



Number: II 002
Subject: Governing Style

Approval Date: May 26, 2008

Effective Date: May 26, 2008

Revised: May 25, 2009; January 28, 2013; May 27, 2013; December 12, 2016, October 29, 2018

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) considering past, present and future, 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 new topic within the context of a Board meeting 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, in compliance with Policy II 007.
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.