

Bill Reid Foundation
Area: Process Policies
Specific: Board Diversity and Decision Making

Date Adopted: March 31, 2016

Reviewed: March 29, 2018

The Board will seek to reflect, in its membership and its deliberations, the diversity of its Ownership and Constituencies. The Board will govern with a proactive regard for diversity of views and opinions, while recognizing that its authority is corporate, represented by “speaking with one voice.”

1. Board discussion will encourage diverse and dissenting points of view to be expressed.
2. The Board will speak with “one voice,” taking care not to present conflicting messages regarding its decisions to its voting members, Constituencies, or Staff.
 - a. Board decisions will be stated as clearly as possible in written form.
 - b. Only written Board policies will direct the work of the Director & CEO.
 - c. Board committees will be used to assist the Board in its work of decision-making, not to exercise authority over the Director & CEO or substitute for the authority of the Board.
 - d. Board members as individuals will exercise discipline by not directing Staff.
 - e. Board members will exercise discipline by not misrepresenting the decisions of the Board to the ownership and public.
3. A quorum for the conduct of business shall be half of the members of the Board, except for policy making with respect to the Ends Policies.
4. The Board will strive to come to decisions by consensus. When consensus is not available, decisions may be taken and policies may be adopted, repealed or amended by a majority vote – except in the case of Ends policies, which require a two-thirds vote.
5. The Board may make decisions at its regular meetings, or by conference call or by electronic polling.
6. An emergency meeting of the Board to address a specific, stated concern shall be convened at the call of the Board Chair, or at the written request of at least five members.