

Number: II 002  
Subject: Governing Style

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Policy Statement:

The board will govern with an emphasis on a) outward vision rather than an internal preoccupation, b) encouragement of diversity of viewpoints from within the system and the community, 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.

On any issue, the Board must ensure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.

More specifically, the Board will:

1. Operate with a clearly stated governance model that demonstrates its legal and moral obligation to represent the interests of the Catholic ratepayers of Waterloo Region and details the responsibilities that fulfill this obligation.
2. Allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling this commitment.
3. Direct, control and inspire the organization with thoughtful establishment of the broadest organizational policies reflecting the Board's values.
4. Cultivate a sense of group responsibility. The board will be responsible for excellence in governing. The board will be an initiator of policy and the board will use the expertise of individual members to enhance the knowledge and ability the board as a body, rather than to substitute their individual judgments for the board's values.
  - a. In accordance with this discipline, the board will only allow itself to address a topic after it has answered these questions:
    - i. What is the nature of the issue?
    - ii. What is the value that drives the concern?
    - iii. Is this a shared issue?
    - iv. Whose issue is this? Is it the board's or is it the CEO's?
    - v. Has the board dealt with this subject in policy? If so, what has been said? Does the board wish to change what it has already said?
    - vi. If the matter is several levels below board level, what is the broadest way to address the issue so that it is still under existing board policy? Is that policy sufficient to deal with the concern?
  - b. It is out of order for board members to talk about content until these questions of appropriateness are settled.
5. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability.
  - a. Concerns with any board member performance will be brought to the attention of the chair of the board in writing

- b. The chair of the board will attempt to facilitate resolution. Failing that, the issue will be brought to a caucus meeting of the board of trustees.
  - c. The board of trustees will determine if the member's performance has jeopardized governing with excellence or is in violation of policy.
  - d. Trustees lodging or named in the complaint on a member's performance shall not participate in the decision-making process outlined above.
  - e. Board members found to be in violation of policy by the Board of Trustees may be subject to a motion of censure at a regular meeting of the Board and/or a withholding of the trustee honorarium under section 191.21(5) of the Education Act.
- 6. Ensure that continual board development will include orientation of new members in the board's governance process and on-going discussion of process improvement
  - 7. Monitor and discuss the board's process and performance within a scheduled review process.