

## People

### Board – Staff Relations

A key responsibility of the BIA Board is to hire, elect, and appoint staff as required to carry out the objectives of the BIA. In most cases that means hiring an Executive Director, and the Executive Director (ED) hires other staff.

The ED is the link between the board and other staff, and the board communicates its directives and policies to other staff through the ED. Board and committee meetings are usually the place for the board and ED to communicate, share information and decide on work related to the organization. The ED is usually considered an ‘ex-officio’ member of the board, meaning he/she attends board meetings, participates in discussion, and receives and provides reports but has no vote.

It is important to clearly define the role, responsibilities and expectations of both the board and the ED. When board members and staff are supportive of each other it creates a strong team that in turn enhances the strength of the BIA.

Depending on the governance structure of the organization the relationship between the ED, other staff, the Chairperson of the board, and other board members will vary. However, the board is responsible for ensuring:

- Development of the ED job description which includes areas of authority, a summary of responsibilities and the communication and reporting protocols between the board and the ED
- Interviewing, hiring and providing training opportunities for the ED
- Generating and authorizing an employment agreement between the organization and ED outlining terms and following, at a minimum, Ontario’s Employment Standards Act
- Conducting evaluation and performance appraisals of the ED on a regular basis

### BIA Leadership Roles

#### Chair and Vice-Chair

From among its elected Board of Management, the BIA Board may appoint a Chair that is responsible for chairing BIA meetings according to rules of order, supervise affairs of the BIA, sign by-laws and execute documents, and participate in a non-voting capacity on BIA committees as required. In addition to performing all duties in the absence of the Chair, the Vice-Chair may be delegated specific duties as needed by the BIA Board.

#### Treasurer and Secretary

The BIA Board may appoint a Treasurer to oversee and maintain the financial records of the BIA, assist in the preparation of the financial statements, and to ensure compliance with financial requirements stipulated in the BIA Governance By-Law of the City of Ottawa. A Secretary may be appointed by the board to perform duties related to record management, and the management of BIA communications.

## Executive Director (ED)

To oversee the day-to-day operations of the BIA and its committees, and to take part in the execution of the BIA's strategic plan, the Board hires or contracts an Executive Director (ED). The ED is a non-voting member that acts as a liaison between the board and members of staff. The relationship between the ED, Chair of the board, and other staff will vary depending on the size of the organization and the expectations placed on the ED by the Board. It is the responsibility of the Board to develop the ED job description which includes areas of authority, a summary of responsibilities, and communication protocols.

## Succession Planning

Succession planning is a form of risk management and allows for a smooth transition if there is a change in staff or board leadership. It is the responsibility of the Board to plan for an Executive Director transition. It is also the responsibility of the Board to recruit new members of the Board.

The Board should be prepared to assume responsibility for the day-to-day operations of the BIA if the ED departs the organization suddenly. Consider what competencies are required to fulfill the role of ED, as well as the timeframe and hiring procedures. Consider if it is possible to hire a temporary successor. If a temporary appointment is not possible, plan to organize and divide tasks among Board members to maintain operations. Refer to the Checklist in Section 6 to ensure that all important BIA accounts and details are accessible to the Chair, Secretary and Treasurer.

The term of the Board members of a BIA is the same as the Council terms when they were appointed. As such, Board succession planning should be incorporated into the strategic plan of the BIA and should be managed jointly by the Board of Management and the ED. The Board succession plan should look three to five years into the future and be communicated frequently with the membership to create awareness and interest.

## The role of City Councillors on your Board

Each BIA must designate at least one director position on its Board of Management for a City Councillor. Appointed by City Council, the Councillor represents the area in which the BIA operates and is a non-voting director.

The City Councillor role on the board is the BIA's direct link to City Council and facilitates joint planning initiatives between both parties. Communication is the key role of the Councillor, ensuring council is updated on BIA activities and in turn, the BIA is informed of pertinent council matters. The Councillor may also act to strengthen communication between BIA management and local business leaders and if necessary, may be called upon to provide leadership at initial BIA meetings.

## Board development and new Board Member orientation

Board development is a cycle that includes:

- Recruiting board members
- Holding elections
- Providing ongoing support and recognition
- Providing board orientation and training
- Succession planning

Recruitment is a key part of the organizational development cycle. Recruiting is about who you want on your board and what skills and qualities you are seeking to help govern your BIA. Recruitment should be an ongoing process for boards so that ideally when it's time to select new members organizations have a pool of skilled, appropriate and diverse individuals to draw from.

An important component of the Board recruitment process is to create a Board of Management volunteer role description that clearly outlines the role and time commitment.

Selecting new board members usually falls to the nominating committee of the board. The committee is responsible for identifying potential candidates to fill vacancies and any gaps identified. Ideally, more candidates are recruited than there are positions available so that an election, rather than acclamation, occurs. In this instance it's important that candidates are aware of the nominating and election process and that just because they have been recruited doesn't mean they will automatically be elected or appointed to the board.

The Board recruitment process should include a call for Board candidate nominations. It is good practice to provide several weeks' notice for nominations to ensure that the greatest number and best candidates have adequate time to apply.

The nominating committee should create a Board member application form to be completed by all candidates. All Board candidates should submit an application that outlines information that can be shared with voting members, as well as the city of Ottawa for files and records (once the member has been voted in).

Orientation occurs when a new member joins a board and may take the form of a meeting or workshop complemented by a manual or guidebook. Orientation includes discussion about the values and mission of the organization, details about governance and bylaws, information about committees, and getting familiar with the organization's office and staff. Ideally, orientation should occur prior to a member's first meeting, and may be led by staff or senior board members and can be beneficial to returning members as well. Please refer to the Checklist in Section 6 for New Board Member Orientation topics and activities.

Board mentorship is another way to support new members and to show how the skills and knowledge of existing members are valued. Mentoring is in addition to, and a complement to, the governance training and orientation provided to members.