

## The CMTCA Governance Model

The CMTCA uses the basic principles of Policy Governance to lead the work of CMTCA. The policy governance model asserts that effective governance is governance through creating and monitoring of policy - not just any policy but policy specifically designed for the purpose of governing. The policy governance framework allows a governing body to organize all its thoughts, activities, structures and relationships into one policy document or manual.

The Policy Governance model highlights the Board's role as follows:

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*The Board's role on behalf of its members is to see to it that, the CMTCA achieves what it should and avoids what is unacceptable.*

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For the guidelines that CMTCA uses for all Board meetings, please see Appendix A: Bourinot's Rules.

1. **The Board's role.** It is the Board's responsibility to govern and it has the authority to do so. Individual Board members do not have this responsibility or authority. That is, whatever authority is legitimately held by the Board is held by the Board *as a group*. Hence, the Executive Director is bound by what the full Board says, but never by what any *individual* Board member says. An effective governing body never holds the Executive Director accountable for any criteria except those expressed officially by the full group and never holds her accountable for keeping Board members happy as individuals.
2. **On behalf of its members.** The Board, as a whole, holds the organization in trusteeship on behalf of a larger group - in our case, our clients and stakeholders. Therefore the Board must clearly identify who that larger group is and ensure that the organization achieves what that group wants it to achieve. Finding ways to be in some form of communication with this group about the organization's *Ends policies* is a major objective of policy governance.
3. **To see to it.** "Seeing to it" implies a commitment to assure, not simply to hope that things come out right. Seeing to it that things come out right has three steps: First, the Board must describe "right" - that is, the criteria that would signify success. These are noted below. Second the Board must hold someone accountable for reaching these criteria. This is typically the Executive Director, which allows performance to be focused on one individual even though other individuals may be involved. Third, the Board must systematically and rigorously check to see if criteria are being met, that is, the Board must monitor performance at appropriate intervals.



4. **Achieves what it should.** What should any organization achieve? This is the most important aspect of instructing the Executive Director. The only achievement that justifies organizational existence is that which causes sufficient benefits for the right recipients to be worth the cost. What good is the CMTCA to accomplish for whom, at what cost or relative worth? That is, what “ends” do we want achieved?
5. **Avoids what is unacceptable.** Putting the Board’s emphasis on “ends” is a powerful tactic for Board leadership, but the Board cannot forget that it is also accountable for the “means” as well. “Means” include not only practices and methods, but situations and conduct as well. Concerning itself with means, however, is ordinarily an opening for governing bodies to become entangled in operational details. It is a dilemma: on the one hand, governing bodies are accountable for staff practices and situations, yet dealing with them directly is not appropriate for a board. Policy Governance offers an appropriate way for the Board to deal with this dilemma: the Board can simply state that the means are unacceptable, then get out of the way except to require data (in order to monitor) that the boundaries thus set are being observed. As counterintuitive as this approach sounds, it works magically. The Board can enumerate the situations, circumstances, practices, activities, conduct, and methods that are off-limits, that is, outside the authority granted to the Executive Director. For most governing bodies this can be done in a series of policies dealing with staff treatment, financial management, compensation, asset protection, and a few other areas of legitimate Board concern. These proscriptions avoid telling the Executive Director how to manage, but do tell her how not to manage. Although verbally phrased in an intentionally negative or limiting way (to avoid a governing body’s tendency to slip back into prescribing means) this approach is psychologically quite positive. The message to the Executive Director is, with regard to operational means “if the Board has not said you can’t, you can.”

# Appendix A: Bourinot's Rules:

Bourinot's Rules of Order are the Canadian guidelines that CMTCA uses for all board meetings. A description of those rules are listed below.

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*Rules of order are procedures by which meetings can be conducted in an orderly fashion, issues debated and motions passed according to the majority but with due regard to the rights of the minority. For the most part, Rules of Order are based on common sense and the need to move through an Agenda expeditiously.*

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## Duties of the Chair or Speaker:

The Chair conducts meetings, preserves order and decorum, and interprets the Rules of Order. The Chair is impartial and may not take part in the debate nor vote.

## Agenda and Minutes:

The Agenda is the order of business for the meeting. It describes the items for consideration and gives the order in which they will be taken up. The Agenda must be passed or adopted before the meeting can commence. The adoption of the minutes of the last meeting ratifies any decisions taken at that time. Any changes in the Agenda or minutes must be proposed and considered before the Agenda and minutes are adopted. An item on the Agenda may be taken out of sequence and disposed of only by majority consent.

## Motions:

A motion is a proposal made pursuant to an item of the agenda that certain actions be taken, certain views become policy, etc. which is then debated, possibly amended and voted on. There are also motions that propose procedures for considering other motions, e.g. Motions to Table, to Divide the Question, to Put the Question, to Adjourn, to Amend.

Any member may move a substantive or procedural motion as long as it is 'in order'.

*A substantive motion or "an important motion, or one containing a number of considerations, should be prepared in writing and given to the chair, preferably in advance of the meeting."*

The mover of a motion is allowed to speak first on the motion followed by the seconder. Then by custom, opponents and proponents alternate in debate. Questions about the motion are directed to the Chair thence to the mover or person to whom they are addressed. Since procedural motions are in order when considering a

substantive motion and take precedence over it, it is not always possible that the mover may speak last on the motion. The mover may withdraw her/his motion with majority consent.

**Amendments:** A motion to amend a (main) motion must be relevant to that motion and properly moved and seconded. An amendment may propose: (a) to leave out certain words, (b) to insert or add certain words, (c) to leave out certain words in order to insert or add other words. When 'in order' an amendment takes precedence over the main motion and becomes the subject of debate. It must be accepted or rejected before debate reverts to the main motion. If accepted, the main motion as amended is debated. If it fails, the main motion is unchanged.

A sub-amendment may be proposed to an amendment under the same conditions as an amendment is moved to a main motion.

At no time may there be more than one main motion, one amendment and one sub-amendment on the floor. When all three exist, the Chair submits them in the reverse order to which they were moved.

A motion once defeated cannot be re-introduced as an amendment to some other motion. The mover with the consent of his seconder may incorporate a 'friendly' amendment into the main motion if the mover and seconder of the amendment are agreeable.

### Bourinot's Rules at a Glance:

| To Do This:                                          | You Say This:                                | May Interrupt the Speaker? | You Must be Seconded? | Is the Motion Debatable? | Is the Motion Amendable? | What Majority is Required?                                                                      |
|------------------------------------------------------|----------------------------------------------|----------------------------|-----------------------|--------------------------|--------------------------|-------------------------------------------------------------------------------------------------|
| Move a Motion                                        | I move...                                    | No                         | Yes                   | Yes                      | Yes                      | Majority                                                                                        |
| Change a motion (You may not merely amend to negate) | I move that the motion be amended to read... | No                         | Yes                   | Yes                      | Yes                      | Majority                                                                                        |
| End debate on a motion                               | 1) I call the question                       | 1) No                      | 1) Yes                | 1) Yes                   | 1) No                    | 1) Motions on which question is called will be debated at the next meeting and the motion fails |

| To Do This:                                                                                           | You Say This:                                                | May Interrupt the Speaker? | You Must be Seconded? | Is the Motion Debatable? | Is the Motion Amendable? | What Majority is Required? |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|----------------------------|-----------------------|--------------------------|--------------------------|----------------------------|
|                                                                                                       | 2) I move that council proceed to the next order of business | 2) No                      | 2) Yes                | 2) No                    | 2) No                    | 2) Majority                |
| End the meeting - the chair can simply call adjournment without a motion if all business is complete. | I move that the meeting adjourn                              | No                         | Yes                   | No                       | No                       | Majority                   |

**Quorum:** The quorum of a meeting is the minimum number of members required by the Constitution to conduct business. When the absence of a quorum is brought to the attention of the Chair the meeting adjourns and sets a date for a future meeting. The agenda item then being considered dies for that meeting but may be re-introduced at the next meeting. Motions passed and items considered prior to the absence of a quorum being noticed are valid and may stand.

### Bourinot's Rules at a Glance:

| To Do This:                                                        | You Say This:                                                             | May Interrupt the Speaker? | You Must be Seconded? | Is the Motion Debatable ? | Is the Motion Amendable ? | What Majority is Required? |
|--------------------------------------------------------------------|---------------------------------------------------------------------------|----------------------------|-----------------------|---------------------------|---------------------------|----------------------------|
| Consider something out of its scheduled order                      | I move the agenda be amended in order to deal with the following item ... | No                         | Yes                   | No                        | No                        | Majority                   |
| Postpone further discussion on a motion until later in the meeting | I move that the motion be tabled until ...                                | No                         | Yes                   | Yes - only to time        | Yes                       | Majority                   |
| Postpone consideration of a                                        | I move that the motion                                                    | No                         | Yes                   | Yes                       | Yes                       | Majority                   |

| To Do This:                                                                            | You Say This:                                                                                                                                            | May Interrupt the Speaker? | You Must be Seconded? | Is the Motion Debatable ? | Is the Motion Amendable ? | What Majority is Required?  |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-----------------------|---------------------------|---------------------------|-----------------------------|
| motion until a future meeting                                                          | be postponed until...                                                                                                                                    |                            |                       |                           |                           |                             |
| Have a motion studied more before voting on it                                         | I move that the motion be referred to                                                                                                                    | No                         | Yes                   | Yes                       | Yes                       | Majority                    |
| Raise a matter previously tabled (if at a different time from when was decided)        | I move that the motion about ... be lifted from the table                                                                                                | No                         | Yes                   | No                        | No                        | Majority                    |
| Reconsider a motion already voted on earlier in the meeting                            | I move that the motion about ... be reconsidered at the next meeting and provide written notice requesting that the matter be raised at the next meeting | No                         | Yes                   | Yes                       | No                        | 2/3 Majority                |
| Object to something which prevents your continued participation (e.g. excessive noise) | Point of Privilege                                                                                                                                       | Yes                        | No                    | No                        | No                        | No vote taken, chair rules. |
| Seek clarification from the previous speaker                                           | Point of Information                                                                                                                                     | Yes If Urgent              | No                    | No                        | No                        | No vote taken, chair rules. |
| Overturn the ruling of the chair                                                       | I challenge the chair on ...                                                                                                                             | Yes                        | Yes                   | Yes                       | No                        | Majority                    |
| Enquire about procedure or consequences                                                | Point of Order                                                                                                                                           | Yes                        | No                    | Yes, only on the point    | No                        | No vote taken, chair rules. |

| To Do This:                              | You Say This:  | May Interrupt the Speaker? | You Must be Seconded? | Is the Motion Debatable ? | Is the Motion Amendable ? | What Majority is Required?  |
|------------------------------------------|----------------|----------------------------|-----------------------|---------------------------|---------------------------|-----------------------------|
| Object to incorrect procedure being used | Point of Order | Yes                        | No                    | Yes, only on the point    | No                        | No vote taken, chair rules. |