



# **Yukon Government Boards and Committees Orientation Handbook**

**Executive Council Office**

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# Table of Contents

<b>Introduction</b>	<b>2</b>
<b>What is a government board?</b>	<b>2</b>
<b>Types of government boards</b>	<b>3</b>
Advisory boards	3
Regulatory boards	4
Adjudicative boards	4
Governing boards	5
<b>Good governance and the accountability of boards</b>	<b>6</b>
<b>Roles and responsibilities</b>	<b>8</b>
Role of Cabinet	8
Role of the responsible Minister	8
Role of the board	9
Role of the chair	11
Role of Individual board members	11
Role of board staff or secretariat	12
Role of the Chief Executive Officer	13
Duties of all board members	13
Avoiding conflicts of interest	14
Respecting the confidentiality of board discussions	15
Board member liability and indemnity	16
Accountability for financial management	16
Mismanagement	17
Non-management	17
Self-dealing	18
Exercising a duty of care	18
<b>Board procedures</b>	<b>18</b>
Holding effective meetings	19
Preparing an agenda	19
An effective chairperson	19
Effective participation of board members	20

<b>Other matters to consider</b>	Error!
Bookmark not defined.	
Cost of meetings	21
Public relations	22
<b>Getting started</b>	Error! Bookmark not defined.
<b>Important pieces of legislation</b>	Error!
Bookmark not defined.	
<i>Access to Information and Protection of Privacy Act</i>	24
<i>Financial Administration Act</i>	24
<i>Human Rights Legislation</i>	25
<b>Closing note</b>	Error!
Bookmark not defined.	

## Introduction

This handbook is intended to provide guidance to board members about the nature of their responsibilities, how boards work and the relationship of boards to government. The goal is to assist boards in making knowledgeable and effective decisions and discharge their responsibilities effectively.

This handbook contains basic information about government boards. It is important to note two features about this guide:

- **It is introductory.** The material is not intended to be an in-depth discussion of any topic; rather, it introduces a variety of relevant topics. Any of these topics can be pursued further through the sources listed in this document including through bibliography at the end of the guide, or through training sessions.
- **It is general.** Since this handbook is aimed at all board members, the contents are not specific to any one body. This guide should, therefore, be used in conjunction with materials specific to your board.

## What is a government board?

There are approximately 100 boards and committees of government in Yukon, to which approximately 1000 people are appointed. They are variously referred to as “boards”, “committees”, “commissions” and “councils” Throughout this guide, all of these entities will simply be referred to as 'boards'.

Boards are an important feature of governance in Yukon. They are entities that operate outside the normal government structure to oversee the delivery of public services, make certain decisions or provide advice to government.

Government creates boards so that:

- citizens may participate in governance;
- Yukon people, other than government officials, can provide advice;
- recurring problems or decisions can be managed efficiently by a specialized board familiar with the issues to be decided upon; and

- appeals of government decisions can be heard soon after decisions are made.

The collective influence of boards is significant. Certain boards provide governance oversight over “crown” or government corporations. Other boards can be called upon to make determinations about an individual’s access to certain programs and services or to obtain certain licences. Some boards are established solely to provide advice that informs government decision-making.

Boards are usually created by a statute (law) for a specific purpose. Such boards have powers and duties that are expressly granted to them or imposed on them by the statute. Boards may also be established under the authority of Cabinet or of a minister to perform specific tasks or to provide specific advice. The powers, duties and scope of what a board does are limited to what is set out in legislation, policy or the direction provided by the responsible Minister. This direction is sometimes contained in a memorandum of understanding, a letter, or other form of protocol agreement between the board and the Minister responsible for that board.

## **Types of government boards**

Boards can be advisory, regulatory, adjudicative, or governing.

### **Advisory boards**

Advisory boards provide advice to ministers or public officials on specific matters. Advisory boards do not make any decisions that directly affect individuals, nor do they exercise any governing powers over an entity or organization.

Advisory boards in Yukon include:

- the Fish and Wildlife Management Board; the Agriculture Industry Advisory Committee
- Renewable Resources Councils;
- the Whitehorse Public Library Board;

These boards provide advice within the parameters of their governing law or the other authority on which they are established. The minister may choose to accept or reject the advice of an advisory board.

## **Regulatory Boards**

Regulatory boards carry out functions delegated to them under various acts of the legislature.

These boards usually have the authority to make specific decisions, issue orders and approve the issuance of licences under law. For example, the Employment Standards Board has the authority to make orders to establish Yukon's minimum wage rate. The Yukon Water Board has the authority under law to issue water use and waste deposit licences and the Yukon Liquor Board can issue liquor licences.

## **Adjudicative boards**

Adjudicative boards are impartial bodies or tribunals established to make quasi-judicial decisions that are binding on the parties involved.

Sometimes, the parties involved are government and a member of the public (which includes corporations). Sometimes the parties involved are all members of the public.

Adjudicative boards sometimes hold formal oral hearings to determine facts. In other cases, the parties provide submissions to the board in writing. Some boards do a combination of both. Procedures used by an adjudicative board are defined in legislation or in rules established by the board.

Examples of adjudicative boards are the Yukon Education Appeal Tribunal that makes binding rulings on certain contested decisions made by officials of the Department of Education and the Assessment Appeal Board, which rules on appeals about property taxation assessments.

Some boards that are primarily advisory or regulatory boards also perform limited adjudicative functions, as set out in legislation. For example, the Child Care Board can be called upon to hear appeals of the department's decision regarding a person's access to a child care subsidy.

## **Governing boards**

The directors of government corporations, and of other corporations established by statute, are governing boards. Some government corporations are, by law, considered "agents of government for all purposes". Some are considered "agents of government" only for specific purposes described in legislation. Some are explicitly not "agents of government" for any purpose.

It is important for members of governing boards to be familiar with the legislation that establishes their board and what that legislation says about the role of board members vis-à-vis the corporation and the government.

Boards of these corporations are usually responsible for oversight of the corporation or entity. In general, this means that they are responsible for setting policy and strategic direction, and for general oversight of the organization. Day-to-day decisions about how to execute the strategy and meet objectives set by the board is the responsibility of the administrative head of the corporation or agency and their staff.

It should be noted that the exact nature of a "governing" board's responsibilities is described in the legislation that establishes the corporation.

It should also be noted that, in many cases, boards enter into an annual protocol agreement with the Minister responsible for the corporation that further defines the role of the board.

Board members should become familiar with their roles under relevant law and under any relevant protocol agreements, as those roles vary for each statutorily created corporation.

The degree to which the boards of government corporations or boards created by statute operate as true “governing” boards varies significantly from one board to another.

The boards of corporations established by statute in Yukon are:

- the Workers' Compensation Health and Safety Board;
- the Yukon Hospital Corporation Board;
- the Yukon Development Corporation Board;
- the Yukon Housing Corporation Board;
- the Yukon College Board; and
- the Yukon Liquor Corporation Board;

School Boards are governing boards with powers under the *Education Act* to establish budgets, set strategic direction, make policies and by-laws, appoint a head administrative officer and oversee the functioning of the organization and its schools.

School Councils are mainly advisory, but have powers to set certain school policies, are involved in the selection of school principals and can direct the evaluation of school staff.

Governing boards sometimes perform advisory, regulatory and adjudicative functions as part of their duties, depending on their governing legislation.

## **Good governance and the accountability of boards**

Each board is responsible for practicing “good governance”. This means that there must be clear objectives and expectations, clear lines of accountability, transparency in the application of and compliance with rules and a culture based on a solid ethical foundation. Good governance benefits members of the board, their administrative staff (if any), staff of the responsible department and those who rely on the board’s services. Each board should strive for continuous improvement of its governance practices.

Accountability is one aspect of a sound governance system. It is the obligation to answer for an assigned responsibility. In some cases, formal accountability requirements are set



out in the legislation establishing the board or in financial legislation. This usually means that a board must submit audited financial statements or an annual report.

Each board is assigned a responsible minister, either by legislation or through an Order-in-Council (which is a formal decision made by Cabinet). For example, the Minister of Environment is responsible for the Renewable Resources Councils and the Minister of Health and Social Services is responsible for the Yukon Hospital Corporation Board. Boards are normally assigned to Ministers whose departments are most closely associated with the work of the Board.

The Minister responsible for a Board is accountable to the Legislative Assembly for the overall effectiveness of the board and is answerable before the Assembly for all of its activities, including its day-to-day operations. While boards have a certain degree of autonomy, the legislative assembly will ultimately look to the Minister to ensure that the board is delivering efficiently and effectively on its mandate.

The autonomy of a board should not be misinterpreted as independence from government oversight. The degree of autonomy of a board will vary depending on the type of board. Although government may have delegated to boards certain responsibilities to deliver services, make decisions or provide advice in lieu of traditional departments, boards are still accountable to their respective Ministers. The degree and nature of that accountability varies depending on the governing statute. Note that boards created by ministerial or Cabinet policy are invariably subject to the direction of the accountable Minister.

Boards can exercise the powers assigned to them autonomously, in that they are self-governing within the sphere of their mandate, but this does not exempt them from being accountable to designated Ministers. Boards are instruments of public policy created for specific purposes by government or the legislature. Boards can be deemed by law to be acting autonomously from government when carrying out certain functions, such as when adjudicating disputes between government and a member of the public or when issuing licences.

## Roles and responsibilities

### Role of Cabinet

Cabinet is responsible for appointing members to government boards or for approving a Minister's recommended appointment to a government board. Cabinet is also responsible for making appointments that may be recommended by the Standing Committee on Appointments to Major Government Boards and Committees. These "major government boards" are those identified in the standing orders of the Legislative Assembly.<sup>1</sup>

Members of school councils and school boards are elected in accordance with the *Education Act*.

The Commissioner-in-Executive Council is responsible for establishing and eliminating some boards and for defining a board's size, composition and mandate. Boards that are established by statute can only be altered or eliminated by amending an Act, which is the responsibility of the Legislative Assembly. Cabinet is responsible for proposing such amendments in the form of a bill tabled before the Assembly. In certain cases, statutes enable the Commissioner-in-Executive Council to provide directives or instructions to a board.

### Role of the responsible Minister

Ministers are responsible for:

- the legislation creating the board;
- making or recommending appointments to the board;
- assessing the ongoing relevance of a board's mandate;

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<sup>1</sup> The boards are: the Yukon Development Corporation, the Yukon Energy Corporation, the Yukon Workers' Compensation Health and Safety Board; the Yukon Lottery Commission, the Yukon Recreation Advisory Committee, the Yukon Arts Advisory Council, the Yukon Utilities Board and the Yukon Human Rights Commission.

- providing broad policy direction to the board that reflects government’s priorities (sometimes by way of a “letter of expectation” to the board);
- general guidance to the board on government’s objectives and expectations;
- remaining informed about the board’s effectiveness and activities;
- being answerable for the board’s activities and effectiveness before the Legislative Assembly;

## Role of the board

In the case of a governing board, the board is generally responsible for the policy, direction and oversight of the entity or organization. As described above, this responsibility varies for each governing board, based on its establishing statute and its protocol agreement with the Minister. It is also responsible for making sure that the entity operates within the scope of its enabling legislation, mandate, letter of expectations, protocol agreement and any specific direction that may be provided by the Commissioner in Executive Council through an Order-in-Council.

Specifically, a governing board:

- sets the strategic direction of the entity, in alignment with government priorities;
- monitors (and sometimes approves) the agency’s budget and ensures that required financial reporting is carried out;
- understands the principal risks facing the agency and how they can be managed;
- approves the board’s communications policies;
- establishes corporate values and fosters a culture of integrity;
- sometimes establishes performance targets and monitors performance;
- ensures new board members are oriented to their role;
- in some circumstances, hires and monitors the performance of the entity’s head (e.g. CEO or President).

It is critical that each governing board has a corporate governance policy establishing the roles and responsibilities of the Board as distinguished from the management/administrative staff of the entity.

As a general rule, the management of the day-to-day operations of the entity and the assignment of roles and tasks to staff of the entity is the responsibility of head administrative officer, (sometimes referred to as a CEO). This administrator is responsible for implementing the overall direction given by the board toward meeting the performance targets set by the board. Normally, the administrator is the sole point of contact between the board members and the staff of the organization or entity. It should be noted that there are many deviations from these principles in Yukon (see section on Role of CEO below and section on Governing Boards above).

Regulatory, adjudicative and advisory boards have some but not all of the responsibilities listed above. For example, adjudicative and advisory boards are not normally called upon to establish the strategic direction of an entity or establish and monitor budgets.

Depending on the type of board, boards may exercise functions such as the following under enabling legislation or in policy:

- conducting meetings;
- conducting other proceedings such as hearings and appeals;
- approving policies;
- making orders and issuing licences within the scope of the board's authority;
- certifying and publishing decisions;
- establishing forms to be used;
- providing advice to the Minister; and
- reporting to the Minister on board activities.

All boards are responsible for ensuring that new board members receive a thorough orientation to the mandate, nature and operations of their board and the entity being governed, the board's governance structure, as well as the roles and responsibilities of

the board, key legal and policy requirements and expectations of individual board members.

The board reports to the person named in the legislation or policy that establishes the board. Members must be clear about their responsibilities and the person or entity to whom they report.

### **Role of the chair**

The chair is the leader and main spokesperson for the board. The chair sets the agenda, presides at board meetings and facilitates open and challenging discussion on all matters before the board. Duties also including managing board affairs, ensuring effective board performance, facilitating board evaluations, managing conflicts of interest when they arise and working with management (e.g. the CEO or senior administrative staff if there is no CEO).

As the main point of contact between the board and the Minister responsible for the entity, the chair should work to build a constructive relationship with the Minister.

### **Role of individual board members**

A board works as a collective whole. Members of a board also have individual duties and responsibilities to fulfill toward making the board's work effective. These duties should always be exercised in a way that considers the public policy objectives of the board and the board's place within the public sector.

Board members do not represent themselves or the organizations that nominated them for appointment to the board. Rather, they are community representatives accountable to the Minister for the performance of a public service. However, as nominees of various organizations or entities, they are expected to contribute the unique perspectives of those organizations or entities to the Board's discussions. Through the Minister, the

board is accountable to the Legislative Assembly and to the general public for the advice, decisions and programs and services they provide.

Every board member should:

- understand the act, regulations, terms of reference and accountability of the board;
- understand the board's role, scope and mandate
- take a positive approach to discussions;
- respect the opinions of others;
- oppose a point of view without opposing the person who holds that point of view;
- keep an open mind;
- listen to all the facts and points of view;
- offer alternatives or a better plan if opposing what is proposed;
- accept the will of the majority;
- maintain the confidentiality of information and discussions; and
- support the Board's decision, once it has been made.

### **Role of board staff or secretariat**

Departmental staff may be assigned to help with the work of the board. In these cases, there may be a formal secretariat, a named departmental contact person, or the board may have a direct relationship with a senior public servant responsible for the department (deputy head).

The relationship will vary depending on the legislation. For example, departmental or secretariat staff may organize meetings, prepare minutes, and generally support board activities. There may be a government official designated in the legislation to work with and be accountable to the board (usually reserved for governing boards). However, unless specified in legislation or by special arrangement or agreement between the government and the board, members of the public service assigned to support a board do not report to the board and are not employees of the board.

Regardless of the specific relationship, YG staff has the right to a respectful work environment. Training sessions are available to boards on how to cultivate a respectful work environment and deal respectfully with government employees.

## **Role of the Chief Executive Officer**

The Chief Executive Officer is the most senior administrative officer of a government corporation or corporation established by statute. Notionally, this administrator is charged with carrying out the strategic direction provided by the Board and is accountable to the Board for meeting performance expectations regarding the direction provided. This administrator is the sole link between the Board and the entity and is responsible for the entity's staff. That being said, there can be significant deviation from these principles in Yukon, especially where the corporation's employees or its head administrator are also public servants. It is therefore critical that each board member, as well as the head administrator, possess a good understanding of the roles and responsibilities established under statutes, regulations, memoranda of understanding and protocol agreements related to their board as these relate to the head administrator.

## **Duties of all board members**

Members of boards owe a fiduciary duty to their board, entity or organization. This means that a member must act honestly and in good faith in the best interests of the board, entity or organization. In doing so, board members must:

- avoid placing themselves in a conflict of interest;
- respect the confidentiality of board discussions;
- recognize their liability for negligence in carrying out their duties;
- if applicable, be accountable for the board's financial management;
- avoid mismanagement, non-management and self-dealing;
- exercise a "duty of care" in their actions and decisions.

More information on these duties is set out below.

## Avoiding conflicts of interest

The highest standard of conduct from board members is essential to maintain and enhance the public's trust and confidence in decisions made or advice provided by the board.

In general, a conflict of interest exists in two circumstances: 1) when a member's position on a board is used to benefit themselves, their friends or their family members and 2) when their duty to act in the best interest of the board or entity are in conflict with their duties to their employers, other corporations or other entities or organizations of which they are members. Conflict of interest can be real or perceived. A perceived conflict exists in situations where a conflict could reasonably be perceived to exist by a reasonable person knowing all of the facts.

For example, a member should not:

- exercise functions, be part of board discussions or decisions or exercise influence on others to make decisions when they know or ought to know that the decision may result in direct or indirect benefits to themselves, their friends or their families;
- use their position to solicit clients or work for their businesses or those of friends and family members;
- use information that they acquire because of their position on the board (and which is not available to or accessible by the general public) to directly or indirectly benefit themselves, their friends or their family members;
- take advantage, for themselves, their friends or family members of an opportunity available to the entity unless the entity has clearly and unequivocally decided against pursuing the opportunity and the opportunity is also available to the public;
- accept a fee, benefit, or gift in connection with the performance of their duties as a board member.

Note that conflict of interest may be further defined in the legislation that establishes the board, the board's terms of reference or its policies or guidelines. Members should be familiar with these definitions and requirements.



To guard against possible conflicts of interest, if an item comes before the board and a member has, or may be perceived to have, a private interest in the outcome, a board member should immediately declare this conflict, absent themselves from the discussion and not participate in the decision about the item. The board member's recusal from the discussion and decision should be reflected in the board minutes.

Measures to protect against conflicts of interest include:

- legislation or policies regarding disclosure of conflicts;
- guidelines established by the board;
- an individual's common sense and ethical standards.

### **Respecting the confidentiality of board discussions**

Confidential information includes proprietary, technical, business, financial, legal, personal or any other information that the board treats as confidential. Members should not, either during or following the expiration of their appointments, disclose such information unless authorized to do so. Members should never disclose or use confidential information gained by virtue of their association with the board for personal gain or to benefit their family members, friends or business associates. In some cases, board members may be required by statute to take an oath of confidentiality.

Board members should decide which matters are in the 'public domain'. Board members collectively should ask and then decide on the confidentiality of the different types of issues or information, rather than deal with each issue when it arises.

Matters discussed "in camera" (in board meetings that are closed to the public) are usually deemed to be confidential unless and until the board authorizes the release of information. When the enabling act or terms of reference for the board do not prescribe closed meetings or hearings, the board should consider carefully when and if it will meet in camera. The right of the public to know what decisions are taken or to make presentations during board meetings needs to be weighed against sound arguments for restricting this type of access.

A reasonable approach for some boards could be to hold meetings that are open to the public and interest groups, unless the board is dealing with matters it has deemed to be confidential, or that are confidential under the enabling legislation or under the *Access to Information and Protection of Privacy Act*.

Confidential topics could include personal information of applicants to various programs such as public housing, legal aid, or worker's compensation, financial statements, and salary negotiations.

### **Board member liability and indemnity**

If board members have legal responsibilities, they may be liable or bound by law to pay for costs associated with not carrying out their duties in a reasonably prudent manner, within the terms of reference set out for the board; and within the law.

Although legal action involving board members is extremely rare, board members should understand the extent of liability of the board and its individual members. For example, advisory boards are not normally held liable for giving faulty advice because the Minister is not obligated to accept the advice.

### **Accountability for financial management**

In certain cases, members of some boards are accountable for the financial management of their budgets. This means that if financial losses or hardships occur, board members cannot claim ignorance of the transactions or claim that they were unaware of the implications of their actions. Board members are legally obligated to exercise judgment that reasonable, prudent people would exercise.

In some cases, board members have fiduciary responsibilities as members of the board. A fiduciary is an individual (or corporation or association) that has a duty to act for any other's benefit in a specific area of responsibility.

Fiduciary duties entail the proper use, management or investment of property or other assets placed in the fiduciary's trust. An example is the Compensation Fund managed by the Yukon Workers' Compensation, Health and Safety Board. The Board is charged with ensuring the financial integrity of the Fund and approves important financial decisions so that funding is available to support injured workers.

When the government provides administrative resources to support a board in making financial decisions and managing financial resources, the responsibility for establishing control systems and policies with respect to these trusts usually rests with an official such as a CEO (or executive director or manager). This however does not relieve the board of its fiduciary duties.

Three potential violations of fiduciary duties are: mismanagement, non-management, and self-dealing.

### **Mismanagement**

Mismanagement occurs when someone makes decisions that a reasonable, prudent person would not make when given the same information, such as:

- failing to plan;
- not setting up adequate controls with reasonable reporting systems;
- failing to review reports of problems;
- drawing clearly improper conclusions from available information or acting in contrast with such information; or
- failing to seek professional or expert advice on technical issues affecting the organization.

### **Non-management**

Non-management occurs when people do not use existing opportunities for good management, such as:

- failing to make decisions;

- failing to consider information when making decisions;
- failing to use available control systems;
- failing to attend board meetings; or
- failing to set necessary policies.

## Self-dealing

Self-dealing concerns board members vote on a decision when they may gain personally because of the decision. The question of motive arises: did the member vote that way because it was in the best interest of the board and the public interest, or for self-serving reasons?

It is a breach of fiduciary duty to take advantage of inside information for personal gain, or to use information gained in carrying out board duties in any manner inconsistent with the best interests of the public, the government, department or program as a whole.

## Exercising a duty of care

Members of a board owe a “duty of care”. They are required to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. This is demonstrated through:

- reading board material in advance of meetings;
- attending all meetings of the board;
- asking relevant and probing questions, and being prepared to discuss all issues;
- staying informed about the entity/program and the business it conducts;
- making decisions based on the best available evidence;
- making decisions and acting in good faith, with the best interests of the board and its mandate in mind.

## Board procedures

A board may establish and adopt its own operating procedures as long as they are consistent with the enabling act or specified terms of reference.

The enabling legislation or terms of reference may allow boards to set their own operating procedures and scope such as:

- the frequency of meetings;
- the management of meeting minutes; and
- making reports to the responsible Minister or department.

## Holding effective meetings

There are three types of board meetings: regular, special and *in camera*.

- Regular meetings are scheduled and open to the public.
- Special meetings are unscheduled and are called to deal with urgent issues. They are open to the public.
- *In camera* or closed meetings are held in private to address matters that are confidential.

The three keys to successful board meetings are:

- preparing an agenda;
- having an effective chairperson; and
- effective participation by board members.

## Preparing an agenda

Each board should establish the procedure for placing items on a meeting agenda and for ensuring that the agenda and documents needed for the meeting are provided to board members before the meeting. If the meetings are open to the public, agendas should be made available to the public.

## An effective chairperson

An effective chairperson:

- keeps the meeting moving in an orderly fashion;
- remains calm at all times;
- allows members to be heard in a fair and impartial manner;

- allows both sides of a question to be heard;
- keeps the attention of the board on one matter at a time;
- knows the basics of parliamentary procedure and uses rules of order when necessary;
- allows for visitors' comments when appropriate;
- provides opportunities for appropriate staff members or resource people to offer information;
- does the homework necessary to be knowledgeable about agenda items and encourages other board members to do the same;
- clarifies and summarizes the discussions, particularly prior to a vote, to ensure everyone has the same understanding of the matter;
- acts as spokesperson for the board; and
- delegates appropriate responsibilities to other board members.

### Effective participation of board members

Effective participation in board meetings requires members' commitment to:

- do their homework and come prepared for meetings, including reviewing agenda material and gathering other information which may help the board;
- represent clients or constituents honestly and fairly, and refuse to surrender responsibilities to special interest or partisan groups;
- recognize that an individual board member has no legal authority (except if assigned through legislation), and that decisions within the board's scope can only be made by a majority vote at a board meeting;
- take no private action that may compromise the board or administration;
- respect the confidentiality of privileged information;
- never speak for the board, or give that impression, outside of established board policies or decisions. The public may not know that individual board members have no formal authority to speak on behalf of the board and may take one member's opinion as that of the board;
- abide by the majority decision of the board while retaining the right to seek changes in decisions through ethical and constructive channels;
- encourage and respect the free expression of opinion by other board members and by others who seek a hearing or make presentations before the board;
- have the courage to ask difficult questions;

- have some familiarity with the rules of order if they are to be used during board meetings; and
- understand when they do not have the experience or expertise to respond to an issue.

Board members can play an important role in making sure that complex information and data can be easily understood. If board members cannot understand the information it is also unlikely that members of the public or those affected by the board's decision will understand the information; thus making it difficult to justify the board's decision. Board members should feel free to contact the departmental contact person, the board's secretariat, if any, the chairperson or the CEO of the organization when they need information or clarification on matters impacting their decisions.

While not a comprehensive list, these are some other sources that board members may wish to consult:

**Board minutes** - Boards keep minutes of meetings. Minutes are a summary of the meeting, not a word-for-word transcript. They cover attendance, status reports, motions and decisions, and disposition of key issues. They are a record of the board's work, as well as a useful way for you to keep up-to-date on board activities.

**Manuals** - Most government departments and agencies have policy and procedure manuals to guide their activities and decisions. There are general government policies dealing with topics such as travel, purchasing and contracting. These may help members to understand more about the department or government corporation associated with their board, and the policies that affect board administration.

## **Other matters to consider**

### **Cost of meetings**

One factor that board members may want to keep in mind is the cost of board meetings. These costs may include travel, facilities, per diem payments, advisors' or consultants'

fees, secretarial services, and salary costs of public servants attending the meeting, over and above honorariums. These items can add up to considerable sums.

Board members may want to examine these costs from time to time, to consider the efficiency of meetings and whether any economies can be achieved.

## **Public relations**

Some boards have responsibilities to advertise and promote their activities, outcomes, programs or events. In this case, they should:

- get advice, support and expertise that may be available through the responsible department or secretariat; and
- as part of their strategy, consider using free or low cost opportunities to advertise activities and upcoming events on social media, radio, in newspapers, and on community billboards and bulletin boards.

Boards may occasionally be asked to discuss or explain their roles or decisions in media interviews. Effective boards consider public relations as part of their ongoing duties and should prepare for this by:

- identifying the board member who will speak on the board's behalf (normally the chairperson),
- preparing the spokesperson to explain the board's position and reasons, with examples, if possible;
- being prepared to discuss options or alternatives that were considered;
- ensuring that the board is speaking with one voice through the spokesperson;
- establish positive relationships with the media, based on goodwill and honesty;
- encouraging invitations for media representatives and community reporters to attend public meetings or special events;
- maintain the confidentiality of personal or personnel information relating to any board member, employee or client, regardless of what these individuals might say about themselves; and
- get advice, especially if in doubt, about whether a piece of information can be released.



Remember that individual rights to privacy protect the confidentiality of any information on personal, personnel or performance questions, unless such a disclosure is part of a public hearing.

Members of the media know that this type of information is confidential and protected, and understand an answer such as: "I'm sorry, but I am unable to answer questions about a specific/individual situation."

If the board is conducting public business, it must decide how to publicize the meetings. The board may also need to establish processes that allow members of the public to take part by asking questions or presenting submissions.

## **Getting started**

Here are some suggestions to help newly appointed board members become familiar with current issues or problems facing the board.

- Talk to the Chair, your staff contact in the government department or corporation that is responsible for your board or the board's CEO. Find out when the board will meet next. This will tell you how much time you have to prepare.
- Ask about training sessions that might be available for new board members.
- Read the written material supplied by the Chair, department or CEO, such as legislation, policies or manuals. This should include a copy of the enabling act which creates the board, and any other acts or regulations which you will be using (examples are described in this guide).
- Read the minutes of recent board meetings. Depending on how often the board meets, you might review up to one year's minutes.
- Obtain a list of names, addresses and telephone numbers of other board members and the board chairperson.
- Meet with the board chairperson or other members.

## Important pieces of legislation

Board members must abide by the law when carrying out their duties. Board members must perform according to the enabling act for the board and must also consider whether any particular provision has been enacted properly.

### **Access to Information and Protection of Privacy Act**

The [Access to Information and Protection of Privacy Act ATIPP](#) requires the government to be open and accountable to the public by providing a right of access to records and by protecting the personal privacy of individuals. The Act does not apply to all boards. Each board should review the Act and its regulations to determine if it applies to them.

If the Act applies to a particular board, it is important that board records are well managed and maintained in one location.

The legal requirements for handling records are set out in the Act. An effective records management program is an essential tool in fulfilling the government's responsibility of being accountable to the public.

Since board records may contain sensitive and restricted information, preventing unauthorized access to these records is a significant responsibility for board members. Systems for the storage, retention, active use and transmission of these records must be planned carefully. Members are encouraged to discuss records storage and management with their departmental staff contact.

### **Financial Administration Act**

Where departments support boards directly, department officials are accountable for expenditures supporting the board. Department officials must follow policies and procedures pursuant to the [Financial Administration Act](#).

## **Human Rights Legislation**

It is important for board members to have a basic knowledge of the [Charter of Rights and Freedoms](#) and the Yukon [Human Rights Act](#) to ensure their decisions or advice do not infringe on the rights and freedoms outlined in the legislation.

If a board believes that an act of the Yukon legislature infringes a right that someone has under the [Charter](#) or the Yukon [Human Rights Act](#), members have a responsibility to not support a violation. Decisions should be consistent with the Charter and human rights legislation. Questions or concerns of legal infringement should be directed to senior management (department head) who should then direct the issue to legal services in the Department of Justice.

Although legal concepts and interpretations can be complex and precedents can change over time, it is not necessary to be a lawyer to serve on a board. In fact, most quasi-judicial boards deal with legal issues on a regular basis using legal advice. This can be further explained by the departmental staff contact.

## **Closing note**

Thank you for your service and contributions to Yukon government boards and committees.

If you have any questions with respect to the administration of your board or committee, you can contact the department responsible or go to the [boards and committees website](#).

## Bibliography

The Board Resourcing and Development Office of the Premier, Province of British Columbia, Best Practice Guidelines: BC Governance and Disclosure Guidelines for Governing Boards of Public Sector Organizations.

<https://www2.gov.bc.ca/assets/gov/british-columbians-our-governments/services-policies-for-government/public-sector-management/cabro/best-practice-guidelines-for-board-appointees-bc.pdf>

Better Practice Guides – Public Sector Governance. Australian National Audit Office.

<http://webarchive.nla.gov.au/gov/20170421113424/https://www.anao.gov.au/work/better-practice-guide/public-sector-governance-strengthening-performance-through-good>

Corporate Governance Guidelines and Disclosure of Corporate Governance Practices.

Toronto Stock Exchange. April 2005. <https://www.tsx.com/listings/tsx-and-tsxv-issuer-resources/tsx-issuer-resources/corporate-governance?lang=en>

Directors of Crown Corporations: An Introductory Guide to their Roles and Responsibilities. Crown Corporations Directorate, Conference Board of Canada, and the Canadian Centre for Management Development. July 1993.

[http://publications.gc.ca/collections/collection\\_2016/fin/BT77-1-1993-eng.pdf](http://publications.gc.ca/collections/collection_2016/fin/BT77-1-1993-eng.pdf)

Excellence in Governance – Handbook for Public Sector Bodies and Orientation for Public Sector Bodies. Government of Newfoundland and Labrador. 2005.

February 2005 Status Report of the Auditor General of Canada. February 15, 2005.  
[http://www.oag-bvg.gc.ca/internet/English/parl\\_oag\\_200502\\_e\\_1121.html](http://www.oag-bvg.gc.ca/internet/English/parl_oag_200502_e_1121.html)

Governance of Not-for-Profit Organizations – The Effective Not-for-Profit Board.  
Deloitte. 2013. <https://www2.deloitte.com/content/dam/Deloitte/ca/Documents/public-sector/ca-en-public-sector-effective-npo-board.pdf>

Treasury Board Secretariat of Canada. 2005. <http://www.tbs-sct.gc.ca/report/rev-exa/gfcc-cgse-eng.pdf>

Owners Expectations Manual for State-Owned Enterprises. Crown Ownership  
Monitoring Advisory Unit. New Zealand. 2007.  
<https://treasury.govt.nz/publications/guide/owners-expectations-manual-html>

The Standards of Ethical Conduct for Directors of Public Sector Organizations. Province  
of British Columbia. 2005. [https://www.bcsc.bc.ca/About\\_Us/Who\\_We\\_Are/Governance](https://www.bcsc.bc.ca/About_Us/Who_We_Are/Governance)

Anderson, David. 20 Questions Directors Should Ask About Crown Corporation  
Governance. Chartered Accountants of Canada. March 2007.  
<https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/20-questions-for-directors-on-governance-committees>