



COUNCIL GOVERNANCE

Policy and Procedure

Revision Tracker	
Date	Revision
2022	Formatting errors corrected.
2021	Major policy review to align with the <i>Professional Governance Act</i> and reflect current procedures and general continuous improvement.
2015	Bylaw updates triggered small revisions, changes were made regarding council members' roles and conduct, clarification around Robert's Rules of Order.
2013	Updates to add role of the vice-president, past-president and the executive committee and to address the role of council members on committees. Other minor updates, as well as inclusion of an appendix outlining the principles of the Carver Governance Model.
2007	Council governance policy re-written by a sub-committee of council with support from external governance expertise, following a council decision to adopt the Carver model of policy governance.

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1.0 Opening Context

1.1 PROTECTING THE PUBLIC INTEREST BY REGULATING THE FORESTRY PROFESSION

Forests are of great environmental, social, and economic significance to British Columbians. The provincial government determined that regulation of the forest profession could mitigate the unacceptable harm to the public’s interest in the forest caused by incompetent or unethical conduct by the people who plan for the use and care of the province’s forests.

In response, the government, in 1947, chose to grant the Association of BC Forest Professionals (ABC FP) the privilege to self-regulate the forestry profession. This means the ABC FP has been trusted to administer the binding law of the *Professional Governance Act* (formerly the *Foresters Act*) and, ultimately, with the authority of the government, to regulate the forestry profession in BC.

Self-regulation enables the use of the specialized knowledge and skill of the forestry profession to assist in oversight. This includes establishing a governing council, which includes elected registrants of the profession alongside lay persons appointed by the government, to oversee the forestry profession and the governing of the conduct of ABC FP registrants.

“If the forests are to be well managed, the people managing them must be competent. That is why there are forestry departments at universities and why there is a forestry profession ...

... It is our responsibility to see that the association succeeds in its purpose of maintaining high standards and professional freedom in the practice of forestry in BC. Your first council has done its best, at any rate it has laid a foundation for you to build upon. May each succeeding council improve upon our work.”

F.D. Mulholland, RPF, president of the first ABC FP Council

Being granted self-regulation is a privilege that hinges on maintaining public trust in the profession. It means the interests of the ABC FP’s registrants must never be advanced over the interests of the public, which is the duty of ABC FP council to serve and protect. Every member of council must be vigilant in safeguarding the public’s interest in the profession.

The council plays an integral role in the successful functioning, clear direction, and sound governance of the ABC FP and the fulfilment of its self-regulation mandate. It requires members of council to infuse passion, motivation, and commitment in their work in the public interest and the services they help the ABC FP provide to the public and the organization’s professional registrants.

Serving on ABC FP council is a public service.

The decision to serve as an elected or government-appointed member of council, and willingness to take on this challenging volunteer role, is of great value to the organization, its stakeholders, and the public. The ABC FP is grateful to have support from registrants and lay people alike who volunteer to fulfil the responsibilities of council.

2.0 Council Functioning

2.1 LEGISLATED AUTHORITY, BYLAWS, AND POLICY

1. Professional Governance Act Overview

- The general duty and responsibility assigned to the ABCFP as a regulatory body is set out in PGA s.22.
- PGA s.23 establishes a council for the regulatory body, and vests all responsibility in the council to ensure the ABCFP fulfils its duties and responsibilities as a regulator.
- PGA s.32 enables to the council to delegate aspects of its authority to the registrar, officers (which includes the chief executive officer), and committees.

2. Council Composition (PGA s.23)

- Seven registrant councillors, including the president and vice-president.
- Four lay councillors, appointed by the government.
- The immediate past-president of the ABCFP, who is a non-voting registrant councillor.

3. Council Term Limits (PGA s.24)

- A registrant councillor may hold office for three years.
- Bylaw 3 directs registrant councillor terms to commence immediately following the annual general meeting of the year they are elected.
- Terms of registrant councillors must be renewed by election.
- A registrant elected to vice-president position serves the first year as vice-president, the second year as president, and third year as the immediate past-president.
- A lay councillor term is set by an order in council. Lay councillors may not serve for more than six consecutive years.

4. Nomination and Election of Registrant Councillors (PGA s.25, s.26)

- ABCFP Bylaw 3 outlines the election process followed to fill councillor-at-large vacancies on council, and the vice-president role. Lay persons are appointed by a provincial government order-in-council process overseen by the Crown Agencies and Board Resourcing Office.
- The ABCFP's nomination committee is responsible to ensure qualification of registrants to be nominated for election in accordance with the process and selection principles in PGA s.25.
- The terms of reference of the nomination committee, approved by council, establish the required competencies for councillors and council chair (e.g., president).

2.2 COUNCIL PURPOSE AND FUNCTION

1. The purpose and function of ABCFP council is to govern the Association of BC Forest Professionals.
2. Council has established six critical elements necessary to fulfil its governance role:
 - **provide guidance and direction**, including establishing governance policies, setting the mission, vision, strategic goals, core values, governing strategic principles, and direction;
 - **establish standards of organizational conduct**, including establishing bylaw and governing policies, which set conditions and constraints on how the work and business services of the ABCFP are carried out, as well as standards of conduct for registrants, and policies about the conduct of council;
 - **provide organizational oversight of the business operations**, including general oversight of the management, administration, and operations of business functions and programs of the ABCFP, and of the performance of the chief executive officer;
 - **protect the interests of the ABCFP** by scanning the operating environment, identifying and mitigating risks, documenting and reporting publicly on the organization's performance, establishing practices to recruit, hire, monitor, compensate, and terminate the employment of the chief executive officer, supporting succession planning of the chief executive officer and council, and ensuring strong council performance;
 - **ensure the financial health and sustainability of the ABCFP** by approving annual operating and capital budgets, considering long-term needs, and ensuring the integrity of financial information through internal controls and systems;
 - **maintaining knowledge of and relationships with partners and stakeholders** by ensuring engagement and communication strategies and tactics are in place, and supporting those engagements where appropriate.

2.3 GOVERNING STYLE AND OPERATING PRINCIPLES

1. Council has adopted a policy-based governance model in providing leadership and direction, and adheres to the following operating principles:
 - council sets limits on operations through establishment of (governance) policy;
 - council's authority rests in council as a whole, not in individual council members;
 - council speaks with one voice;
 - council has only one employee (the chief executive officer) and all council authority delegated to staff is done so through the chief executive officer.
2. The origins of the council operating principles are from the Carver model of governance (Appendix 1), which council has followed and adapted in light of evolving governance practices since 2005.

3.0 Conduct of Council Members

3.1 OATH OF OFFICE

1. Before taking office as an ABCFP councillor, a person elected or appointed must take and sign, by oath or solemn affirmation, an oath of office in the form established by regulation under the PGA.
2. The following oath will be administered by the registrar or deputy registrar every year to every councillor.

I do solemnly affirm that, in the exercise of my powers and the performance of my duties as a member of the ABCFP Council:

- I will abide by the PGA and its regulations, and the bylaws, standards, and policies of the ABCFP, and act in accordance with the [law](#) and the public trust placed in me;
- I will act impartially and with integrity, putting the [interests of the public above my own](#) personal interests and those of any organization with which I am affiliated;
- I will avoid situations and circumstances in which there is a [real or perceived conflict of interest](#) by ensuring any such conflicts are properly disclosed and necessary measures are taken so as not to bias decisions or recommendations;
- I will conduct myself [honestly and ethically](#) in a manner that maintains and enhances the public's trust and confidence in the governance of the forestry profession and does not bring it into disrepute;
- I will [safeguard confidential information](#), not divulging it unless I am either authorized or required to do so by law;
- I will base my [decisions on the objective evidence](#) that is available to me; and,
- I will ensure that other memberships, directorships, voluntary or paid positions, or affiliations [remain distinct](#) from work undertaken in the course of exercising my powers or performing my duties as a council member.

3.2 GROUND RULES

1. Council members shall:
 - adhere to the terms of the oath of office (section 3.1);
 - follow operating principles established for council collectively (section 2.3);
 - follow established governance policies, notably those regarding public and registrant engagement, public communications, whistleblowers, privacy and information, and management philosophy;

- adhere to any professional code of ethics that may be applicable to a given council member, including for council members who are ABCFP registrants, and the *Code of Ethical and Professional Conduct* (Bylaw 9, Schedule A);
- perform all duties in a dedicated manner;
- maintain a high level of decorum and respect in interactions with council members, registrants, other organization's registrants, staff, and others;
- avoid entering into private business or personal arrangements with the organization except as permitted by council policy; and
- avoid using their status to obtain employment within the organization or other benefits for themselves, family members, or close associates.

2. Council members, in performing their duties at council meetings, shall:

- maintain good attendance;
- be well prepared;
- actively participate;
- diligently fulfill responsibilities and assignments;
- contribute to activities outside formal council meetings;
- be loyal to council and respectful of its duly-made decisions;
- engage in an informed and thoughtful manner on matters before council, free from bias and undisclosed conflicts, and without the intention of advancing vested or special interests.

4.0 Organization of Council

The council operates by delegating to management and statutory committees certain authorities, and by reserving certain powers to itself.

4.1 ROLE OF THE PRESIDENT

1. The role of president is to safeguard the integrity of the council process and to represent council as required. Therefore, the president shall:
 - chair all council meetings and general meetings of the ABCFP;
 - make decisions or act on behalf of council when authorized by council to do so, providing such authorizations are consistent with council's established governance policies;
 - act as spokesperson for the organization, and represent the organization with stakeholders and partners, although this responsibility may be delegated to others as required and as outlined in council governance policies;
 - manage the work of council, ensuring that council operates consistently with its governance style and according to the rules/policies it establishes;
 - lead council in its work, with specific emphasis on strategic planning, risk oversight, organization performance monitoring, and goal and policy setting;
 - engage directly with the chief executive officer to provide regular performance feedback, and to manage the terms of the chief executive officer's employment contract, including leading discussions on contract renewals, although this responsibility may be delegated to another member of the executive panel;
 - serve as a point of contact for an employee, council member, or other volunteer to report a concern about the CEO under the *Whistleblower Policy* outlined in the governance policy;
 - serve as a member of the executive panel.

4.2 ROLE OF THE VICE-PRESIDENT

1. The vice-president acts in the role of president-elect. The vice-president assists the chair in the fulfillment of their duties, acts as the chair in their absence, and undertakes other duties as requested by the chair and/or council.
2. The vice-president shall also:
 - exercise the power and perform the duties of the president if the president is absent or unable to act;
 - serve as a member of the executive panel;
 - participate in inter-organizational meetings or other outside meetings as a member of the council executive.

4.3 ROLE OF THE IMMEDIATE PAST-PRESIDENT

1. The role of the immediate past-president is to mentor the president and vice-president.
2. The immediate past-president shall also:
 - chair the nominations committee;
 - work in partnership with the chief executive officer to support the government appointment process of non-registrants as lay councillors;
 - serve as a member of the executive panel;
 - participate in inter-organizational meetings or other outside meetings as a member of the council executive.

4.4 ROLE OF THE EXECUTIVE PANEL

1. The executive panel shall be comprised of the president, immediate past-president, vice-president and the chief executive officer.
2. The executive panel is established by council to assist with its regular business in between council meetings. In doing so:
 - the executive panel will not create new policy on behalf of council;
 - will act as a sounding board for the chief executive officer to interpret council policy and direction, when needed, between meetings;
 - will operate within the conditions and constraints established by council.
3. The executive council will also provide leadership and consistency in implementing the governance model (refer to section 2.3). In this capacity, the executive panel will be responsible for:
 - monitoring the success of council meetings with respect to adherence to the governance model;
 - meeting with individual council members to help improve understanding of the governance model, the role of council, and their individual accountabilities;
 - recommending to council any additions or changes with how the governance model is applied;
 - ensuring annually that the incoming vice-president is briefed and prepared to fulfill their role on the executive panel and as the future president;
 - ensuring annually all new council members are given governance training by either an outside consultant or a member of the executive panel;
 - administering council performance evaluations and developing training plans, as required, in response.

4.5 RELATIONSHIP WITH STATUTORY COMMITTEES

1. Council shall establish statutory committees as required by legislation and the bylaws, and may establish other committees or task forces to assist with its business.
2. Such statutory committees:
 - work according to terms of reference set and approved by council that clearly define the delegated authority, roles, expectations, policy, and other parameters, expected outcomes, as well as any other criteria or conditions that must be met;
 - may only make policy decisions consistent with authorities granted in the terms of reference, and for all other policy and matters will inform and make recommendations to council;
 - may not exercise authority over the chief executive officer (nor will the chief executive officer be required to obtain approval of a committee before taking action), and will consult with the chief executive officer prior to making binding policy decisions within their delegated authority that may have financial or resource impacts to the organization;
 - council members must not be assigned to a statutory committee under the PGA for which they have delegated their authority, except for the nomination committee as specified in the PGA.

These policy parameters apply only to committees formed by council action, whether or not they include non-council members. It does not apply to committees formed under the authority of the chief executive officer.

4.6 RELATIONSHIP WITH PANELS AND TASK FORCES

1. The council or chief executive officer may establish other committees or task forces to assist with its business.
2. Each year, a task force of council members will be formed to streamline council decision-making in relation to the annual awards program that is administered in conjunction with the annual conference.
3. At least one council member will be assigned to participate on the Finance Advisory Panel:
 - the council member will not to act as a standing panel member;
 - the council member will act as a liaison between the panel and council, working to support the council in its duty to oversee the financial health and stability of the organization and to bring the perspective of council to the panel.
4. Panels and groups established under the authority of the chief executive officer:
 - if a significant issue arises that cannot be resolved by the panel/task force, it will first be brought to the chief executive officer's attention for resolution and, if necessary, to council.

5.0 Council Procedures and Operation

5.1 COUNCIL MEETINGS

Following are key procedures and protocols in support of effective council meetings:

1. Meeting Frequency

- Council meets six times per year, including the annual general meeting.
- Additional council meetings may be called at the request of the president or any three councillors.
- Meetings may be either in-person or remote-based. At least three meetings will be in-person, subject to exigent circumstances or the requirements to protect health and safety.
- The council meeting schedule for the year will be provided within the first month of the new fiscal year.

2. Quorum and Decision Making

- The chair will conduct the meeting following a light version of Robert's Rules of Order, with motions used to make council voting decisions.
- Quorum for council meetings is fixed by s.29(2) of the PGA to be a majority of the voting councillors, with at least one lay councillor required to be present under s.29(1). A voting councillor who appoints a proxy holder is not included in the quorum.
- Every voting councillor in attendance or represented by proxy is entitled to cast one vote on each matter put to a vote at a council meeting. Under s.23(2)(c) of the PGA, the immediate past-president is a non-voting councillor.
- In taking a vote at a council meeting, the chair must first determine those voting councillors in favour, opposed, and abstained, after which the chair may cast their vote. In the event of a tie, the matter is defeated.
- Votes of individual council members are not recorded in the minutes.

3. Agenda

- Council members and the chief executive officer may put forward items to be considered for placement on the council agenda.
- Agenda items should be consistent with the job functions of council, and align with the business cycle established for annual council operations.
- Draft agendas shall be sent to the president by staff for review and comment no less than two weeks in advance of regular council meetings.
- Consent agendas packaging together several items and voted on without discussion will be used for routine matters (e.g., approval of minutes, financial monitoring) at regular council business meetings.

- Items on the consent agenda may be removed and placed on the regular agenda at the request of a council member prior to the commencement of the meeting.
 - Meeting evaluations will be conducted at each regular council business meeting.
4. Meeting Materials
- Final agendas with supporting materials shall be sent to council by staff at least five business days in advance of regular council business meetings.
5. Participation
- Council meetings require the attendance of council members, the chief executive officer, the registrar, and any other staff as required by the chief executive officer.
6. In-Camera
- Council may hold in-camera sessions as required.
 - Care will be taken to avoid decision-making during in-camera discussions.
 - In-camera sessions will include the chief executive officer, except for discussions about the employment contract or performance of the chief executive officer, or at discretion of the president for a disclosed material reason.
7. Minutes
- Shall be kept for each council meeting and accurately reflect the decisions made and direction given, and, where warranted, record the factors considered.
 - Minutes will denote if council chooses to go into in-camera discussions, but in-camera discussion will not be recorded in meeting minutes.
 - Draft minutes of council meetings shall be produced within three weeks of the council meeting they record.
 - The draft minutes of a council meeting shall be tabled for approval at the next regular council meeting.
 - Approved council meeting minutes (for at least the past 12 months) will be made available to registrants on the ABCFP website.
8. Performance Monitoring
- Council will assess its own performance, individually or collectively, at least annually.
9. Operating Funds and Member Reimbursement
- All reasonable travel, meeting, and incidental expenses incurred by the members of the council will be reimbursed, as per the ABCFP's Travel Expense Claim Policy.
 - Funds for council activities shall be administered by the chief executive officer or staff designate, consistent with council's approved annual operating budget.

5.2 PROVISION OF GUIDANCE AND DIRECTION BY COUNCIL

Among responsibilities listed in Section 2.2, council is responsible for providing strategic leadership to the organization through strategic foresight, policy direction, and risk oversight for the organization.

In fulfilling its leadership responsibility, the council will ensure the following activities are delivered:

1. Strategic Plan
 - Council will develop a strategic plan, in collaboration with the chief executive officer, at least once every five years.
 - The strategic plan will establish a mission, vision, strategic goals, and core values.
2. Environmental Scanning and Future Planning
 - Council will, in collaboration with the chief executive officer, regularly scan the environment in which the ABCFP operates to identify changes, threats, and opportunities that might affect it.
 - At least annually, council will discuss and contemplate, in partnership with the chief executive officer, the strategic outlook of the organization.
3. Risk Monitoring
 - Council will establish, in collaboration with the chief executive officer, a strategic risk register to identify key operating risks to the ABCFP.
 - The strategic risk register will be updated at least annually.
4. Policy Direction
 - Council will establish bylaws to implement the PGA, guide ABCFP registrants, and the services of the ABCFP.
 - Council will establish terms of reference policies for statutory committees.
 - Council will establish a suite of limitation (governance) policies to provide direction to the chief executive officer in delivery of the ABCFP's programs, services, and business operations.
 - Council will establish conduct standards for council members and policy procedures for the operation and function of council.

6.0 Council - Chief Executive Officer Relationship

Council is ultimately responsible and liable for the outcomes of the ABCFP and its organizational oversight. Under the governance model, council's single link to the operational structure of the organization is the chief executive officer.

The intent of this structure is that the running of the business of the ABCFP is the responsibility of the chief executive officer, and council does not get involved in determining the means or methods by which results are achieved by the chief executive officer.

6.1 ROLE OF THE CHIEF EXECUTIVE OFFICER

1. Responsibilities of the chief executive officer:

- be accountable to council for all organizational performance;
- manage the staff and operations of the organization, subject to policies set by council;
- establish operational policies;
- take actions necessary to achieve the outcomes established by council;
- ensure council receives the information, including from external expert sources, it needs to make informed, timely, clear, and comprehensive decisions;
- maintain clear lines of communication with and regular reporting to council;
- make efforts to develop the competence of the staff leadership team to support business continuity, should there be an extended absence of the chief executive officer.

6.2 COUNCIL AND THE CHIEF EXECUTIVE OFFICER

1. In its relationship with the chief executive officer, it is the role of council to:

- exercise authority over the chief executive officer only via the whole of council;
- establish a chief executive officer employment contract that sets out key terms of employment, including but not limited to compensation (including the process for salary adjustment during the contract term), length of employment, a dispute resolution process, and termination protocol;
- establish the criteria and qualifications it requires of a candidate for chief executive officer.

2. The executive panel of council will establish a compensation and benefits package that:

- enables it to attract and engage a senior executive with the qualifications, experience, and competence required for the position;
- is competitive for similar positions in comparable circumstances;
- satisfies applicable guidelines, regulations, and legislation.

3. A chief executive officer selection committee shall be appointed by council.

- A terms of reference for the selection committee will be approved by council. Council as a whole will select the final candidate.
 - An offer of employment will be made based on the recommendation of the selection committee.
4. Council as a whole, not any individual, committee, or task group acting on behalf of council, must make any decisions to:
 - alter the chief executive officer's contractual arrangement with the council without prior approval by the whole of council;
 - end the chief executive officer's employment with the council;
 - oversee the ongoing work and performance of the chief executive officer.
 5. Council has assigned the president to act on its collective behalf in the direct provision of performance feedback and ongoing oversight and maintenance of the employment contract with the chief executive officer.
 - Chief executive officer performance feedback will be provided by the president, at minimum, twice annually.
 - Council as a whole will provide feedback on the chief executive officer performance via the president through a council assessment report, to be conducted annually by the president.
 - Chief executive officer performance is assessed against achievement of documented outcomes and conformance with policy: compliance with legislation; operation within the limitations and direction set in council policies; progress towards the goals and objectives set out in strategic plans; and delivery of annual business program targets.
 6. Council will also establish governance (limitations) policies to provide reference and direction to the chief executive officer about expectations in delivery of the business operations.
 7. Council will establish a strategic plan that includes a vision, mission, goals, and values.
 - The chief executive officer will develop an operational business plan that aligns with the strategic plan, and fulfils the legislative responsibilities of the ABCFP under the PGA.
 8. Council will present a report each year to registrants on the organization's performance and outcomes.
 - The chief executive officer will publish an annual report, including a summary of the audited financial statements, for delivery at the annual general meeting.
 9. Council will undertake succession planning to ensure reasonable continuity of organization's affairs in the event of the sudden loss of the chief executive officer's services. If such an event occurs, council shall appoint a temporary replacement for the chief executive officer.
 - The chief executive officer shall ensure that at least two other senior staff members are sufficiently familiar with council and chief executive officer issues and processes to undertake temporary transition of the roles and responsibilities of the chief executive officer.

- To ensure reasonable continuity of organization's affairs for short-term absences, chief executive officer absences, holidays, and/or other leaves shall be covered by a staff member acting as chief executive officer.

Appendix 1

PRINCIPLES OF THE CARVER MODEL OF GOVERNANCE

Principle 1: *The Trust in Trusteeship.* The board of a non-profit or public organization represents the ownership of the organization. It governs on behalf of all the affected persons who are not seated at the board table. It must therefore establish, maintain, clarify, and protect its relationship with the organization's "owners."

Principle 2: *The Board Speaks with One Voice or Not at All.* In order to lead and make authoritative decisions, a board must have a single voice on any given issue. The power of boards of directors is not as individuals, but as a group; a corporate entity entrusted by the owners with the authority to govern and lead the organization. Diversity of viewpoints from board members must be respected and encouraged. Rarely will votes be unanimous, however those trustees who lose a vote must accept that the board has spoken and that its decision must be implemented as decided.

Principle 3: *Board Decisions Should Predominantly be Policy Decisions.* Board policies should be the expression of a board's soul. They should embody the board's beliefs, commitments, values, and vision. The board must address the largest or broadest values in four categories.

1. Ends -- the board defines which customer results are to be achieved, for whom, and at what cost.
2. Executive limitations -- the board establishes the boundaries of acceptability within which methods and activities can responsibly be left to staff. These limiting policies apply to staff means rather than to ends.
3. Board-staff linkage -- the board clarifies the manner in which it delegates authority to staff, as well as how it evaluates staff performance on achievement of the ends and executive limitations policies.
4. Governance process -- the board determines its philosophy, its accountability, and the specifics of its own job.

Principle 4: *Boards Should Formulate Policy by Determining the Broadest Values Before Progressing to More Narrow Ones.*

- The board should resolve the broadest or larger policy issue in each category before dealing with smaller issues in any category.
- The board should, if it wishes to address smaller levels, never skip levels but move to the next smaller level in sequence.
- The board should grant the CEO authority to make all further choices as long as they are 'within' the board's ends and executive limitations policies.

Principle 5: *A Board Should Define and Delegate, Rather than React and Ratify.* The very act of approving things forces boards to become entangled in trivia.

Principle 6: *Ends Determination is the Pivotal Duty of Governance.* The justification for any organization lies in what difference it can make. A non-profit organization exists so that the world in which it operates can be a better place. The ends of an organization are the reasons for its existence. Careful, wise selection of ends is the highest calling of trustee leadership.

Principle 7: The Board's Best Control Over Staff Means is to Limit, not Prescribe. The distinction between ends and means will enable the board to free itself from trivia, to delegate clearly and powerfully, and to turn its attention to the large issues of ends. Quite apart from ends, the board is also accountable for the way the organization conducts itself. This is best done by setting limits.

Principle 8: A Board Must Explicitly Design its Own Products and Process. It is in the policy category of governance process that the board states what it expects of itself. This important category of board policy deals with a portion of the board's own means: how the board will conduct itself, perform its own job, and evaluate its own performance. Boards must enunciate and hold fast to the principles guiding their own operation or they will appear directionless or even capricious.

Principle 9: A Board Must Forge a Linkage with Management that is Both Empowering and Safe. No single relationship in the organization is as important as that between the board and its chief executive officer. This relationship supersedes any relationship with other staff.

Principle 10: Performance of the CEO Must be Monitored Rigorously, but Only Against Policy Criteria. When the board has told its CEO to achieve certain ends without violating certain executive limitations, monitoring performance becomes no less -- and no more -- than checking actual performance against these two sets of expectations.