

# On*BOARD* Webinar

## My Role as a Clinic Board Member



An ACLCO Board Learning Opportunity



# Introductions

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Your turn!



# Today's Agenda

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- ▶ Brief History of the Clinic System
- ▶ Mission of Community Legal Clinics
- ▶ Quick Quiz #1
- ▶ Board Member Roles and Responsibilities
- ▶ What's Expected
- ▶ Quick Quiz #2
- ▶ Q&A
- ▶ What's Next & Wrap Up

# Clinic Learning & Training

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The purpose of the ACLCO Clinic Learning and Training Program is to support, promote, foster and coordinate learning and knowledge sharing for all staff and board members in the clinic system.

## **Board Training**

To support volunteer clinic board member training, the Board Development Advisory Committee (BDAC) comprised of 13 clinic board members from across the province, provides input and guidance in the development and delivery of board training.



# Brief History of the Clinic System

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- ▶ Community legal clinics were established in the early 1970's to help meet the legal needs of low-income and disadvantaged individuals and communities.
- ▶ In 1998, the Ontario government enacted the Legal Aid Services Act which established Legal Aid Ontario (LAO), an independent but publicly funded and publicly accountable non-profit corporation, to administer the province's legal aid program.

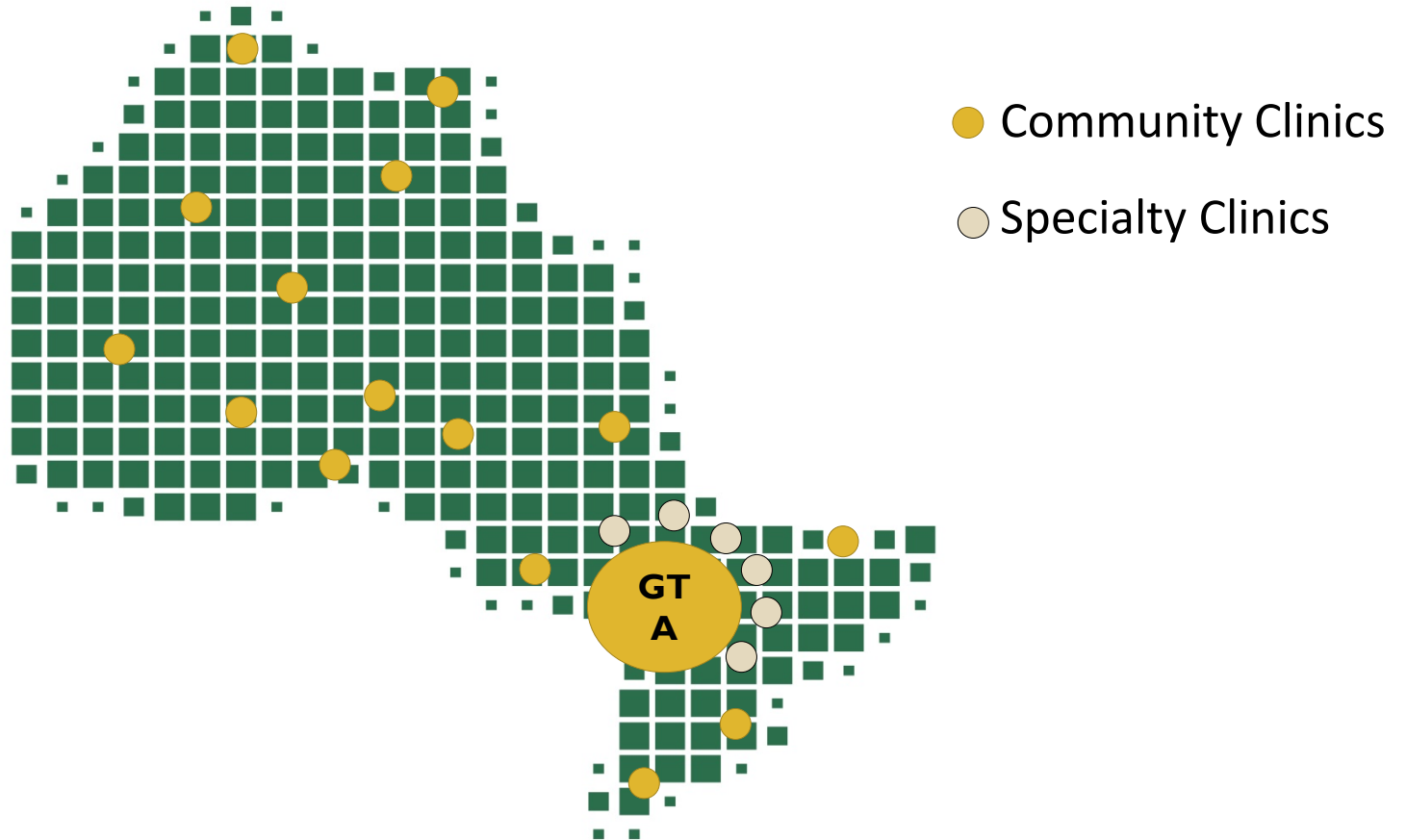
# Brief History of the Clinic System

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- ▶ Legal Clinics receive their core funding from Legal Aid Ontario
- ▶ There are 72 community legal clinics serving every area of the Province, including 17 specialty clinics which focus on particular areas of the law or particular communities of interest and the general public interest.
- ▶ Ontario's community legal clinics offer a range of services, including: legal representation, summary advice, referrals, law reform, public legal education, community development and advocacy.

# Current Clinics

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# Mission of Community Legal Clinics

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The Association of Community Legal Clinics of Ontario (ACLCO) is the representative body for Ontario's community legal aid clinics. Its objectives are to:

- ▶ Improve the legal welfare of the communities served by member legal clinics;
- ▶ Promote unity and understanding among legal clinics in Ontario;
- ▶ Represent and advocate on behalf of legal clinics in Ontario;
- ▶ Promote and expand the legal clinic system in Ontario.

The ACLCO serves its members as the voice of the clinic system to various stakeholders, including: Legal Aid Ontario, the Law Society of Upper Canada, all levels of government, law schools, the media, and the general public.





# Clinic Quiz

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▶ How many clinics in the system?

1. 47
2. 74 ✓
3. 67

▶ Which of the following are specialty clinics?

1. Landlord Self Help
2. Queen's Prison Law
3. Advocacy for the Elderly
4. Toronto Workers Health & Safety
5. Centre for Spanish Speaking Peoples
6. Canadian Environmental Law
7. All of the above ✓



# Clinic Quiz

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- ▶ How many Family Law Service Centres are there in Ontario?
  1. 5
  2. 7
  3. 11 ✓
  
- ▶ What are some of the areas of law covered at your clinic?
  - ▶ Legal representation
  - ▶ Summary advice
  - ▶ Referrals
  - ▶ Law reform
  - ▶ Public legal education
  - ▶ Community development
  - ▶ Advocacy

# What's Expected



# Key Board Roles

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Board Governance

1. Ensure legal and ethical integrity

2. Build a competent board

Today's  
Focus

Strategic

3. Determine vision and purpose

4. Ensure adequate and financial resources

Financial Stewardship

5. Protect assets and provide proper financial oversight

Stakeholder Relations

6. Enhance the organization's public standing

General Oversight

7. Ensure Effective Planning

8. Monitor and strength programs and services

Executive Director Mgmt.

9. Select the Executive Director

10. Support and evaluate the Executive Director



# Governance Role

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- ▶ Directors of a non-profit corporation are fiduciaries – persons who are under a legal and ethical obligation of trust
- ▶ Board members have two fiduciary duties:
  - ▶ Duty of Care
  - ▶ Duty of Loyalty

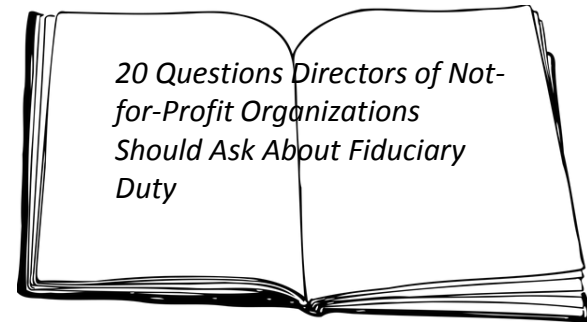
# Governance Role

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## Fiduciary Duties

- ▶ Duty of Care includes:
  - ▶ Duty to act honestly
  - ▶ Duty of diligence
  - ▶ Duty to exercise power
  - ▶ Duty of obedience
- ▶ Duty of Loyalty includes:
  - ▶ Avoiding conflicts of interest
  - ▶ Avoiding competing fiduciary duties

### Suggested Reading



<https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance/publications/questions-about-not-for-profit-fiduciary-duty>

# Governance Role

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- ▶ Regularly review governance functioning
- ▶ Annually assess the effectiveness of the board and oneself
- ▶ Participate as committee member as requested
- ▶ Participate in any training and orientation offered



# Strategic Role

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- ▶ Contribute to the setting of the clinic's:
  - ▶ Strategic direction
  - ▶ Vision/mission
  - ▶ Values
  - ▶ Long-term priorities
- ▶ Stay tuned into community needs and challenges





# General Oversight Role

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- ▶ Review the operational goals developed by staff
- ▶ Consider how clinic performance will be measured
- ▶ Regularly monitor the performance of the clinic
- ▶ Approve bylaws, policies and other recommendations



# Financial Stewardship Role

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- ▶ Protect assets
- ▶ Ensure financial health
- ▶ Assess risks

More specifically, Board members must:

- ▶ Know sources of revenue
- ▶ Monitor expenditures
- ▶ Ensure appropriate use of funds
- ▶ Approve budgets
- ▶ Review financial reports regularly



# Stakeholder Relations Role

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- ▶ Focus on relationship building
- ▶ Ensure accountability to members, funders, public at large
- ▶ Reinforce transparency of board information to members and others as deemed appropriate
- ▶ Participate in board advocacy efforts

# Board Member Conduct

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- ▶ Report conflicts or breeches
- ▶ Act honestly and in good faith and in the best interests of the clinic
- ▶ Support mission fulfillment
- ▶ Abide by all bylaws, policies and procedures
- ▶ Participate in collective decision making and accept majority decisions
- ▶ Develop and maintain a sound knowledge of the clinic



# Board Member Conduct

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- ▶ Maintain confidentiality of all board conversations, formal and informal, and all meeting materials and correspondence
- ▶ Contribute constructively, listen carefully, challenge sensitively and work to resolve conflict
- ▶ Work with fellow board members in a cooperative manner
- ▶ Support the Board Chair and Executive Director



# The Board Member Job Description



**Board Member JOB DESCRIPTION**

**EXPECTATIONS OF THE BOARD AS A WHOLE**  
The mission of ABC Organization is [mission].

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for

- determining the mission and purposes of the organization
- selecting and evaluating the performance of the CEO/ executive director
- strategic and organizational planning
- ensuring strong fiduciary oversight and financial management
- fundraising and resource development
- approving and monitoring ABC Organization's programs and services
- enhancing ABC Organization's public image
- assessing its own performance as the governing body of ABC Organization

**EXPECTATIONS OF INDIVIDUAL BOARD MEMBERS**  
Each individual board member is expected to

- know the organization's mission, policies, programs, and needs
- faithfully read and understand the organization's financial statements
- serve as active advocates and ambassadors for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for ABC Organization to advance its mission
- leverage connections, networks, and resources to develop collective action to fully achieve ABC's mission
- give a meaningful personal financial donation
- help identify personal connections that can benefit the organization's fundraising and reputational standing, and can influence public policy
- prepare for, attend, and conscientiously participate in board meetings
- participate fully in one or more committees

**BOARD MEMBERS ARE ALSO EXPECTED TO**

- follow the organization's bylaws, policies, and board resolutions
- sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- maintain confidentiality about all internal matters of ABC Organization

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- ▶ Clarifies expectations
- ▶ Handy tool when recruiting for new board members
- ▶ Links to board assessment
- ▶ Reviewed at least every two years

Helpful Link:

<https://boardsource.org/resources/board-member-job-description/>

# The Clinic Community\*

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*\*Click a logo to visit that clinic's website*



# Governance Quiz

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The following are key Board roles ... true or false?

- Fiduciary duty **True**
- Strategic **True**
- General oversight **True**
- Management of operations **False**
- Organizing social events **False**





# Governance Quiz

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The key to good not-for-profit Board governance is:

- Achieving the social mission
- Ensuring the organization stays viable
- Maintaining public trust
- Remaining accountable
- All of the above



# Governance Quiz

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- Achieving the social mission
- Ensuring the organization stays viable
- Maintaining public trust
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- All of the above



# Governance Quiz

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- ▶ The two key Fiduciary duties of board members includes:
  1. Duty of Care
  2. Duty of Loyalty
  3. Duty to Exercise Power
  4. Duty to Avoid Conflicts of Interest
  5. #1 and #2 above ✓
  6. #1 and #3 above
  7. All of the above



# Governance Quiz

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- ▶ Three key Financial Stewardship roles are:
  1. Protect assets
  2. Ensure financial health
  3. Assess risks
  4. All of the above ✓



# Q&A



# What's Next?

Upcoming Webinars



# Key Board Roles

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1. Determine vision and purpose
2. Ensure Effective Planning
3. Monitor and strength programs and services
4. Ensure adequate and financial resources The Board's Role In Managing Risk
5. Protect assets and provide proper financial oversight
6. Enhance the organization's public standing
7. Build a competent board Assessing Board Effectiveness Effective Board Meetings
8. Ensure legal and ethical integrity
9. Select the Executive Director
10. Support and evaluate the Executive Director Best Practices in ED Evaluation



Thank you!



<http://onboardlegalclinics.org/home.html>