

## ISAO INFORMATION BULLETIN (ISAO IB)

### Elected Directors' Commitments

2 October 2019

**References:** [Canada Not-for-profit Corporations Act](#) Statutes of Canada (S.C.) 2009 Chapter (c.) 23

[Articles of Continuance](#) (of ISA Ontario)

[Statement of Purpose of the Corporation](#)

[ISAO BY-LAW NO. 1](#) 30 April 2014, Revised 21 February 2019

[ISAO Policies and Procedures](#)

[ISAB IB - Director's and Officer's Responsibilities](#)

### Introduction

Accepting a nomination to be on the ISAO Board of Directors involves accepting the corresponding responsibilities and workload. It is therefore desirable for a nominated person to be aware of what these responsibilities and workload are. This Information Bulletin will outline and describe them.

### ISAO Board

The ISAO has an elected Board of Directors comprised of eleven (11) members. Officers of ISAO who make up the Executive Committee (President, President-Elect, Past President, Vice-President and Treasurer) must be elected Directors. In other words, the Executive Committee members are also Directors and are elected, by the ISAO members, as Directors. (Directors are also called "Board members.")

### Types of Boards

Not-for-profit corporations' boards of directors exist on a spectrum of two types of board: "governance boards" and "working boards." By "governance" is meant making policy and operating decisions on behalf of the membership in order to forward the purposes of the organization. This type of Board is typically comprised of persons who, because of their knowledge and experience, can provide advice that is valuable in the decision-making process. For example, the ISAO may wish to have as Board members, among others, a professional accountant for financial matters, an arborist educator for training development, a tree climber for organizing the Ontario Tree Climbing Competition, and so on.

A governance board member, in addition to the experience and knowledge in their professional area, will need to be familiar with the organization's corporate structure and legal governing documents. The relevant ISAO documents are listed (with links to the documents) just below the title of this bulletin. Directors would also need to do whatever research may be required in order to provide expert advice to the Board and staff in their specialist area and, as well, review governance documents in order to participate in decision-making within the organization's legal framework. Finally, Directors need to attend Board meetings and Committee meetings where such recommendations and decisions are made.

Working boards are different. They have all the responsibilities and duties of governance boards, but will also be active, working volunteers performing operational duties. For example, ISAO Board members have very full operational roles in planning and staging the Annual Educational Conference, the Tree Climbing Competition and Educational Seminars. The [ISAO Policies and Procedures](#) provides a full list and descriptions of the committees in which ISAO Board members and other volunteers play very active and busy roles.

The degree to which Board members may be “working” varies from organization to organization. Within the ISAO, Board members have always played a very vital role. The viability and operation of the ISAO and its programs are completely reliant upon the volunteer work of Board members and others. Of course, the ISAO’s small staff team is equally vital and hard-working. It is this team of staff and volunteers that together makes possible the continuation of ISAO programs that service its members, the industry and to a certain extent, the public.

### **Commitment**

Anyone accepting a nomination to be an ISAO Board member, therefore should be willing and able to make a commitment over their three-year elected term to contribute as follows:

#### Governance Responsibilities

- To become familiar with the governance documents (list and linked in the references section above) and to participate as a Board member in compliance with those documents
- To render, to the best of their ability, decisions that support the purposes of the organization and that conform with the legal requirements and procedures as outlined in the references above
- To attend at least 5 Board meetings per year requiring minimally 4 hours per meeting, plus travel time. These meetings are held during the day, typically between 10 am and 2 pm on Tuesdays.
- To spend time preparing for Board meetings by reviewing various committee reports, minutes, etc. so as to be able to participate meaningfully and efficiently in the meetings. (approximately 1.5 to 2 hours per meeting)
- To attend and participate as necessary at the pre-Annual Education Conference board meeting and the Annual Members Meeting that is held at the Conference

#### Working Volunteer Responsibilities

- To chair at least one standing committee (see list in the [ISAO Policies and Procedures](#)), leading that committee in working towards its mandate. The time commitment varies by committee but averages out at about 5 meetings per year and 4-5 hours per meeting, which includes preparation time but not travel time.
- To participate in other committees as may be appropriate and required. (see time commitment above)
- To actively work in executing and delivering the mandate of the committees of which one is a member, including organizing and attending meetings and events. For example, the Annual Educational Conference requires up to 4 full days of volunteerism; the OTCC is an up to a 3-day commitment.

## **Additional Contributions**

In the course of performing their governance and working volunteer activities, board members will also *potentially* contribute as follows:

- Gaining permission from their employer to attend meetings during working hours
- Using personal time to perform duties as required
- For those operating their own businesses, taking time away from business for ISAO duties.
- Covering transportation costs (personal vehicle or gaining permission to use a company vehicle) to attend meetings, events and for event planning travel
- Covering accommodation costs associated with attending events

Note: The ISAO does have some capacity to cover mileage and accommodation costs and does do so. However, currently much of this cost is covered personally by Board members or their companies. E-meeting through video conferencing is increasing being used to limit travel time and costs.

## **Summary**

The ISAO is completely dependant upon its Board members and other volunteers for the delivery of programs. It is essential that Board members, as leaders of the organization, fully assume their legal governance role, attending meetings as knowledgeable participants. It is equally vital that they set the example as active volunteers, encouraging others to participate as volunteers.

In the absence of the actual experience itself, it is difficult to appreciate the effect on one's personal and work life from such a commitment. Therefore, it is highly recommended that anyone seeking an elected Board position spend a few years as an active volunteer on an ISAO committee in order to get a sense of the time commitment and its effect on one. This has the added advantage of providing the committee member with a familiarity of the workings and procedures of the ISAO staff/volunteer committee team framework.

Prior to accepting a nomination as a Board member, one should be willing and able to make, as described in this bulletin, a substantial commitment to fulfill both the governance and working board member responsibilities. This commitment must include seeking prior agreement from one's employer, business partner, family – all those affected by the commitment involved.

Where a Board member is unable to meet their commitments, the workload increases for all remaining Board members and, inevitably, the welfare of the ISAO suffers. On the other hand, where Board members are elected with a full understanding of and commitment to perform the work involved, the ISAO team is strong and effective and the entire membership benefits!