

**COASTAL RESEARCH, EDUCATION, AND ADVOCACY  
NETWORK (CREAN)**



**BOARD OF DIRECTORS MANUAL**

Updated May 2021

## **TERRITORY ACKNOWLEDGEMENT**

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CREAN is located on unceded Coast Salish Territories, specifically of the Lekwungen and WSÁNEĆ peoples. The term Coast Salish is used to encompass a number of Indigenous peoples, including Esquimalt, Hul'qumi'num, Klahoose, Lekwungen (Songhees), MALAXEt, Musqueam, OStlq'emeylem, Pentlatch, Scia'new (Beecher Bay), Sliammon, Shishalh, Skxwú7mesh-ulh Úxwumixw, Stó:lo, Straits, Tseil-Waututh, T'Sou-ke, WSÁNEĆ (Pauquachin, Tsartlip, Tsawout, Tseycum), and Xwemalhkwu.

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## WELCOME!

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Thank you for your interest in joining the board of directors of the Coastal Research, Education, and Advocacy Network (CREAN). CREAN has been around since 1983, first as Vancouver Island Public Interest Research Group when UVic students voted to join BCPIRG. CREAN officially changed its name in January 2020.

We are a not-for profit organization committed to empowering vulnerable low-income and racialized youth through research, education, and advocacy. Our community-based research informs our services, with the intention of deepening connections and improving the lives of youth, families, and their communities. We work closely with residents and community leaders to advocate, both locally and nationally, on behalf of youth to make our province a better place to live.

## CREAN'S BOARD OF DIRECTORS

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The Board oversees the organization, working with staff to ensure that operations are running smoothly and effectively. This includes overseeing an annual budget and long-term planning. We'll be getting into Board responsibilities in more detail in the pages to come.

There are eight seats available for board members, and elections take place at an annual general meeting once a year.

**CREAN staff** are hired by the Board to run the daily operations of CREAN. Staff are activists, researchers, and educators who are trained to assist community members in finding information and resources, starting new projects, and sustain ongoing campaigns.

**CREAN volunteers** get involved through organizing events, services, and assisting with community-based research.

## WHAT IS THE PURPOSE OF CREAN?

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While we hope that the above information gives you some idea of CREAN's purpose, sometimes it is helpful to have these things broken down. So, for your reading pleasure, we've included a list of CREAN's mission, vision, and values:

Mission: Empowering vulnerable youth through community-based research, education, and advocacy. Using applied research to inform our services, with the intention of deepening connections and improving the lives of youth, families, and their communities.

Vision: We envision a world where youth with the fewest resources are elevated to achieve their greatest potential.

Values: These core values inspire our clients, staff, and drive everything we do - including our approach to work, the decisions we make, and the way we collaborate.

- Intersectionality: We use an inclusive approach in our considerations of the ways that gender, sexuality, race, class, ability, religion or nationality affect young people’s lived experiences.
- Collaboration: We know we can’t do this alone. We value working with a community of people with diverse perspectives and backgrounds.
- Compassion: The services we provide surround youth and families with kindness, care, build on their strengths, and embrace unique talents, interests, and accomplishments.
- Responsiveness: We listen deeply to and respect youth and families with whom we work. We do what it takes to respond, and are adaptable our approach.
- Leadership: We prioritize ongoing education for both ourselves and our clients. We constantly seek out new ways to be effective and use research and data to help us be successful.
  - o Solution-oriented: We are not bound by tradition and constantly push our proven approach with new, innovative ways to respond to community needs . We strive to be forward-thinking and always ask if there is a better way to do things.

## WHAT DOES THE BOARD DO?

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You might be thinking that it is all very well to know what CREAN is about, but what is it that you, as a Board member, are responsible for? In this section we will outline the roles and responsibilities of Board Members. Members of the Board share the responsibility of overseeing the organization and collaborating with staff to ensure the smooth and effective

functioning of the organization.

We also suggest that you take the time to sit down with staff and other Board members if you have any questions, as these individuals are a wealth of information.

General Duties:

As CREAN's formal decision-making body, members of the Board share the responsibility of such tasks as fund management, staff supervision, and long-term visioning for the organization. Board members work in consensus as a collective to make decisions about the organization, and rotate/share the formal roles of Chair, Secretary, and Treasurer, which are imposed on us as a registered society.

Some general duties of Board members include:

- Planning and setting long-term organizational goals;
- Approving the budget, ensuring it meets organizational needs, and ensuring fiscal responsibilities are met;
- Ensuring that CREAN fulfills its legal obligations for an AGM and election;
- Addressing any legal questions that arise;
- Signing contracts on behalf of the organization
- Addressing and working to resolve any arising issues (internal and external) concerning the organization.

## **TIME COMMITMENT:**

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If you have joined, or are planning to join, the Board, you should be prepared to make a minimum time commitment of roughly 2-5 hours a month. The actual time commitment can sometimes vary from week to week or month to month, depending on how active the organization is at any given time. The board meets once a month and meetings usually last one hour.

You are expected to understand your legal responsibilities. It is certainly something to be taken seriously, however, Board members are protected by liability insurance, meaning that the organization will pay for any damages incurred by the organization, relieving Board members from individual financial culpability in such circumstances. In the case of such a scenario. Board members could only be asked to pay damages once the organization's resources were

exhausted.

Such a scenario, however, is extremely unlikely (almost unheard of ), and even less likely in the case of an engaged and aware Board.. Solid decision-making and thorough training of staff, new Board members, and volunteers also make it less likely that such a situation should occur.

Under the BC Societies Act, Board members have fiduciary duties, meaning that they should act in good faith and in the best interest of the organization. The society constitution also stipulates that there be:

- (a) At least one meeting every month, except during the months of May and August when meetings can be held as necessary
- (b) Four Board Members present for quorum.

Board members are expected to participate in at least one committee.

A board member's position may be declared vacant by a seventy-five percent (75%) resolution of the Board if

- (a) The Director misses two (2) consecutive board meetings without reasonable notice.
- (b) A Director's position may be declared vacant where a Director resigns or will be absent for an extended period of time.

## **ARE THERE LEGAL RESPONSIBILITIES?**

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Yes. Legally, Board members are responsible for the activities and operations of CREAM. This includes staff and volunteer activities. It is important to note that missing a meeting does not mean you abdicate responsibility for a decision made or action carried out as a result of that meeting. Not that you need legal responsibility to staff. Board members are the employers of both permanent staff and contract staff, all of whom are afforded the same treatment in terms of harassment protections and progressive discipline).

The Board has a personnel committee that deals with all issues relating to staff. Board members should be aware that all personnel matters are strictly confidential and cannot be discussed with those outside the Board unless there is some reason why that is necessary (e.g. speaking to a volunteer who made a complaint about the staff as to the nature of the complaint, or seeking legal advice regarding a staffing issue).

Except where permanent staff are reporting to the Board on personnel matters, all staff and non Board members must be asked to leave a Board meeting during such discussions so that the Board can meet "in camera" about personnel issues. Even when a staff person is reporting on the issue to the Board, they can be asked to leave before the Board discusses the matter and makes a decision.

Volunteer Canada usefully outlines the responsibilities of directors as such:

The basic responsibility of directors is to represent the interest of the organization, their members and their constituencies in directing the affairs of the organization, and to do so within the law. In their role as 'trustee', directors must adhere to three basic principles:

1. Diligence: to act reasonably, prudently, in good faith and with a view to the best interests of the organizations and its members;
2. Loyalty: to place the interests of the organization first, and to not use one's position as a director to further private interests;
3. Obedience: to act within the scope of the governing policies of the organization and within the scope of other laws, rules and regulations that apply to the organization.

## **BOARD OPERATIONS**

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### **DECISION MAKING**

The current decision-making method employed by the Board is consensus, with a fallback to a vote. Consensus is a method in which all members take an equal part in the decision-making process. This means that a decision is not complete until everyone in the group feels comfortable with the decision, and is able to implement it without resentment. Consensus is a process during which people discuss a proposal, and keep changing it to take into account different ideas or disagreements.

It is important to keep in mind what Consensus Based Decision making is NOT. It is not a process where you have leave to give lengthy speeches or selfishly tie up the group. It is not necessarily 100 percent agreement, nor is it a space where pressure should be allowed to settle disagreements. For a consensus based decision to be reached, it is not necessary for every individual involved to feel the solution reached was the one they most wanted or supported. Instead, it may be the solution is what individuals feel was the best possible one



that could be reached at the time, given current circumstances.

A consensus-based decision process for the CREAN Board might look something like the following:

1. The topic of discussion/problem needing resolution is agreed upon.
2. A round in which each person is given several minutes without comment or interruption to state his or her thoughts/feelings about the issue is initiated. Note that it is important for listening members to listen actively - listen for agreement or qualms.
3. If it appears there is general agreement, the facilitator of the meeting would state what they hear in question form, e.g. "Do we all agree that we'll meet once a month for the next six months, and at each meeting a different Board member will volunteer to facilitate?" A round may then be initiated again to gain a response from people, remember, do not make the assumption that silence indicates agreement.
4. If there is no agreement, ask those who do not agree to outline their objections. At this point, several options may be presented:
  - a. A break is proposed in which people may think and collect their thoughts.
  - b. The proposal is changed taking objections into consideration.
  - c. People who felt one way may be convinced to a different view.
  - d. A new proposal is made.
  - e. The decision is postponed, in such a case members from opposing sides may be assigned to work together to come to a compromise.
  - f. If one or two people are blocking consensus, remember you cannot override; they must override themselves. These individuals can choose to allow the group's needs to be more important than their own. In some cases, they may choose to clearly state their thoughts, 'stand aside' from the decision, and allow the group to go on in the interest of time. In such a case, it is useful if the lack of consensus is recorded in the minutes, and the group agrees to reconsider the decision after a trial period.
  - g. As a last resort, CREAN Board may opt to vote after a set amount of time. Historically, this has been after 30 minutes, and there must be a 75% majority in favor of the decision. One exception is that Robert's Rules is used at the AGM.

## **PREPARING FOR MEETINGS**

The Board is active from the AGM in March until the AGM of the following year.

Board meetings are scheduled according to the availability of Board members. At the start of each year, Board members will choose a regular day/ time for the meeting (e.g. the first Tuesday of the month), so that meetings are predictable and easy to plan around. It is important to choose and stick to the meeting dates originally chosen. A minimum attendance of four Board members is essential for quorum. While sometimes situations may arise preventing one or more Board members to attend, it is inconsiderate to assume meetings will be planned around individuals changing schedules on a monthly basis.

For each meeting, a facilitator and minute taker will be assigned. Typically the facilitator will also prepare the meeting agenda in advance, with the assistance of the Executive Director. Agendas will be sent out via email at least 24 hours in advance of the meeting.

Board members are encouraged to read meeting agendas, staff reports and associated documents in advance to facilitate quicker meetings and informed decision making.

Items to be added to an agenda must be forwarded to the Facilitator or Executive Director at least three days before the scheduled meeting, so that they can be added before the agenda is sent out.

### **A Typical Meeting Agenda:**

1. Territory Acknowledgement
2. Confirmation of meeting roles, check-ins (often in the form of a round).
3. Approval of agenda (including order of items, and time limits for discussions)
4. Review and approve Board minutes from the previous meeting
5. Review and approve Staff Reports and any related decisions
6. Finance items
7. Committee reports/check-ins
8. Select Facilitator for the following meeting

## **MEETING ROLES**

Roles at Board meetings are rotated each meeting. Ideally, individuals will try different roles; however, there is no pressure to try a role you do not feel comfortable with.

**Facilitator:** Usually this is the same person who compiles the agenda ahead of time. Their role is to keep track of what the group is talking about and how they are talking about it, to ensure everyone has a chance to be heard, and to ensure the consensus process is being followed (although everyone is equally responsible for making the meeting run smoothly).

**Minute Taker:** This can seem a tedious task, but the Board is making decisions that staff and others need to know about in order to carry those tasks out. Minutes include who was in attendance, what was decided, and what actions are needed to follow up on decision. A minute taking template is available for download. Minutes should be posted to Google docs immediately after the meeting, where Board members may access them. Board members should read the last meeting's minutes carefully for accuracy and clarity, and identify corrections they would like to see made. At the beginning of the next meeting, minutes are approved/corrected, and then signed by one Board member, before being added to the official record.

**Territory Acknowledger:** CREAN is on unceded Coast Salish territories. Specifically, we are located on Lekwungen Territories. As a Board member, settler, or ally, you can do your homework to learn more about this. Staff will be able to direct you to resources made available from previous working groups and in the resource library.

How Do Community Members Contact the Board?

Community members usually consult the Board by sending written requests via e-mail to the Executive Director, or directly to the board via [board@creansociety.org](mailto:board@creansociety.org). Sometimes they approach staff directly to speak to the board during a meeting.

## **Other Details**

### **EXPENSES**

Board members cannot be paid for their work, but are not obliged to pay any expenses they incur in the process of doing Board related work. If you pay out of pocket for something to do with your work at CREAN (e.g. gas for a trip to the retreat, or food for a meeting), you can fill out a cheque requisition form and be reimbursed. Instructions on how to do this are included in the office manual, or you can talk to the Executive Director. Please be advised that cheques

are signed and available for pick up weekly.

## **BOARD COMMITTEES**

Board Members are expected to participate in one or more committees, as part of their responsibilities as Board members.

### **FINANCE COMMITTEE**

The finance committee is composed of two or more people. This committee meets a minimum of three times per year with the Executive to draft the organizational budget and prepare money-related business for Board decisions. The committee's mandate is to give direction on financial decisions, advise the Board on financial matters, develop transparent and accessible financial practices, and maintain a more in-depth understanding of CREAN's financial position than is possible at the general Board level. During preparation for the Annual Financial Review, audit, and next year budget planning, the committee may meet more often.

### **CONFERENCE COMMITTEE**

This committee is composed of one to two people. This committee works with staff to organize CREAN's annual conference "Cracks in the Concrete".

### **PERSONNEL COMMITTEE**

This committee is composed of two or more Board members. The Personnel Committee plays a crucial role in maintaining good communications and relationships between staff and the Board. Core tasks include: supporting staff in organizing yearly work plans and responding to concerns and issues involving staff as they arise.

### **POLICY COMMITTEE**

Comprising of at least to two Board members, this committee is responsible for reviewing and updating organizational policies.

## **ONGOING BOARD ROLES**

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## **SIGNERS**

There needs to be a minimum of three signers available to stop by the office as needed to sign cheques (only two signatures are needed for cheques, however, having four signers ensures there are always two people available to carry out this task). Signers must set up a meeting at RBC in order to gain authority to sign on the bank account. Ideally, signers are individuals who are in town throughout the year.

## CONCLUSION

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Thank you for taking the time to read this introductory manual for Board Members. It is important to note that this is a working document, and suggestions and updates are always welcome to improve the resources available for new Board members. You are also encouraged to access the supplementary materials that have been provided for Board manuals. These documents include:

1. Organizational Structure Diagram
2. List of Board Members Contact Information
3. CREAN Constitution and Bylaws
4. Most recent annual report
5. Board Policies
6. Executive Director position description
7. Recent Board Minutes

## SUPPLEMENTARY MATERIAL

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### CREAN ORGANIZATIONAL CHART

