



Governance, Decision-making, and Healthy Organizations

2026

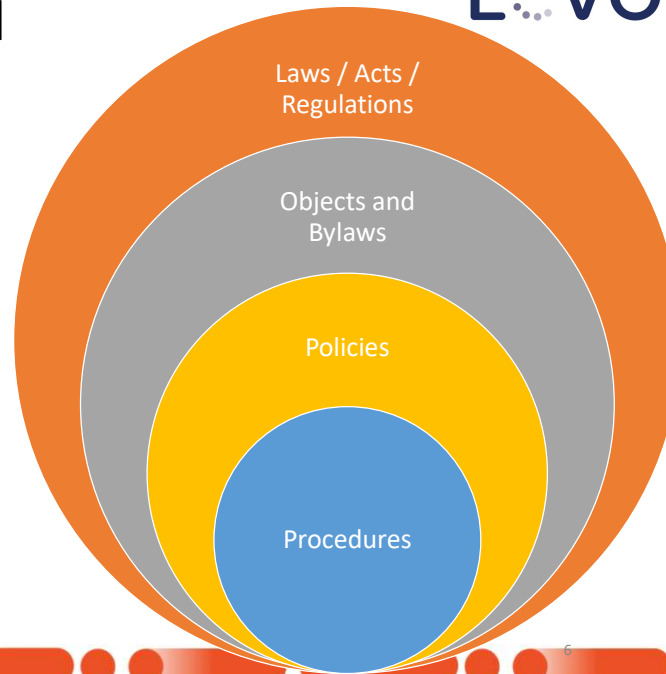


Understanding the governance landscape



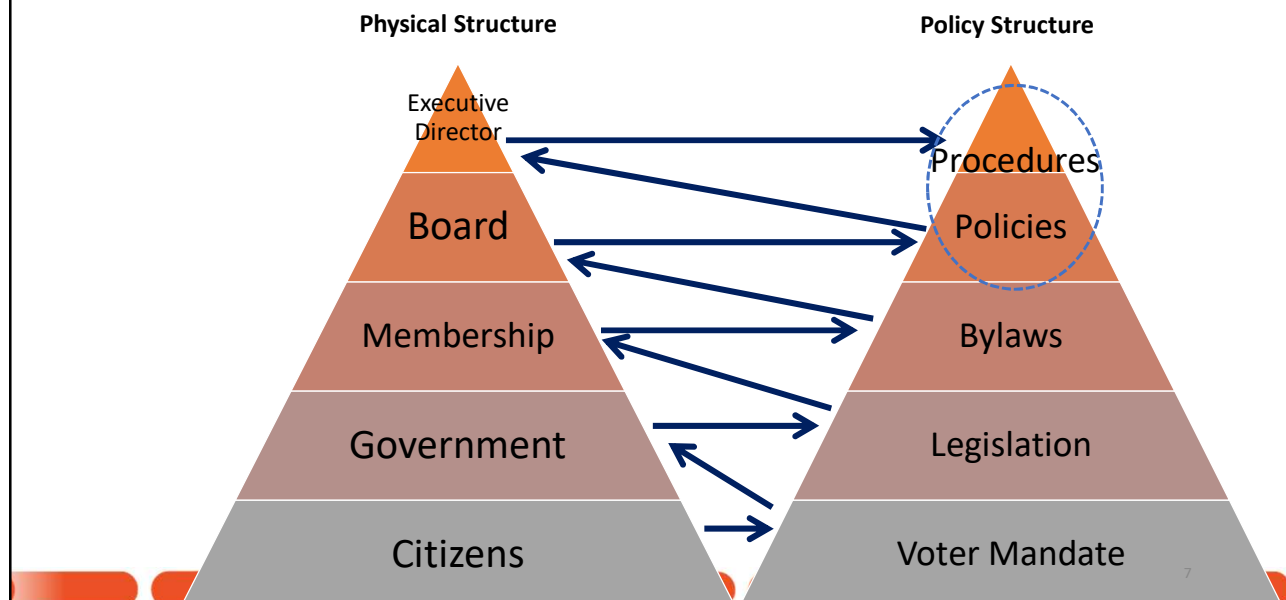
Understanding the Legal Framework

ECVO



Structure Explained

ECVO





The Societies Act

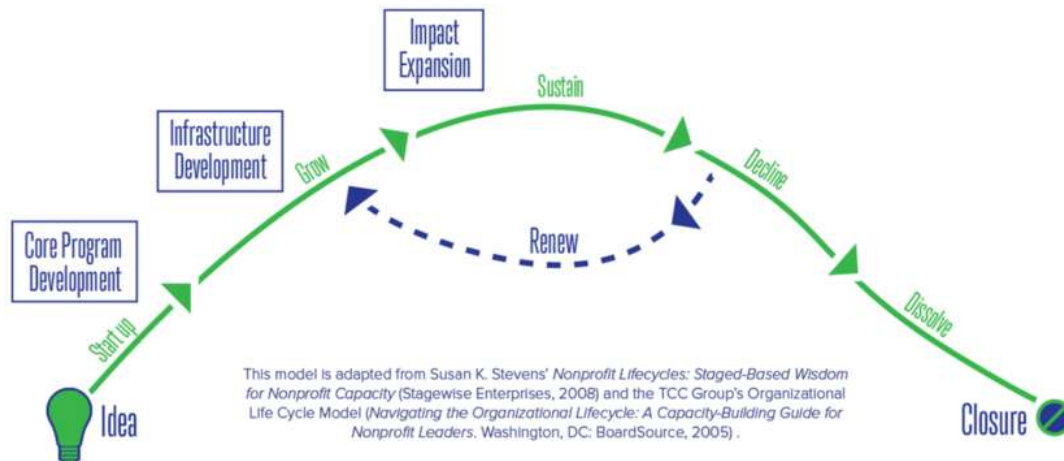
- The Act is the legal document under which societies can achieve their incorporation status.
- In the case of any unclear matter the Societies Act of Alberta is considered to have final authority.
- Nothing in a Societies bylaws can contravene the Act or any other laws that apply to the society.
- Acts are passed by members of the legislative assembly (MLAs).
- Many acts provide for laws to be made by regulation. Regulations are made by the lieutenant Governor in Council, by Ministers, or by boards or other entities, as authorized by the relevant act.



What are bylaws

- The basic rules of the organization that dictates who the organization:
 - works on behalf of,
 - is accountable to,
 - is governed by and how,
 - Holds accountability to.
- They are required in registering your organization.
- State what decision-making powers exist within your organization
- What individuals or groups have decision making powers,
- The extent and limits of those powers
- How those individuals get elected or those groups become formed.

Nonprofit Lifecycle



Where are you in the Nonprofit Lifecycle?

Lifecycle Stages		Idea	Start-up	Growth	Maturity	Decline	Crisis
Organizational Elements	Impact	Informal – Need established, best practices integrated & pilot launched	Pilot successful – Lessons integrated into design / Measurement starts	Established in marketplace – Strong results, partner-of-choice & consistent delivery	Consistent results through robust evaluation / Focused on continuous improvement, scale & system-building	Need exists, but nonprofit isn't partner-of-choice / Market duplication from other nonprofits	Demand near zero / Intense competition for resources & energy
	Brand	Not utilized	First official marketing materials – Primary method of marketing is word-of-mouth	Build-out of marketing & communication needs, including public & media relations	Sophisticated marketing & communications plan using multiple channels / Everyone equipped to tell story	Decreased public interest / Issue area not discussed in the media	Unable to attract media or public attention / Messaging does not resonate with public
	Revenue	Most are in-kind	Limited financial resources – Lives hand-to-mouth	More diverse financial resources with established relationships with funders, but still unpredictable	High degree of financial diversity with established relationships with multiple funders / Endowment exists / Higher degree of financial predictability	Funders are not renewing contracts and not contacting organization / Low cash reserves / Decreasing donor retention & loyalty	Cash reserves insufficient to cover operating expenses / Long-time donors tapped out
	Operations & Culture	Entrepreneurial Founder using volunteer resources for guidance / Culture is defined by Founder	Flat organization – Decisions are likely made by Founder / Volunteers needed for hands-on support / Culture is action-oriented	Founder has hired or becomes Executive Director and is key decision-maker with Board guidance / Increased division of labor & accountability as staff is hired / Culture is results-oriented / Volunteers are used as resources	Leadership is often second or third generation from Founder / Clear division of labor & accountability among staff / Culture is well-defined and serves as a competitive advantage / Volunteers are seen as ambassadors	Increasing turnover of staff & volunteers / Decreased ability to attract top talent / Decreased transparency	Inability to fill key roles / High contention & division among staff / Mistrust of leadership
	Governance	Not yet developed	Formal governance starts – Most likely homogeneous group	Board expansion – More diversity with more focus on planning & oversight	Board is more policy- & strategy-focused / Delegates management to Executive Director	Board members hard to recruit, retain & engage / Low focus of strategic issues	Board not fulfilling fiduciary responsibilities

What is good governance?



The board holds the values of the organization, fulfilling the mission as they work toward its vision.



Good governance is not one-size-fits-all.

Governance structures should reflect the organization's size, lifecycle, resources, culture, and community context.

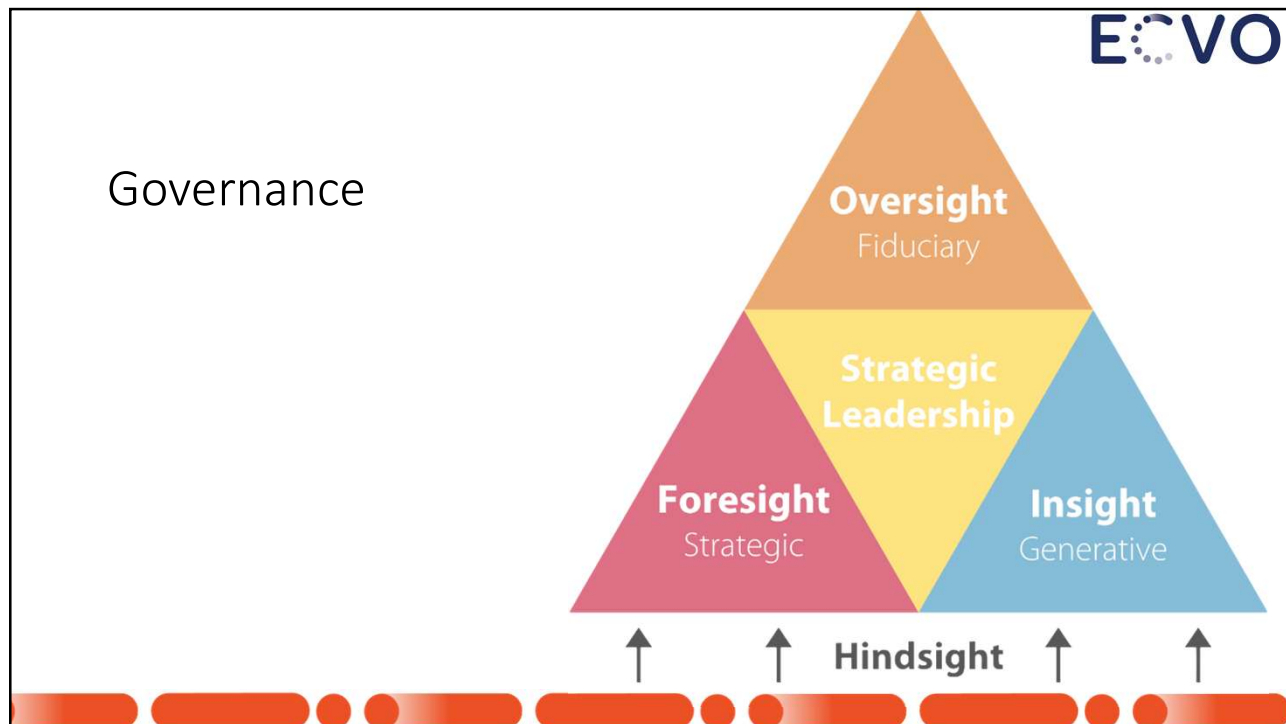


Nonprofit Governance

- Focuses primarily on compliance with legal and financial regulations.
- Decision-making is often centralized, with limited stakeholder involvement.
- Board oversight may focus on operational tasks, leading to micromanagement.
- EDI may not be explicitly considered in governance processes.
- Relationships with the community and partners are often transactional.

Good Nonprofit Governance

- Prioritizes compliance but integrates ethical leadership and accountability.
- Promotes inclusive decision-making, incorporating diverse stakeholder perspectives.
- Board oversight emphasizes strategic direction, vision, and long-term impact.
- Embeds EDI principles into policies, practices, and decision-making frameworks.
- Builds authentic, collaborative relationships with the community and partners to co-create solutions.





The Board as a Single Legal Entity



Decision-making authority resides strictly in the **collective board**, not in individual directors.



Individual board members have no personal power to bind the organization unless explicitly authorized by motion or bylaw.



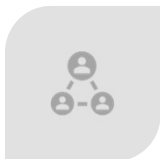
Board members hold the shared legal responsibilities of the non-profit society.



Once a motion passes, all directors share collective ownership and publicly support the board's legitimate decision.



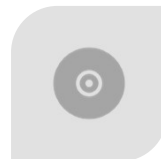
Stewarding Organizational Purpose



HOLDS THE **MISSION, VISION, AND CORE VALUES (MVV)** OF THE ORGANIZATION IN TRUST FOR THE COMMUNITY AND MEMBERSHIP.



SETS FUTURE-FOCUSED STRATEGIC DIRECTIONS IN THE BEST INTERESTS OF THOSE SERVED.



CONDUCTS ANNUAL REVIEWS TO ENSURE OPERATIONAL ACTIVITIES ALIGN WITH THE MISSION WITHOUT "MISSION DRIFT".



ESTABLISHES ETHICAL STANDARDS, EDI PRINCIPLES, AND DESIRED ORGANIZATIONAL BEHAVIORS.



Executive Oversight & Governance Framework Design

Hires, evaluates, supports, and sets compensation for the Executive Director (in policy-governing boards).

Clarifies boundaries between board strategic oversight and staff/volunteer operational execution.

Designs, evaluates, and updates the organization's governance framework, bylaws, and policies.

Establishes emergency succession plans and maintains board recruitment structures.



Accountability to Members & Public Trust

Delivers accountabilities to the society membership, ensuring proper General Meetings (AGMs) and transparent reporting.

Ensures compliance with statutory requirements, tax remittances, and funder commitments.

Builds authentic, collaborative community partnerships to co-create solutions rather than engaging in transactional relationships.

Acts as a trustworthy steward of public trust and community assets.



Collective Board vs. Individual Board Member

Collective Board Role:

- Defines strategy, policy, and budget.
- Speaks with a single, binding voice.
- Holds the Mission, Vision, and Values of the Membership and Organization
- Holds ultimate legal responsibility for the society.

Individual Member Role:

- Prepares for and attends meetings consistently.
- Exercises Duty of Care, Loyalty, and Obedience.
- Declares actual or perceived conflicts of interest.
- Respects and publicly supports legitimate board decisions.



Definitions and Clarity

Vision

What is the desired state of the world we hope to see?

- This is bigger than ourselves.
- It should help us identify the main direction of our work, our partners, and supply clarity on big questions.

Mission

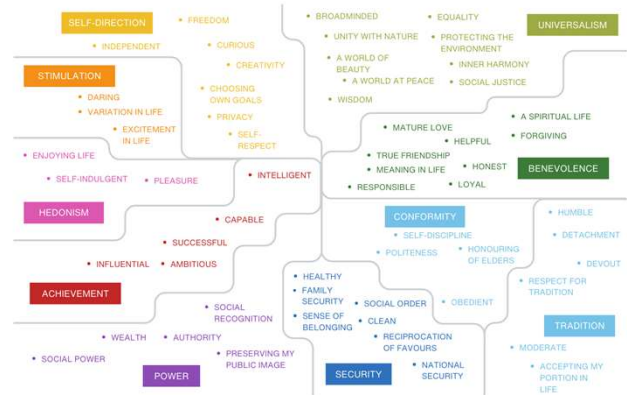
What is our role in creating this desired state?

- We can't do it all. Ex. We may want a world with no poverty, our role is to reduce food insecurity in our community.
- It should help us understand what projects and ideas we move forward with.

Definitions and Clarity

Values

- What principles are we not willing to compromise in our work?
- What do we stay true to as a collective of people working towards a common cause?



Understanding your Role

As a Board Member



Board Members must:

- Be (or become) knowledgeable about issues
- Review and understand the finances
- Follow through with commitments
- Have oversight on the organization
- Address uncomfortable situations
- Declare conflict of interests
- Bring your knowledge and worldview to the table to allow for the best decisions possible



Board member expectations:

Come prepared to meetings

Stay engaged and informed between meetings

Represent the organizations and not your interests

Seek out information you need to be informed in your decision making

Choosing not to choose is still a choice!



Duties of a Board Member

Duty of Care:

- Act with the care and diligence and skill that a reasonable person in the same circumstances would. Directors must diligently apply their skills, expertise, education and intelligence to the job of director – to ensure the organization is making reasonable business decisions.



Duties of a Board Member

Duty of Loyalty:

- Act honestly and in the best interests of the organization, ensuring that confidences are kept, and conflicts of interest are declared both actual and perceived. Publicly demonstrating acceptance, respect and support for decisions legitimately taken in the transaction of the Board's business.



Duties of a Board Member

Duty of Obedience:

- Comply with all applicable legislation and the organizations governing documents (by-laws, articles of incorporation etc.).
- Ensure that the organization is faithfully implementing its mission and not acting in a way that is inconsistent with the central goals and legal obligations of the organization and that the boards decisions are implemented.



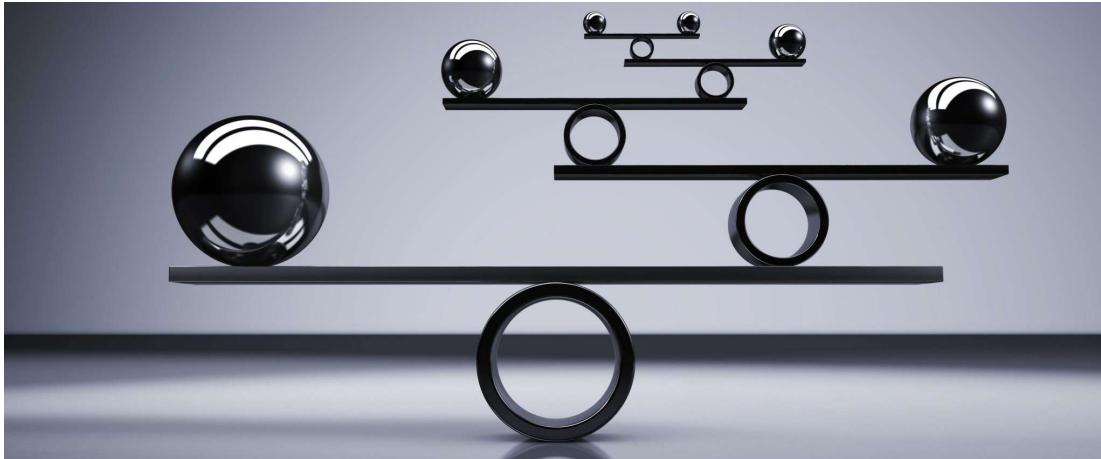
Governance Through a Community Lens

Ask:

- Who benefits from our decisions?
- Who is missing from our conversations?
- How do we gather community feedback?
- How does lived experience shape governance?



Governance vs. Operations



Understanding the work

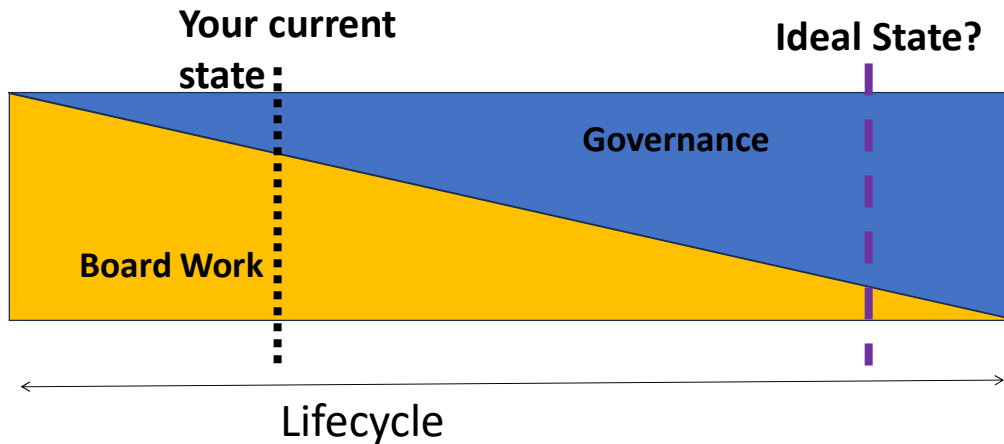
- Take 10 minutes to write down everything you do as a board member of your organization.
- 1 activity per Post-It Note

Voting
on
policies

Managing
Hall
Bookings

Taking
Minutes

What does a board do?



Governance vs Operations

Governance

- Holding the Mission, Vision, and Values of the organization
- Future focused decisions in the interest of the membership

Operations

- Doing the work of the organization
- Making decisions about the how of programs and services that are about "today"

The work

	Governance	Management	Operations (Delivering on the organizations Mission)
Board			
Executive Committee / Delegate Individual / Executive Director			
Staff / Volunteers			

The Who

There is a difference between
Tasks and Decisions

Role distinction matters

- There are different models we will use one of the RACI models

The Who

➤ Responsible

Those **responsible** for the performance of the task. There should be exactly **one person** with this assignment for each task.

➤ Assists

Those who **assist** in the completion of the task.

➤ Consulted

Those whose opinions are sought; and with whom there is **two-way communication**.

➤ Informed

Those who are **kept up-to-date** on progress; and with whom there is one-way communication.

Healthy decision-making practices





Good Governance is rooted in
the difference of perspective.

As a group, call out the
first thing you see.

I will go back through them after.



Perspective Matters

Can you see what I see?

Can I see what you see?

Can we see both at the same time?

Contexts plays a role in interpretation

When perspectives collide



We can step back as board members



Do some research



Reflect

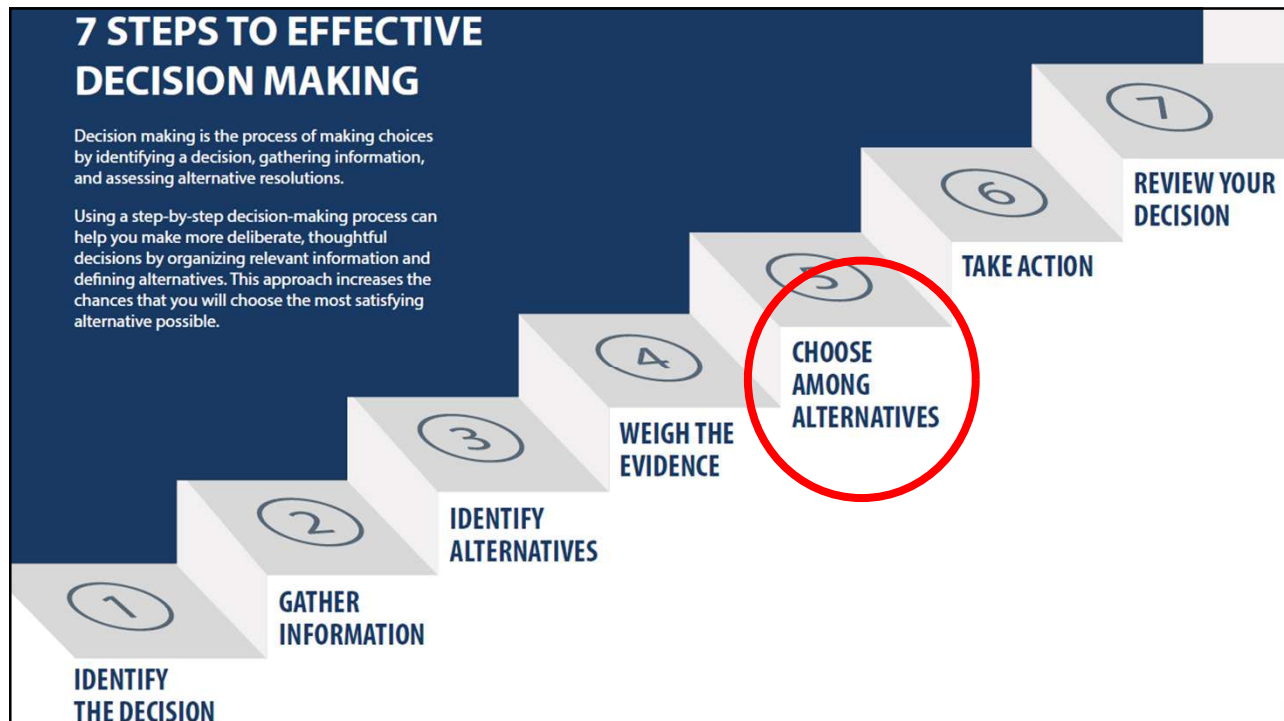


Discuss



And work to build a stronger understanding of our organization and its needs

We have a board so that we have a richer set of perspectives in our leadership



Everything comes down to trust

Trust:

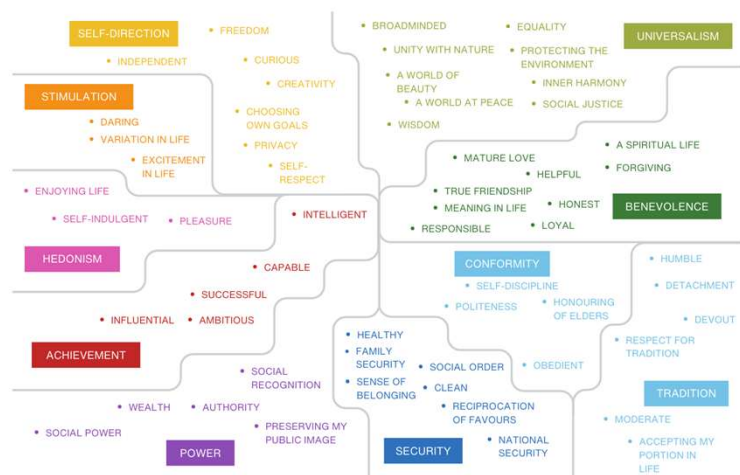
- Behavioural-based Trust
- Values-based Trust



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Before deciding, check seven things

Mission and values fit

Relevant evidence and financial implications

Stakeholder perspectives and lived experience

Legal, ethical, and reputational risk

Conflict-of-interest disclosure

Decision authority and participation roles

Documentation, ownership, and review date



Six practices for organizational health

- **Govern as one board.** Use collective authority and individual diligence.
- **Keep purpose at the centre.** Let mission, vision, and values guide choices.
- **Grow governance to the lifecycle.** Evolve structures and priorities as conditions change.
- **Clarify roles and delegation.** Make decision rights visible to the board, committees, and staff.
- **Include community and lived experience.** Broader perspectives strengthen accountability.
- **Decide with discipline.** Use evidence, surface risk, document decisions, and follow through.



Governance check-in

Rate your board today from 1–5 on each dimension:

- Role clarity and delegation
- Decision quality and follow-through
- Strategic focus and mission alignment
- Community accountability and lived experience
- Lifecycle Maturity
- Long-term sustainability and readiness
- **Which score changed most—and what evidence supports it?**
- Choose one priority for your 30-day commitment.



Reasonable diligence

- **A reasonable director:**
 - Prepares and asks questions before voting
 - Understands the financial position and significant risks
 - Declares actual, potential, and perceived conflicts
 - Checks alignment with values, law, bylaws, mission, and policy
 - Follows through and documents decisions and concerns
- **Good intent does not replace reasonable care.**



Your 30-day commitment

PERSONAL COMMITMENT

One board behaviour I will change

First concrete step—and date

Accountability partner

Evidence of progress by day 30

BOARD-LEVEL CHALLENGE

One conversation our board must start

One governance practice to review within six months

Who will bring this forward—and when?



Questions?

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