Being a Councillor

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Disclaimer

This training is being provided as a reference, rather than a definitive source, for members of the AMS Council/Board of Directors. Content contained hereafter is opinion, and Directors should undertake decisions in consideration of facts at hand, rather than this training.
What does the Board do?

• According to the Society Act, “subject to the Act, the regulations and the bylaws, the directors of a society must manage, or supervise the management of, the activities and internal affairs of the society”

• According to AMS Bylaws, the Board “the management, administration, and control of the property, revenue, business and affairs of the Society are vested in Council”
How do Boards vary?

• Board models
  • Carver (governance)
  • Cooperative (management)

• AMS operates primarily under the ‘governance’ umbrella
  • Hundreds of employees, with full-time officers
  • Lots of Code editing
  • Board is seldom involved in operational decisions
    • May take operational role from time-to-time
Governance Board – What does that mean?

- Governance body: set policy, management makes operational decisions
  - Frequent proposal of amendments to policy
  - Infrequent involvement in operational decision
  - Bottom line: set boundaries, management operates within those

- Poor action: Asking questions like why did we stop serving Roll X in the Honour Roll?
Management Board – What does that mean?

• Management body: distinct involvement in operational decision making process, less focus on policy
  • Infrequent proposal of amendments to policy
  • Provides structure for things like event planning
  • Bottom line: oversees the day-to-day

• Poor action: Frequent amendment by Board to governing documents without membership consent
Finances – A Key Consideration

• Regardless of Board model, a huge priority for any Board
• AMS context: Board approves the budget
  • In some organizations, the membership may directly approve the budget
• Contracts: Separate but almost always with financial implication
  • Proceed with caution when legally committing AMS to provide or receive something
  • May not always be a ‘bad’ outcome – but can still result in wasted money
Fiduciary Duty – Proceed with Caution

• Very overused term
  • Comes from Latin origin, meaning ‘to trust’
• Essentially, a two word summary of the responsibility with which Directors must act
• Assumes reasonable level of care and knowledge
• Must keep confidential information confidential
• Other considerations: conflict of interest, your own knowledge
• No delegation of power in the AMS
Priority Matrix for Matters Before Directors

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<th>Risk Consequence</th>
<th>Time Investment</th>
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<td>Executive Performance</td>
<td>Finances and Contracts</td>
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Everything Else
Non-Voting Members

• Not Directors
  • A different care of duty – some are staff, some are nothing else

• Must recognize limitations of their role

• Council should be cognizant of how many non-voting members are recognized at any given time
Being Effective
Meeting Operations

• Knowing the rules is a plus, but should not be perceived as an advantage
• Show up on time, stay for the duration
• Pay attention – everyone hates repeat questions
• Read the documents beforehand
Asking Questions

• No bad questions (within reason) – you need to be informed
• Be skeptical but not unreasonable
• Try to find venues outside of Council to ask questions when possible
• Particularly important to inquire on the budget/anything financial
• Don’t just ask questions of executives/staff
Finding Cause(s)

• Important to identify why you want to be involved early on
• Reflect on your campaign objectives, committee appointments, etc.
• Have one-on-one conversation with executives and other Board members
• Great to say you’re on the Board – but what have you done since you got there?
What of this do I need to remember?

• Always act in the best interests of the Society
• Invest time to adequately prepare yourself for Board business
• Don’t disclose things you shouldn’t
• Find something you care about and be persistent