



Quadra Island Foundation Board of Directors - Governing Principles

1. The Board acts on behalf of the public to whom it is morally and legally responsible.
2. The power and authority of the Board only exists when it acts as a whole. As individuals, directors, including the Chair, exercise no power or authority in the organization and therefore cannot act or speak for the Board unless specifically delegated to do so by the Board.
3. The only decisions or positions of the Board are those made by the Board in a legally convened session and through its accepted decision-making process.
4. The Board's job is to guide, direct and oversee the affairs of the organization and maintain an effective relationship with stakeholders.
5. In carrying out its work, it is essential that the Board prescribe the outcomes to be achieved as well as the policies, conditions or constraints that achievement of outcomes must satisfy, and not to prescribe the means or methods for accomplishing them.
6. The position of directors and the entity known as the Board exist to operate in the best interests of the organization and those it was established to serve.
7. The work to be done by the Board is determined by its mandate and its purpose (as stated in legislation), which is to govern, and consequently is different than the work to be done by the Executive Director, which is management and operations.
8. Directors commit to partnering with each other and with the Executive Director to engage in actions and decisions that contribute to building and maintaining a healthy and effectively functioning Board and organization.
9. The Executive Director are the only staff (a) who are directed by and who report to the Board; (b) with whom the Board communicates and interacts regarding the management, administration and operation of the organization; and (c) who the Board holds accountable for organizational performance.
10. Annual assessment and evaluation of organizational performance (governing and managing) is a requirement, not an option.
11. The Board acts and speaks as one.
12. The Board speaks through policy.

13. Individual directors do not make decisions or take actions on behalf of the Board unless authorized to do so by the Board.
14. The Executive Director is selected by and report to the whole Board, not to any individual Board member or committee.
15. All Board authority delegated to staff is delegated through the Executive Director.
16. The job of the Chair is to lead and manage the work of the Board and not to supervise the work of the Executive Director.
17. Board directions to or requests for information from staff occur through the Executive Director, other than where staff are working directly with committees or task groups.
18. The Board is responsible for setting and managing its own agenda.
19. The Chairperson has no more or less authority and power than other directors.
20. The Executive Director reports to the whole Board and not to the Chairperson.
21. The performance of the Executive Director is only measured against previously set criteria articulated in the Board's strategic plan, policies and employment contracts.
22. The Board articulates for each of its committees and task groups clear mandate, timelines, parameters, any power or authority delegated to it, reporting procedures and, expectations regarding results.
23. It is the Board's responsibility to identify and request from staff or others the information it requires to enable it to create policies or make informed decisions.
24. Individual directors may request information to be provided by the Executive Director but the he/ she may refuse the request if in his/her view it requires engaging additional staffing or will place undue pressure on the current staff workload.