

Governance Process

Level GP 1: Global Governance Process

The purpose of the board, on behalf of members of the CCSA, is to see to it that the Copper Country Suzuki Association a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies), and b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

Level GP 2a: Governing Style

The board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on a) outward vision rather than an internal preoccupation, b) encouragement of diversity in viewpoints, c) strategic leadership more than administrative detail, d) clear distinction of board and chief executive roles, e) collective rather than individual decisions, f) future rather than past or present, and g) proactivity rather than reactivity.

Level GP 3a: Governing Style

Accordingly:

1. The board will be the initiator of policy, not merely a reactor to staff initiatives.
2. The board will not use the expertise of individual members to substitute for the judgement of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
3. Although the board can change its Governance Process policies at any time, it will scrupulously observe those currently in force.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual, or committee of the board to hinder or serve as an excuse for not fulfilling group obligations.
6. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

Level GP 2b: Board Job Description

Specific job outputs of the board as an informed agent of the membership are those that ensure appropriate organizational performance.

Level GP 3b: Board Job Description

(Job Outputs or values-added that bind membership to performance)

1. Function as the link between the membership and the operational organization.
2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
 - a. Ends:
 - i. The organizational impacts, benefits, outcomes
 - ii. recipients, beneficiaries, impacted groups
 - iii. and their relative worth in cost or priority
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the board conceives, carries out, and monitors its own task
 - d. Board-Management Delegation: How power is delegated and its proper use monitored: the ED's role, authority, and accountability
3. Assurance of successful organizational performance on Ends and Executive Limitations
4. A fundraising plan to supplement income from grants and fees.

Level GP 4b: Board Job Description

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that a) completes a re-exploration of Ends policies annually and b) continually improves board performance through board education and enriched input and deliberation and self monitoring.

Level GP 5b: Board Job Description

1. ED monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangements for third-party monitoring must be prepared.
2. ED remuneration will be decided during the month of March after a review of monitoring reports received in the last year.

Level GP 2c: Board President's Role

The Board President, a specially empowered member of the board, ensures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Level GP 3c: Board President's Role

1. The assigned result of the Board President's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will consist solely of issues that clearly belong to the board to decide or to monitor according to board policy.
 - b. Information that is neither for monitoring performance nor for board decisions will be avoided or minimized and always noted as such.
 - c. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the Board President consists in making decisions that fall within the topics covered by board policies on Governance Process and Board-Management Delegation. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The Board President is empowered to chair board meetings with all the commonly accepted powers of that position, such as ruling and recognizing.
 - b. The Board President may represent the board to outside parties in announcing board-stated positions and in stating Board President decisions and interpretations within the area delegated to that role.
 - c. The Board President may delegate this authority but remains accountable for its use.
3. The Board President has no authority to make decisions that are the purview of the entire board.
 - a. The President shall not make decisions regarding a) employment or termination of the ED and b) areas where the board specifically delegates portions of this authority to others.
 - b. The Board President has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Board President has no authority to supervise or direct the ED.

Level GP 2d: Board Secretary's Role

The board secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents.

Level GP 3d: Board Secretary's Role

1. The assigned result of the secretary's job is to see to it that all board documents and filings are accurate and timely.

Level GP 2e: Board Member's Code of Conduct

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Level GP 3e: Board Member's Code of Conduct: Levels Three and Four

1. Members must demonstrate loyalty to the ownership, unconflicted by loyalties to staff, other organizations, or any personal interest as consumers.
2. Members must avoid conflict of interest.
 - a. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote but also from the deliberation.
 - b. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. A board member who applies for employment must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
 - a. Members' interaction with the ED or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the board.
 - b. Members' interaction with the public, the press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - c. Except for participation in board deliberation about whether the ED has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the ED.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.
6. Members will support the legitimacy and authority of the final determination of the board on any matter, without regard to the member's personal position on the issue.

Level 2f: Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to ED.

Level 3f: Board Committee Principles

Board committees cannot exercise authority over staff. The ED works for the full board, and will therefore not be required to obtain the approval of a board committee before an executive action.

Level GP 2g: Cost of Governance

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Level GP 3g: Cost of Governance

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - a. An ongoing effort will be made to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understandings.
 - b. Outside monitoring assistance may be arranged so that the board can exercise confident control over organizational performance. This may include but is not limited to financial audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
3. The board will establish its Cost of Governance budget for the next fiscal year during the month of March.