

SECTION 3

Statement of Governance and Management Philosophy

The Complementary Roles of the BCIA Council (“Council”) and Management

The BCIA Bylaws stipulate two senior management positions, being a Chief Executive Officer (CEO) and a Registrar. The Bylaws also provide that Council may, but is not required to, appoint one person to hold the dual role of CEO/Registrar. Council operates within a model that distinguishes between strategic leadership and operations/management. Council and the CEO/Registrar have distinct and complementary responsibilities in advancing the mission of the BCIA.

Council provides the overall leadership and strategic direction for the Institute. It then delegates authority and responsibility to the CEO/Registrar to provide a broad degree of freedom to exercise responsibility and judgment to achieve the Institute's goals. The Council ensures that the BCIA's goals are clear, parameters and approval points are established, and evaluation criteria are mutually understood.

Role of Council

There are five ways by which Council meets its leadership responsibilities.

1. Defining the strategic direction of the Institute

Council is established to protect the public by providing progressive collective leadership and direction to the BCIA. All Councillors are also entrusted with directing the Institute's activities as a whole rather than in their own interest or that of any specific group, Regional Electoral District or Branch.

Council is ultimately accountable for all aspects of the Institute's activities. While staff and others will undertake the preparatory work in the planning process, it is Council's responsibility to make the decisions regarding the strategic plan, goals and priorities of the BCIA, consistent with legislative requirements and the Bylaws.

2. Setting the macro policies of the Institute

Council establishes the macro policies that guide the Institute in the fulfillment of its vision. These policies reflect the values and guiding principles that determine the Institute's activities and goals. They provide the appropriate point of departure for the CEO/Registrar to implement programs and services and develop subsidiary policies.

3. Providing financial and legal stewardship

Council approves the Institute's annual budget such that financial resources are allocated in a manner consistent with the strategic plan, goals, and priorities. It is Council's responsibility to ensure the stability and endurance of the Institute. Council is also responsible for ensuring that all legal requirements are met.

4. Monitoring and evaluating Institutional effectiveness

In order for Council to answer to the stakeholders for the performance of the Institute, it monitors the results that are achieved and evaluates the BCIA's performance in relation to the approved strategic direction. Monitoring provides an opportunity for redirection, if required, to achieve the goals identified. Monitoring is accomplished through four mechanisms:

- a. Regular CEO/Registrar Reports to Council
- b. Council Committee and Working Group reports to Council including the Governance Committee's review of Council meetings based on Councillor evaluations;
- c. Commissioning of reports to Council from independent, external third parties
- d. Review of financial reports by Council.

5. Hiring and evaluating the CEO/Registrar

The Council is responsible for the engagement, direction and evaluation of the CEO/Registrar and all decisions with respect to the CEO/Registrar's employment with the Institute. The process for the evaluation of the CEO/Registrar's performance is outlined in the *CEO's Performance Evaluation*.

Policy Areas

Council is responsible for articulating its policies regarding the following areas:

1. The Goals of the Institute - The Institute exists to achieve certain goals for the public and the profession. Short and long-term goals are established, and resources are committed to achieving them.
2. Council's Governance Process – Council's leadership responsibilities and processes for fulfilling them, including its approach to delegation, understanding of the roles and expectations of Councillors, committees, working groups and staff.
3. Positions on Professional Issues - The Institute's position on important issues facing the profession.
4. Conduct - Defining Codes of Conduct for Councillors, Committee members and the CEO/Registrar, and appropriate Conflict of Interest Policies.

Levels of Policy

In each of these areas, Council moves consistently from the most general policy statements to the more detailed and specific. There is no constraint on how specific Council may choose to be on any particular policy subject. However, Council should be as explicit as necessary so that those involved in implementing the policy have an adequate appreciation of Council's expectations. Council does not engage in developing

policies that are administrative in nature. These policy areas are the responsibility of the CEO/Registrar.

Authority of the Council and the Individual Councillors

The Councillors exercise their authority as a whole. No individual Councillor, committee or working group member can act with the authority of the Council unless specifically delegated to do so by Council. When Council authorizes a Councillor, committee or Working Group to act on its behalf, they will do so in a manner consistent with the Councils' policies. Council is ultimately accountable for all aspects of the Institute's activities.

The responsibilities of Councillors include the following:

1. Communication - Individual Councillors need to be aware of the issues facing the profession of agrology in order to participate in Council discussions on a basis consistent with their role. Councillors are expected to represent the BCIA to the stakeholders by providing information on the BCIA's goals and accomplishments.
2. Council Meetings - Councillors have a responsibility to be adequately prepared, express their views and ideas, actively listen, and give due consideration to the views of their Council colleagues.
3. Support Decisions Taken - To provide leadership to the Institute, Council must speak as one with a consistent voice. Each Councillor is responsible for participating fully in the Councils' discussion and decision-making process and then to support the decisions taken in any communications with others (for example, staff, members, Registrants, the public, etc.).
4. Council Committees – Under the PGA, Councillors are prohibited from serving on any of the 5 statutory committees mandated under that legislation nor on the BCIA Governance Committee but may serve on special project committees or Working Groups. Chairs of the statutory committees are subject to the same vetting process as are Councillors under the PGA, and each committee must have lay members. The President, Vice President and the Treasurer shall serve on the BCIA Executive Committee which is not a statutory Committee.
5. Council Working Groups - When Councillors serve on a Working Group, they assist the Institute by developing policy alternatives and recommendations for Councils' consideration. They participate in the Working Group on the same basis as any other volunteer with no special authority to act on behalf of the BCIA beyond the limits of the Terms of Reference of the specific Working Group. Currently there is one Council Working Group being the PGA Advisory Working Group.
6. CEO/Registrar Working Groups - When Councillors serve on a CEO/Registrar Working Group they assist with the respective administrative responsibilities of the BCIA. The Terms of Reference are established by the CEO/Registrar, and

Councillors who serve on these groups report to the CEO/Registrar. There is currently one CEO Working Group being the Communications Working Group.

Council Discussions

Council's discussions will be designed to ensure that:

1. All Councillors participate fully;
2. Minority or dissenting views are respected and reflected in the ongoing monitoring of the issue;
3. There will be inclusion and recognition of different perspectives on issues;
4. The potential impacts of proposed directions are considered prior to a decision being taken.

The President is expected to serve the Council by facilitating dialogue and allowing fair, logical input from all aspects, and Council members and guests prior to calling for a vote. All Councillors are expected to be responsible for the quality of the Council's discussions, provide support to the President during meetings, bring to the attention of Council aspects that may be overlooked, and make recommendations for improvement for the Council's consideration.

Council Decision-Making

Decisions are made based on a majority vote on a formal motion except as otherwise provided in the Bylaws. A motion is not valid unless at least one lay Councillor has the opportunity to vote on the respective motion. An abstention by any Councillor is deemed to be an opportunity to vote. After a decision has been made, each Councillor is expected to respect the decision.

Role of the President

The President provides leadership in maintaining the unity of purpose within the BCIA governance structure and provides a comprehensive view in overseeing the affairs of the Institute. The President does not represent a particular sector/region or a personal position but adopts an inclusive perspective on issues or policies under consideration. The President takes particular concern for the Council's unity and is attentive to its processes and function as a leadership team in which all Councillors are actively engaged.

The President must preside over Council meetings in accordance with the Bylaws (which allow for alternative Chairs if the President is not available) and ensure that meetings are designed and conducted to facilitate comprehensive dialogue and effective decision-making, thereby fulfilling the Council's responsibilities and achieving BCIA's vision.

Role of the CEO/Registrar

It is the responsibility of the CEO/Registrar to oversee the implementation of the Council's policies. If the CEO/Registrar is unclear about a policy or its application, it is incumbent upon that person to clarify the issue with Council.

The CEO/Registrar is also responsible for the effective and efficient management of the Institute in accordance with the policies and budget established by the Council. This encompasses delegation of full authority by Council to the CEO/Registrar over BCIA's operating activities and resources, responsibility for achieving the BCIA's strategic goals, and accountability for BCIA's results.

The CEO/Registrar is responsible for ensuring that timely and concise information is provided to the Council so it can fulfill its leadership responsibilities. The CEO/Registrar's responsibilities are detailed in a Position Profile and annual work-plan that articulates the Council's expectations.

The CEO/Registrar is accountable to the entire Council. Individual Councillors do not provide direction to the CEO/Registrar or other staff regarding management or implementation issues; the Executive Committee provides this direction.

CEO/Registrar's Performance Evaluation

Council approves the process for evaluating the performance of the CEO/Registrar. This process may include input from Councillors, Registrants, Committee members and external stakeholders but is primarily the responsibility of the President. The President provides the Council with a summary report of the results of the process.

Roles of Other Staff

The BCIA's staff provides support to the Council, Committees, and Working Groups. Staff members are expected to implement the Council's policies and directions to the best of their abilities within the parameters of the strategic plan, annual budget and in a manner consistent with all Council policies. Staff members below the CEO/Registrar level report to the CEO/Registrar and do not take direction from members of Council or Committees.

Role of the Branches

The eight regional Branches within the BCIA have two main roles. The first is to provide professional development and networking opportunities within the geographical region covered by the respective Branch. Activities may include hosting the Annual General Meeting of the BCIA. The second role is to administer the Articling Program within the respective Branch in conjunction with the BCIA's Deputy Registrar.

Regional Electoral Districts

The eight regional branches are divided into three Regional Electoral Districts. The Districts are currently comprised of:

- District One - Peace River, Cariboo Central Interior, Kootenay Boundary, and Registrants at Large (2 Registrant Councillors);
- District Two - Kamloops, Okanagan, and Fraser Valley (2 Registrant Councillors); and
- District Three- Vancouver and Victoria & Islands (3 Registrant Councillors).

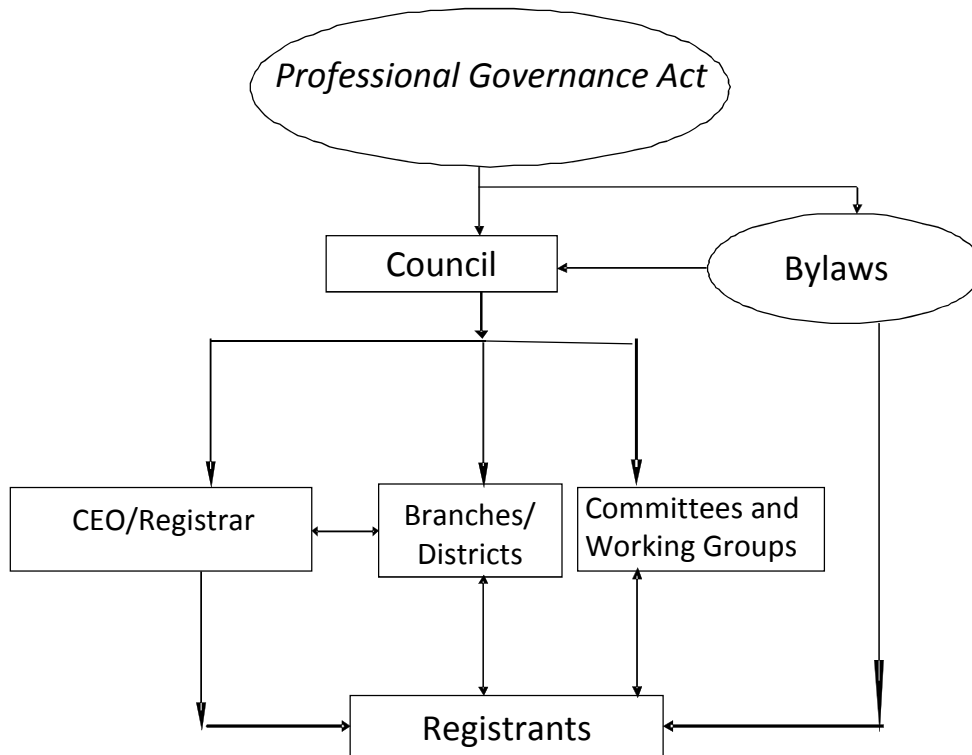
The current distribution of the seven (7) Registrant Councillors between the three (3) Districts is reviewed every three years and will be adjusted if the population of Registrants between the Districts changes significantly.

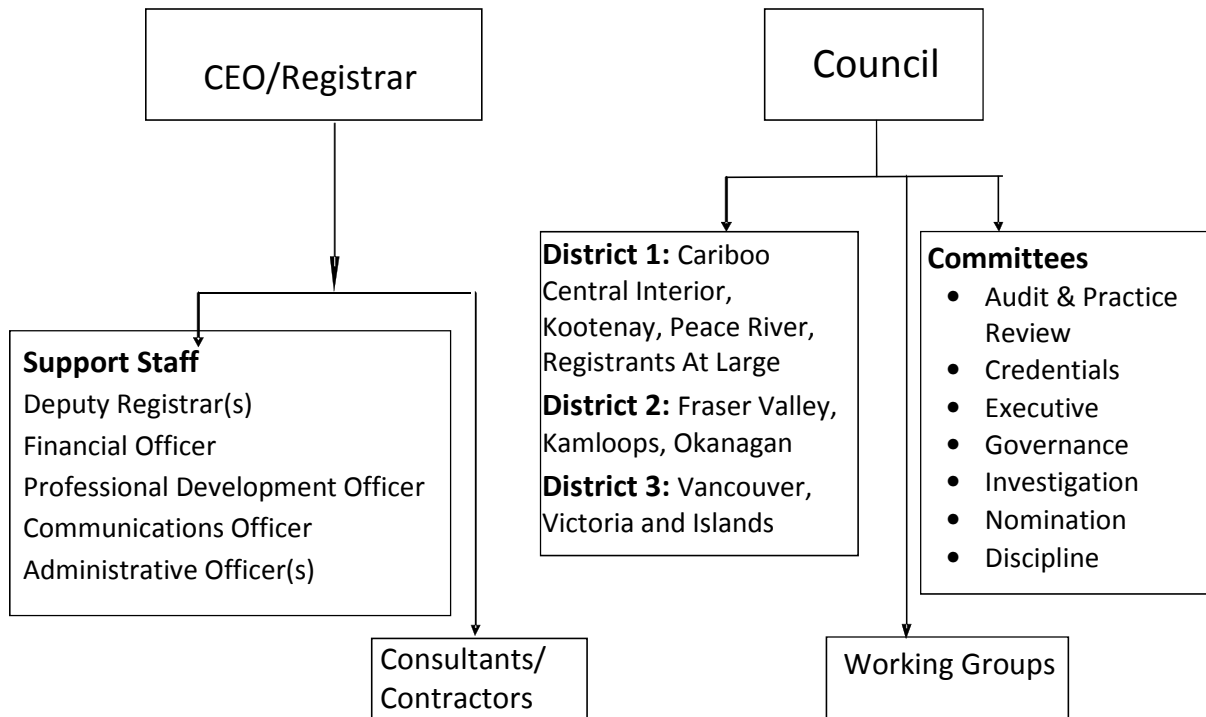
Summary of Council and CEO/Registrar's Roles

Area	COMPLEMENTARY MODEL OF GOVERNANCE	
	Council's role	CEO/Registrar's role
Strategic Planning	Approves	Provides input
Budget	Approves	Prepares for approval by Council
Day-to-Day Operations	No role	Makes all management decisions
Review of Financial Statements	Reviews periodic financial report that highlights variances from the approved budget	Prepares for Council's review the financial report that highlights variances
Financial Policies	Sets financial policies	Sets subsidiary policies
Personnel Policies	No role	Exclusive role
Administration Policies	No role	Exclusive role
Hiring of Staff	Hires only the CEO/Registrar	Hires subordinate staff
Staff Salaries	Sets global budget and CEO/Registrar salary	Sets subordinate salaries
Firing of Staff	No role except with regard to the CEO/Registrar	Exclusive role below the CEO/Registrar level
Staff Evaluations	Evaluates CEO/Registrar against the CEO/Registrar Code of Conduct and annual goals	Exclusive role below the CEO/Registrar level
Staff Grievances	No role	Exclusive role
Title of Senior Staff Person		Chief Executive Officer (CEO). May be combined with the role of Registrar
Committees	Standing committees subject to the vetting process of the PGA report to Council through the respective Chairs report to Council	Special committees, and Working Groups not subject to the vetting process of the PGA report to the CEO/Registrar
Staff Policy & Procedures Manual (Standing Operating Procedures)		Developed and approved by CEO/Registrar

	COMPLEMENTARY MODEL OF GOVERNANCE	
Area	Council's role	CEO/Registrar's role
Conflict of Interest Policy	Approves the policy	
Volunteer Appraisal System	Approves the system and policy	
Council Code of Conduct	Approves the system and policy	
Committee Code of Conduct	Approves the system and policy	
CEO/Registrar Code of Conduct	Approves the system and policy	

Governance and Management Institutional Structure





CONFLICT OF INTEREST POLICY

Definitions

- 1) In this Policy, certain terms and phrases have specific definitions as follows:
 - (a) An “*appearance of a conflict of interest*” occurs when a reasonably well-informed individual could have a reasonable perception that a Person(s) could influence decisions on behalf of the BCIA that promote their personal interests or those of an individual or entity outlined in Section 1(d);
 - (b) An “*indirect benefit*” is a benefit not restricted to a grant of compensation or consideration and includes a benefit which advances or protects a Person’s interests or is derived by an individual or entity listed in Section 1)(d) below;
 - (c) “*Confidential information*” is information that is acquired solely by reason of a Persons’ involvement with the BCIA and which the BCIA is under an obligation to keep confidential;
 - (d) “*conflict of interest*” is any situation where a Person’s interests or those of a close friend, family member, business associate, unincorporated group, corporation or partnership in which the Person holds a significant interest, or any individual or entity to which or to whom the Person owes an obligation **could** influence that Person’s decisions and impair the Person’s ability to:
 - (i) act in the BCIA’s best interests, or

(ii) represent the BCIA fairly, impartially, and without bias;

Note that a “*conflict of interest*” exists if a decision ***could*** be influenced; actual influence does not need to occur; and

(e) “*Person*” means all staff, officers, representatives, Registrants, Lay and Registrant Councillors, and all members of all committees, working groups or Working Groups authorized by BCIA.

General Duties

- 2) Unless authorized to do so by the Council, a duly authorized BCIA Committee, or by the CEO/Registrar, a Person(s) shall not:
 - (a) act on behalf of the BCIA, or deal with the BCIA, in any matter where the Person is or appears to be in a conflict of interest; nor
 - (b) use a position, office or affiliation with the BCIA to pursue or advance the Person’s interests or those of an individual or entity described in Section 1(d) above.
- 3) A Person(s) must immediately disclose a perceived, suspected or possible conflict of interest to the Committee Chair, the CEO/Registrar or the BCIA President respectively, either in writing or at a documented meeting. If a Person does not become aware of the conflict until after a matter is concluded, the affected Person(s) must still, as soon as reasonably possible, make the required disclosure.
- 4) If a Person(s) is in doubt about whether a potential conflict of interest may exist, the Person shall request the advice of their Committee Chair, the CEO/Registrar or the BCIA President respectively.
- 5) Unless otherwise directed by the BCIA Council or the CEO/Registrar, a Person(s) must immediately take steps to resolve the conflict or remove the suspicion that a conflict may exist by:
 - a) promptly declaring any potential conflict of interest as defined by this policy and asking that the BCIA record such declaration;
 - b) excusing themselves from the portion of any meeting where the matter giving rise to the conflict of interest is being discussed; and
 - c) refraining from voting on the matter giving rise to the potential conflict of interest.
- 6) A Person(s) must not:
 - a) use their position within the BCIA to confer a benefit on an individual or entity listed in Section 1(d). This duty does not prevent a Person from conducting business with other people connected with the BCIA;
 - b) personally benefit from any business activity involving any aspects of the BCIA except in unique situations specifically authorized by Council; and

- c) indirectly benefit from any business activity involving any aspects of the BCIA except in unique situations authorized by the Council.

Using BCIA Property and BCIA Information

- 7) A Person(s) must have authorization from Council or its designate to:
 - (a) use, for personal purposes, property owned by the BCIA; or
 - (b) purchase BCIA property unless it is through channels of disposition equally available to the public or is specifically authorized by Council.
- 8) A Person(s) may not take personal advantage of an opportunity available to the BCIA unless:
 - a) it is clear that the BCIA has irrevocably decided against pursuing the opportunity; and
 - b) the opportunity is equally available to members of the public.
- 9) A Person(s) may not use their position(s) with the BCIA to solicit any BCIA stakeholder for personal business or one operated by an individual or entity outlined in Section 1(d). This duty does not prevent Persons from transacting business with other people connected with the BCIA.
- 10) Confidential information, except with the express permission of Council or the CEO must:
 - a) be used only for BCIA purposes;
 - b) not be used for a Person's personal benefit; and
 - c) be protected from improper disclosure
- 11) All Persons **must** report to Council or the CEO/Registrar any incident of abuse of confidential information. A failure to report may result in actions being taken by the BCIA as against the respective Person.
- 12) A Person(s) may divulge confidential information if:
 - (a) authorized by Council or the CEO/Registrar; or
 - (b) the information is required to be disclosed by law; or
 - (c) in investigation or discipline proceedings of Registrants.

Rules About Gifts

- 13) A Person(s) may accept a gift because of their involvement with the BCIA only in the following circumstances:
 - (a) The gift has no more than token value;
 - (b) It is the normal exchange of hospitality or a customary gesture of courtesy between individuals doing business together;

- (c) The exchange is lawful and in accordance with ethical practice and standards;
and
 - (d) An impartial observer could not construe the gift as an improper or illegal
payment.
- 14) A Person(s) may not use BCIA property to make a gift, charitable donation or
political contribution to anyone on behalf of the BCIA without the authorization of
Council or the CEO/Registrar.