) to make decisions and means (the way things are done).
3. **Board–CEO Relationship** — The manner in which the Board delegates authority to staff through the CEO and measures staff performance through evaluation of the CEO.
4. **Governance Process** — The manner in which the Board itself operates.

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