



CAMGA Board of Directors Operating Principles

Why Operating Principles?

To define the governing approach of the board of directors and establish the group and individual behaviour expectations for the board and its directors, including the proper use of authority, following of governance best practices, fostering continuous improvement, and holding directors accountable when acting as board members.

Policy:

- Members of the board of directors must be loyal to the organization. This loyalty supersedes any advocacy for special interest group, membership on other boards, and personal interests of board members or staff.

As a policy governance board, the focus is on:

- carrying out its duties and responsibilities;
- acting honestly and in good faith in the best interests of the organization;
- strategic leadership;
- direction setting;
- defining outcomes; and
- advancing the profession consistent with the mission of the organization, and the needs of members.

- The board keeps its major involvement to the long-term impact of the organization, and the setting and monitoring of a strategic plan. The board does not involve itself in the operational process of attaining the outcomes.
- Through due diligence (i.e. informed decision-making), the board will direct and control the organization through the establishment of policies.
- Directors act within and support all board approved policies. Directors who have abstained or voted against a motion must adhere to and support the decision of the majority of directors.
- Decisions once made by the board of directors will not be revisited for a period of one year unless new information is presented to the board and that the board agrees that reconsideration of the decision is justified.
- The board enforces upon itself whatever discipline is needed to govern with excellence.

Discipline applies to the following:

- attendance;
- treatment of individual directors and staff with dignity and respect;
- respect of role definition;
- speaking with one voice once decisions are made; and
- self - policing adherence to policy and operating guidelines.

The board will govern in an open and transparent manner to ensure accountability to CAMGA members for accomplishment of its obligations as a board.

- Directors will not use board information for their own direct benefit or advantage.
- Directors shall keep information confidential whenever required in the best interest of the organization.

- Individual directors will not interfere with the duties of the CEO or undermine their authority with employees.
- Only the Board Chair, President and Managing Director may speak on behalf of the board.

Monitoring:

The board of directors will monitor the effectiveness of this policy and operating principles through:

- Regular discussions of the board's own process and performance to ensure continuous improvement of board policies, processes, and systems.
- Annual board evaluation.
- Regular policy review.

Expectations and Meetings:

- Directors will carry out prescribed duties and obligations of board positions.
- Directors will take the oath of office at the commencement of their term of office.
- The board will take actions and make decisions that reflect legal and financial responsibility, due diligence (i.e. informed decision-making), and strategic oversight.
- Directors will demonstrate knowledge regarding the organization, the strategic plan, existing governance policies and the by-laws.
- Directors will act with reasonable care in decision-making.
- Directors will be prepared for meetings, listen to others, be courteous, and speak up on matters of importance.
- Directors will ensure that the organization is well-managed, not directly manage the organization.
- Directors will participate in any governance orientation or professional development organized for board members.
- Directors will provide feedback on board processes and identify opportunities for improvement.
- Directors have no individual authority except as a collective of the board.

Accountability:

Directors will immediately resign their position as a director of the Canadian Association of Managing General Agents in the event that they, or that two - thirds (2/3) of their colleagues on the board, have determined that they have breached the Operating Principles

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