



Creative Champions Network Webinar – November 17, 2020

Governance Policies: Why, Which, When, How?

Speakers:

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Susan Pigott, Board Chair of Artscape

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Transcribed by: Michelle Parson, Alexandra Loewen and Hasanika Mediwake

00:00:00 – 00:01:55	Jaclyn Rodrigues	<p>Okay. Well, it's two o'clock. So I'd say it's time to start. Well, good afternoon everyone and welcome. My name is Jaclyn Rodrigues. And I'm the Community Engagement Manager with Toronto Arts Foundation and we're delighted that you're able to join us today for this webinar.</p> <p>It's quite breezy and cold out there, so I hope everybody's at home or you know safe somewhere warm today. I'll keep my remarks brief as my role really is as a moderator for our Q&A and help troubleshoot any technical issues that might arise. Some of you may know the foundation is hosting this webinar as part of our Creative Champions Network. Jini Stolk who is our Network director will be giving just a quick introduction after I finish speaking, but you know with that being said we hope for a smooth session. We are really grateful for your patience as we troubleshoot anything that may come up.</p> <p>Second on my list is to set the proverbial stage for today's webinar, after some introductory remarks we'll proceed with the presentation if you have any questions for any of our presenters please use the Q&A function please feel free to ask us a question at any time during the presentation via the Q&A function. We ask that if your question is for a specific presenter or speaker that you identify them in your question to us. We'll address questions at the end of today's webinar and while we'll strive to get to as many questions as possible, we'll prioritize the most frequently asked questions.</p> <p>While no one requested ASL interpretation for this session the presentation would be shared after the fact; there'll be a recording and any URLs that are shared in the chat will be made available following today's presentation and there will be a transcription of today's session</p>
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		<p>as well. With that I will turn it over to Jini Stolk our Creative Trust fellow and leader of the Creative Champions Network. To you Jini .</p>
<p>00:01:56 – 00:06:23</p>	<p>Jini Stolk</p>	<p>Thank you so much Jaclyn and to you and Alexandra both for troubleshooting and for all of the invaluable work you do behind the scenes to make this session happen... and thank you to everybody joining us today. It's a very interesting group and I'm actually delighted to see you all such a lot for such a large variety of Arts organizations are coming together today and that's very gratifying. So to begin I realize that there's no need to talk about uncertainties, disruptions and the changes we've all been dealing with with our organizations. The past couple of months have been overturning our business models and blowing up all the standard ways that we can work.</p> <p>Not surprisingly this has led a large number of boards to seek clarity out of confusion even retroactively and by returning to one of the central basics of their responsibilities and of good governance. I personally have never believed that governance policies are - but some people still say - the boring part of board work. They've always seemed to me intensely useful, a way to throw light on what an organization values; how it works; and how people who are most invested in the success of the mission work together to advance it. Happily the people on today's panel also don't feel governance policies are boring. I'm very happy to welcome three wise and experienced individuals who in addition to their impressive professional life which are detailed in the bios that were sent out in the invitation for this session, have devoted a very significant amount of time and Leadership to board and community involvement.</p> <p>With us today are Brett Ledger who is a senior litigator with the Oxford Law Firm and he's been engaged in the Arts Community for many years, particularly in the world of dance, visual arts and theatre. He chaired Desrosiers Dance Theater, was a member of the board of Dancemakers and Creative Trust and is currently on the boards of the Koffler Centre of the Arts, Coal Mine Theatre and Toronto Outdoor Art Fair.</p> <p>Susan Pigott has a long career in a variety of Social Service and Healthcare organizations and has been involved in many public policy initiatives. She's been a board member of organizations including Toronto Community Foundation, Tides Foundation, Sick kids and Soulpepper Theatre and is currently the board Chair of Artscape.</p> <p>Michael Herrera Chief Financial Officer at George Brown College has spent a career in the not for profit sector including the United Way Greater Toronto. His community involvement includes past governance roles with Crows Theatre, Toronto Foundation, Ontario Museums Association and more. He currently serves on the boards of Crows Theatre Foundation, Toronto Arts Council, Toronto Arts Foundation and Making the Shift.</p>

		<p>When we begin I'm going to ask each panelist in turn to talk about the three most important ideas, tips, pieces of good advice they want to share and we're all going to allow plenty of time for discussion both among the panelists and by you joining in with your own questions</p> <p>Just before we begin I want to acknowledge that while we're all joining the session from different places the land we're working on has been the site of human activity for 50,000 years and has been the traditional territory of many First Nations people. Please join me in reflecting, honouring and celebrating the wisdom with which they have stewarded the land and the living beings we share the earth with, as well as their strong and vital presence as leaders in forging the future we're building together now. thank you</p> <p>So let's begin. Brett would you like to start us off with your three best pieces of advice around governance policies?</p>
00:06:24 – 00:23:26	Brett Ledger	<p>Thanks Jini, I'm happy to.</p> <p>Let me start by saying our Topic today governance policies is of course a subset of a much broader topic which is of course good governance in your organizations, and I know that many of you would be very familiar with governance policies and structures, others may be less so. But essentially governance is there to create efficiencies in your organization, accountability and even a sense of identity for your organization. Some of the essential tools to get you there would include the policies that we're going to talk about today. Some of the questions that I'm going to be dealing with are: How do you create a policy from scratch? What policies are advisable? What policies are required? What should they cover? I'll get into those things as I go through my comments.</p> <p>One of my problems here is we have an hour and there are of course dozens and dozens of policies which may be appropriate for your organization and the policies will vary from one organization to another. They may be very different for visual arts than they would be for theatre for example but many of them are in common and I'm going to focus on some of the ones that are in common to try to reach as broadly as I can. They may be human resource policies or employment policies, they may be codes of conduct, conflict of interest policies, they may be strategic planning process policies, they may be financial reporting policies.</p> <p>All of these sorts of things have to be created ultimately and I know not every organization including many of the ones that I've been involved in have succeeded in putting all of the requisite policies in place and we're working on all of that. One of the things that you should be aware of is the huge resource-base you have available to you when you're creating new policies.</p> <p>Jini has put out some materials on this, the City of Toronto website has precedence as does the Toronto Arts Foundation, the Ontario government and usually pretty simple searches: City of Toronto Violence</p>

and Harassment policy will get you to a precedent or at least a starting point. Some of the policies are in fact required by law by your organizations. An example would be violence and harassment policies are required by law. Some of these policies are required as part of funding applications, for example to the city. Some are simply position statements that arise out of social movements like Black Lives Matter. They may come out of the Truth and Reconciliation Commission. They may sometimes emerge and be useful in situations where you have a traumatic high-profile event occurring within your organization.

So I'm going to go through the three things now as promised by Jini. One is the process for setting up policies. Second, I'm going to give you a few thoughts on some specific policies and third I'm going to talk about some pitfalls that you can hopefully avoid which have not always abided. Policies of course set expectations for employers in terms of behaviour for the employees Board members, contractors and like, but they also should set road maps for how you deal with events which occur in the life of an organization which require investigation and remedy. So, I'm going to give you basically 7 steps which I use when I'm drafting a policy and I'm going to have to go through them very quickly. And you could perhaps make a note and if you have questions we can talk about some of them in more detail. Policies are generally created either under an existing committee which the board has set up... your organization may have a human resource committee for example, or they may have a finance committee which might deal with a conflict of interest policy. But if they don't you can indeed to set up an ad hoc committee to deal Specifically with the policy in question. It would be a specific purpose committee. For example, to create an anti-harassment policy.

The second step is: name a committee chair. It is important to have someone who's in charge of this mechanism that you're putting in place. The role of the chair of the committee is to push the process forward, accountability to the board, focusing on important issues that need to be discussed by the committee, setting agendas for the committee. For example, in an anti-harassment policy it would be very important to discuss the complaint process. There's usually a lot of discussion around how complaints are formulated and received. It's for the chair to set those sorts of agenda items.

The third thing is to discuss how many people you want on your committee and who should they be. I like small. I like no larger than 3 when I'm setting up a committee, perhaps for obvious reasons: they can become unwieldy, you can get bogged down. So, when I'm setting up a committee I look for ideally someone who's had experience in policy work before, maybe someone with some legal training or maybe someone who's had HR experience. But I really feel that except for highly complex matters raised three is probably an ideal size. Sometimes you would want to put an outsider on your committee, as a quasi-consultant. And we did that in one of my organizations where we were dealing with some fairly complex space issues and Rental issues and the future of the

organization, and none of us really had any experience in that nor did any of our staff we found someone who volunteered her time very nicely and had considerable experience in that area and sat with us on our committee and so I encourage you to do that when you need to. There would be time for some issues where you don't have the expertise.

Number four is: decide who has the Pen. By that I mean who's going to be the primary drafts person on your committee. You need to have one individual with that responsibility. It creates uniformity within the policy and it creates responsibility so I encourage you to find out who might be comfortable in that role and to make sure that one individual has the pen; sometimes it's the chair but not necessarily.

The next step is to set a timetable. This is critical, you need to have a timetable for the workflow. You need to set an end date as when you are going to report back to the board with your draft policy for their consideration. And you need to fill in the time between now and then with committee meetings, drafting and the like. But without hurdles and time lines to meet, these things tend to drive along because we're all really busy so I encourage you to do that.

Number 6 in my list of 7 is to decide on the role of staff. Sometimes there would be policies where it's advisable to have staff and maybe your executive director on the committee, HR policies would be a good example of that, diversity policies, things of that nature. Sometimes you won't have a staff member on the committee but you're going to want to seek their input for sure in advance. So figure that out but don't leave the organization staff out of the process is my advice to you.

And finally drafting. I talked about precedence. You have to be a little careful with precedence. Find one ideally is for an organization similar to yours that is a good starting point. I think the governmental bodies have some very good precedents and you may have to comply with them anyway and include parts of their policies in yours for purposes of funding applications so they are not a bad starting point. Talk to friends you have in other organizations and ask if they have precedents. But don't use the precedents blindly. I don't expect you would do that, it's kind of an instinct sometimes you have to read them very carefully to make sure that they fit your organization

There are essentially four parts to any policy. There's the opening section where you have the intent of the policy. It's an opportunity to really state why this policy is important to your organization. So, I encourage you to use and free think on that and say why is this Harassment Policy important to us, why is this equity policy is particularly important to us as an organization and what we're trying to do?

The second section would be in many policies the conduct what you are seeking to prohibit - harassment for example - or encourage. So you set out that about that in an Anti-Discrimination policy for example that would

include many of the provisions of the Ontario Human Rights Code. So set out the conduct and the sanctions for breach of the policy.

The third area in your policy is going to be complaints: how are they made, to whom, what do you do if it's criminal Behavior, do you have internal investigations, do you have external investigations and there are advantages of each? I'm usually the internal investigation guy. That is having someone within your organization do at least the preliminary investigation.

And the fourth and final section is the resolution of the complaint and reporting back to the complainant. There is kind of a formula and if you read these policies you would see that each of those areas get covered. Just a couple of comments if I may and then I'll turn it back to Jini. I'm going to talk very briefly about workplace violence and harassment policies. And then I'm going to make a few comments about non-discrimination and Equity policies.

Workplace violence and harassment policies are required by the Occupational Health and Safety Act. It's section 32.0.1 and there's a whole raft of requirements in terms of both violence and harassment policies. Many organizations combine them in one policy which I think is fine. But there are requirements in the occupational health and safety act requiring employers including arts organizations to set up, for example programs to do risk assessments: is there a particular risk of harassment within your organization? Is it an organization let's say a dance company or a theatre company which requires a lot of physical contact because that creates greater risk and if so how do you deal with that? You have to of course once you've created these policies instruct your employees on how to make a complaint and all that but I won't get into a lot of detail on that.

So, I have violence and harassment policies on the one side and the other side I like to keep these separate not everyone does but discrimination anti-discrimination in equity policies and I think there's a neat fit in anti-discrimination equity diversity policies and on the other hand workplace violence and harassment some people group them together, some- the city of Toronto for example, has a violence policy which stands on its own. There's no magic in it but think through carefully what works for you and which ones you would like to combine for your organization. In the area of non-discrimination and indeed any of these policies if you have contractors who are there frequently in number, for example, let's say set builders in a Theatre Company and they're there for long periods of time what you may want to do is present them all with when they arrive, a copy of your policy and ask them to sign off on it and agree to the behaviours which are set out and encouraged in those policies so that's one thing to think about. I'm going to talk a little bit about- I promised to talk about pitfalls but I'm only going to mention one and I'll come back in my comments to talk about a few of the others but the first draft of a policy or statement or position statement and there's a

		<p>difference between a policy and a position statement- a position statement might be what a lot of organizations are creating in respect of the black lives matters movement for example or Truth and Reconciliation in many organizations came out with position statements in mind you the drafting of those documents should at first instance come from the board they are the position of the organization As a whole they are holding out your views and principles which you support to the public and I really think that the board has to be the source of those types of documents.</p> <p>For policies like let's say Anti-harassment you know why I would say staff in your executive director to seek their input certainly and I have even seen the situation for first drafts have come from members of staff who have a particular interest or expertise and there's nothing wrong with that in my view, so just think about the difference between those two situations and how you're going to initiate because you can disappoint a lot of people including your staff if they present a first draft and it worked hard on something on in and what do you know it's inconsistent with the views of certain people on the board and then you're in some discussions- think about that in advance is all I'm saying and manage that well in advance and your organization will be happier for it so I will. I think I'll stop there, for now, I will come back with some of the other thoughts that I had that later when we get into questions as I said- I'll turn it back to Jini. Thanks!</p>
00:23:27 – 00:24:07	Jini Stolk	<p>Thank you, Brett. I particularly appreciate your comment about-although there are many precedents and you can find a lot of things on the internet that may apply to your organization that they should be used as a starting point rather than a simple cut and paste, here we go this is our policy too; that policies need to respond to the realities of each organization and they will be different. If they are carefully thought through and carefully discussed. Susan! I'm going to call on you next- for your comments and your advice.</p>
00:24:08 – 00:32:37	Susan Pigott	<p>Thanks, Jini and thanks, Brett. That was a fantastic overview I'm going to just zero in on a couple of General things and then the three points that I've been asked to come up with.</p> <p>Jini's opening statement when she pointed out how important policies are is something that I think many many of us are realizing anew in the midst of the COVID pandemic. It's putting tremendous pressure on organizations both at the governance level and at the operational level that are causing us to look back for guidance and how in calmer times we had planned to deal with some of these situations. so they are extremely important. most organizations in my experience have a binder of policies on talking at the board level right now; policies that guide board behaviour which are presented to new board members maybe a once over lightly in orientation but there's no real training about them. one of the advantages in terms of what Jini's just said about if you're borrowing policies or you're building your policies off generic ones or ones you find on the internet to chew them over and make sure they work for your organization is extremely important not the least because it forces you to</p>

		<p>understand what they're all about and to remember why they're important for your organization.</p> <p>So, they should not just be Dusty documents that sit in the binder somewhere. I'm going to sort of hot touch on three things one is that I find it extremely helpful when approaching the development of policies for organizations to differ not-for-profit organizations to differentiate between the policies that govern the behaviour of the board and how the board will govern the organization and that set of policies that has more to do with how the organization operates and basically usually is implemented by your staff team. The board policies are policies that guide the way the board functions they include things like confidentiality, conflict of interest, the duties and responsibilities of the board, how the board's going to renew itself, how you're going to receive new nominations. there will be from time to time special policies for the board, related to things like strategic planning and how you're going to undertake your strategic planning process. Then, there are a whole set of policies and they can either be organization-wide or relate to particular parts of the organization that are relevant that are related to how the staff will behave and how they will carry out the work. it's very important for board members to know as Brett has already pointed out which staff policies are - or which organizational policies relating to staff and how staff conduct themselves which are mandatory which are required by law and which are ones that you may come up with, depending on the circumstances in your organization. I know many organizations where the board takes responsibility primarily and it could be a governance Committee in many organizations for developing and reviewing let's not forget policies need to be reviewed every three years developing and policy reviewing policies for the board and in many instances ask the staff sometimes the Chief Operating Officer if there is such a position or the CEO to delegate somebody to develop first drafts of Staff policies it's very important you control the board to be comfortable with operational policies and it's very important for board members to be sure that these policies exist and not only exists but that staff are trained in them that they understand them.</p> <p>I'll just pause for a second here and say they're particularly with regard in a bit of an echo to Brett - related to touchy topics like complaints or harassment it's absolutely essential that new staff are oriented and understand how these complicated policies work there are too many organizations where when this isn't done there is a lot of confusion about what constitutes; Performance Management for example as opposed to harassment. you know so they having a good policy but making sure that staff really understand that policy and how it's to be implemented is very important. Policy should reflect the values of an organization they should when reading policies of an organization particularly governance policies but also the overall operational policies a person should be able to tell what kind of an organization this is. Is it an organization that values inclusion, is it an organization that values process, is it an organization of values human rights. These should be implicit in the policies or actually increasingly these days explicit and that brings me to the final point I</p>
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		<p>wanted to make: is that particularly in the aftermath of black lives matter many organizations have been doing a review of their equity diversity and inclusion performance as organizations. I had an experience of going through one of these recently and we are going to have to look at a number of our policies with this lens more intensely, for example, it has been suggested that when you're setting out your terms reference for the board, particularly in terms of board recruitment it's very useful to state explicitly that this is a board that not only values diversity but seeks to achieve diversity and to be reflective of the community and to be as specific as you're comfortable being.</p> <p>Similarly, some organizations now with regards their nominations committee are actually going as far as having bias-free interviewing techniques taught to nominating committees. Why are people going to these lengths in terms of trying to drive some of the implementation of their policies simply because in some cases it felt that some policies are not actually acted upon in there in a very vigorous way and it's partly because there's a lack of skills in so doing. So, an EDI Equity diversity and inclusion lens is increasingly important in terms of policy development and organization and I will end by saying this is different than having a diversity policy this is looking at all your policies to see whether somebody from a BIPOC backgrounds look at these policies and see their interests and their concerns and their desire for inclusion to be reflected in these policies. it's a new area it's one that requires a tremendous amount of thought and care but I believe it's very important so with that because Brett's given such a great overview I'm going to pass things back to you Jini so we can hear from Michael and then I'm really looking forward to questions!</p>
00:32:38 – 00:33:24	Jini Stolk	<p>Thank you, Susan, and thank you for the comments. I have always believed and thought of the Arts Community as a values-based sector. I still believe that but it's very clear to all of us at this point that it is simply not good enough. Intentional, intentions are not even nearly enough anymore. They never were but at this point of time, they cannot be. So with that - Michael could you please give us your best advice and your best thoughts on this topic of governance policies.</p>
00:33:25 – 00:38:19	Michael Herrera	<p>Sure! Thanks, everyone and there's already a lot of great information and advice provided by the first two speakers so I feel that in many ways they may have pretty much stolen much of the Thunder that I can have so I thought I'd maybe build on a couple of things that have already been shared especially in this new reality.</p> <p>I think one of the important things is given the current circumstances especially as people are now working differently you know because people are now using working from home or using technology in a very different way one of the important things is to actually review some of your policies that you probably thought you've already have with a very different lens about what is the environment that's currently being taken so area's such as the use of technology or posting information or how people behave you know to each other in a virtual setting you know that may not be explicitly detailed in some of the policies that you have but</p>

maybe really important to think about in this new reality. another thing which I think is also important is to ask questions about whether or not any of the policies in existence have had any breaches; to get regular reporting from management; to get a sense of what policies perhaps weren't clear or what hasn't worked because the policies are meant to help mitigate against risk and if there are some challenges that are being identified because a policy hasn't been followed it becomes important for board members to understand that something has taken place and to see what remedies have occurred and one of those remedies maybe clarification some of the policies I think.

In addition to that as organizations may be looking to do new activities in this current reality because of the pandemic it then becomes important to ensure that you're putting proper policies in place in order to offset any risks that are taking place as part of these new activities and one of the challenges, of course, these days is information and the situation you know tends to be moving very quickly and you know how do you know- as for example you know rules about opening up or access to space changes. health and safety becomes really important these are some of the things where I think it becomes important that the board understands that a top-level what is the value; the primary lens that the organization has when it comes to key issues so that that will help to make decisions quickly about some ever-changing procedures such as you know when are you going to open up the space when are people going to be expected to go back to work or when you're going to hold events in-person versus virtual events.

I think these are all especially important in this current reality becomes a very important to then revisit the existing policies and procedures because there may be a lot of areas that may not have necessarily been contemplated when the policies were first written that are now in fact new realities in in today finally you know just to echo you know is to look at the resources that are available outside because there may be organizations to leave first with of putting out all the fees or clarification in advance on how they're trying to deal with certain areas whether they be Arts organization or they may be outside in other not-for-profit but you also need to pay attention to what others are doing in order to keep their people safe to keep their stakeholder safe becomes really important and similar to that is to once again to communicate in other people who are bound by the policies not just staff, not just the board but whether they be vendors or other partners or volunteers especially in this day you know there may be a lot of turnover when it comes to people who are involved with your organization and sometimes more challenging in a virtual environment to normally hand a binder and walk someone through the policies which may have been a typical way of engaging with individuals and thinking about how on a virtual space this information can easily be shared and for people to ask questions. I'm going to stop there to make sure that was we have some opportunity for questions from our participants.

00:38:20 – 00:40:51	Jini Stolk	<p>Thank you, Michael and I think you're absolutely right that this is a moment when the necessity for sharing and collaboration in so many different ways but including sharing with other organizations in our Community their best idea's- what they've worked through around essential policies becomes really important and I know that for many organizations it will be the staff leadership or a staff who have those friendships and connections to other organizations who are taking the type of lead Michael talked about and developing new ways of working and will be willing to share with others if they believe in them as being part of the [inaudible] of how arts organizations are run these days. I did notice that nobody mentioned work from home policies.</p> <p>And I think that in many cases, well I think there should be work from home policies because that's where we're at these days but I think that one way to go about developing that sort of policy is just to carefully review what you've already decided around work from home and put it down if it's worked and you were happy with it and put it down on paper. It will be there if questions come up with new employees or board members from the board, or two years from now when we're not in a pandemic but we are dealing with some people still working from home. And the other thing just to say and it occurred to me quite suddenly-in recent days: sick leave. there are issues and God help us if we don't want to think that we're going to be dealing with urgent issues around sickness but if someone gets sick we should really understand what our sick leave policy is and how we're going to carry it forward, how we're going to be as kind and as generous as we possibly can be if people are not able to work during these times. So, I'm just adding that and perhaps we should open it up to Jaclyn - Brett, yes.</p>
00:40:52 – 00:42:25	Brett Ledger	<p>I just wanted to build a little bit on something that both Susan and Michael talked about because I think it's important and this is the idea of Susan's comment that you know don't just create a policy and leave it sitting in a binder on a shelf somewhere and Michael's comment that you need to have staff coming back to you regularly to tell you what's been happening in respect of these policies, events that have been investigated- that sort of thing, both of which I agree with entirely. There are actually in some of the legislative policies the ones that are required by law requirements for annual reviews of the policies and to see whether they need to be updated and that sort of thing and I think that's a very good thing and it's a real opportunity for the board to get to know what's been happening in policies where they perhaps aren't as intimately involved. So, I encourage that way of thinking because I have been guilty of this myself you know- got these binders sitting up on the Shelf with all these policies and you know query how often they get opened by the board of directors or by Senior Management in your organization so I endorse those views of Michael and Susan.</p>
00:42:26-00:42:43	Jini Stolk	<p>Good Reminder...and Michael and Susan, I did promise that each of you would have a chance, if you wish, to come back and comment on anything that anybody else has said. So, if there's something on your mind, why don't you share it now?</p>

00:42:44 – 00:42:48	Susan Pigott	I don't have anything, I'm interested to see what kind of questions we have.
00:42:49 – 00:42:51	Jaclyn Rodrigues	We have lots!
00:42:52 – 00:42:54	Jini Stolk	Do we? Excellent, let's hear some.
00:42:55 - 00:43:12	Jaclyn Rodrigues	Alright, so the first question is about what are the requisite policies. How do we find out what policies are needed for our specific organization? In my experience no one seems to know. Who would be the best person to advise this? We can't find who that person is.
00:43:13 - 00:43:15	Jini Stolk	Oh dear, who wants to take that one?
00:43:16 - 00:46:15	Brett Ledger	[False start...inaudible, overlapping talk] The short answer but expensive answer is ask a lawyer (laughs) but that's not going to be a lot of help to a lot of organizations who don't have that within their budget. But if you can find someone with some legal training perhaps a retired lawyer, somebody who's had some familiarity, who's prepared to donate their time, I encourage you to do that. Because there are a lot of intricate regulations at play, particularly in the employment sphere, these policies. To say nothing of, you know, the COVID era, just to give you one example of that, and I know I'm dodging the question a little bit but I'll come back to my answer. But in the COVID era, there are specific requirements now for performing arts, concert venues, galleries etc, for a COVID safety plan. How many of our organizations have put into place a COVID safety plan? And that includes for rehearsals, just by way of example and not necessarily performances to the public, you need to have a developed safety plan. And there are probably two pages of requirements as to what goes into those plans and how they're developed. So, the answer to the question, and it's a good question, is to find an experienced individual because if you start just floating around websites, you're not going to get the full ranges of policies that might affect you. I think it's the rare organization that has most or all of the policies they require, frankly. But it's something to aspire to, let's put it that way. So, I would start with individuals who have experience and work from there. I mean you can certainly go on the websites and see what other organizations like yours have and many of them post them, you know, publicly...and that's another good place to start. But I think the critical ones right now, certainly the ones that are in the forefront are the harassment and violence, the diversity/equity policies, the COVID related requirements in the Ontario Government regulations. You know, those sorts of things you really need to have. There are lots of other nice governance type, organizational, functional ones, the ones that Susan mentioned at the very beginning, which are good to have and they come with time. But I think I'd focus on the first group if you're just starting out. I know that's not a complete answer to the question and I apologize (laughs).
00:46:16 – 00:47:25	Susan Pigott	[Jini Stolk false start] May I just jump in for a second here? I'm a big believer that one really good way to go is to identify an organization that you really admire, and it doesn't just have to be an arts organization, and ask them if you could see what are their basic policies, particularly the ones related to board governance and could you borrow them? Most organizations will say absolutely, but this is where particularly if it's not

		from an arts organization, you have to go through it and see the extent to which it works for you. But the very basic, basic policies like conflict of interest, confidentiality, succession planning...these don't vary too much from one not for profit to another. So, that is something that I would suggest too, and then you don't have to pay for it and you can ask to have a copy of theirs. And as Brett said, many times they post them on their websites.
00:47:26 – 00:49:10	Jini Stolk	Lucy White also mentioned in the chat that there are many consultants that are part of Art Consultants Canada that have a lot experience and are there to help us. I'm just wanting to say that among the people that are on this call today, there are a lot of people from quite small organizations. So, I wish to just reassure people that they don't need to panic or stop everything that they're doing as board members or interrupt the ongoing activities of the organization in order to work through massive binders of board policies. Brett, Susan talked about essential basics that many of you probably already have to some extent, they might need to be reviewed, but there is time and space to go through things as they become important. Volunteer policies become very important just before your big event, but you can rest a little if your big event is not for another few months. So, to me, the important part of it, and the most valuable part of it, is the internal discussion. The thinking, the clarity about your organization's needs, your organization's values. How your organization functions in the world, both internally and the outside world. So, it can be done, it doesn't all need to be done right away. Quickly, but not right away. Jaclyn?
00:49:11 – 00:49:20	Jaclyn Rodrigues	Alright, for all panelists, could you please share your thoughts on establishing procedures to select committee members?
00:49:21 – 00:50:05	Michael Herrera	So, maybe I'll start off with this one. I think it's important from a transparency perspective to have clarity around, you know what are the skills and the qualities you look for in different committee members, especially in this day, where it's important for you to be able to attract the right individuals to support the important work of committees. I also think it becomes then a way to make a selection process and if people have questions, you can fall back and show that there was a process that had been followed.
00:50:06 – 00:50:45	Susan Pigott	If I could just add, I agree, building on what Michael said, a lot of organizations, if they have an existing committee and their looking for new members, will use the Skills Matrix Tool which you basically identify what are the important tasks that the committees will have to undertake. Ask what your existing committee members what skills they bring to the task and that way identify the gaps. It does take the politics out of things, it's very practical and it works.
00:50:46 – 00:51:35	Brett Ledger	I can just add to that. I did comment a little bit on this earlier, but to put it in a nutshell. I think experienced in policy drafting, expertise in the areas that your dealing with in the particular policy. But I think, and obviously writing ability, that sort of thing, but I think sometimes we overlook things like empathy. You know, depending on the type of policy you need. And you know, interest...interest in the topic. Is someone genuinely interested and prepared to devote the significant amount of time that these policies sometimes take. And don't forget...sometimes it's the busiest people who

		are prepared to make the most time (laughs). So those would be my suggestions.
00:51:36 – 00:52:26	Jini Stolk	You took those words right out of my mouth Brett so thank you. I would also just like to add that we should think about the elders of our community: past board members. People that may not currently be on our board but who have a vast array of board experience with our organization or with others that might be similar and they have the perspective and the understanding of what worked and what didn't work and what they would have done a little bit differently when they were working on policy development. So, it is a source of knowledge and input that I often think we neglect to call upon. Jaclyn, what else? What else are people asking?
00:52:27 – 00:52:46	Jaclyn Rodrigues	Great. So, this attendee is asking, saying: we currently don't have a code of conduct at this time and one of our board members has recently been acting disruptive and slightly offensive at board meetings. I plan to issue a warning and draft a code of conduct and the consequences for not following it. Is there anything else that you can recommend I put in place?
00:52:46 – 00:52:53	Susan Pigott	Sounds like a good plan (all laugh).
00:52:53 – 00:53:08	Jini Stolk	It does, that with the firm hand of a good board chair around acceptable behaviour. Honestly, it's people management as well as policy.
00:53:00 – 00:53:18	Jaclyn Rodrigues	Great, so next question: can you give some examples of a work from home policy, perhaps things you should consider.
00:53:19 – 00:54:47	Jini Stolk	I have a few thoughts. But maybe others do as well? [Brett says go ahead]. Ok. It's fair to not start out with expectations that might be unreasonable. It's really important to understand that does the person working from home have a place to work? Are they dealing with two parents working from home with a toddler or newborn? Or both? Do they have the bandwidth, the equipment that they need to effectively work from home? So rather than putting down, or assuming that everybody is in the same situation with work from home, I think it's very, very important to ask questions of people and be open to various realities of people's lives and ensure that any policy or expectations around work from home are able to take into account all of people's actual life realities. Just as Brett said, empathy as being an essential part of policy making, which I absolutely agree with. It should be an essential part of things like a work from home policy.
00:54:48 – 00:55:55	Michael Herrera	The other thing I'll just add, would be there's a work from home policy during regular times and what you apply during a pandemic. Because to your point, this is not the same period of time, when there isn't the same concern about everyone working from home as opposed to if you just had a normal work from home policy and people are able to go out normally and people have their regular course of business. I also think it becomes important not only from a policy perspective but to be clear about setting boundaries of when people are going to expect to respond. I think part of the challenge is sometimes people feel that people are going to be available 24/7 as people should be tied to their machines, tied to their information. You know, having some clarity about, you know "I'll get back to you by this time" becomes important. Some structure with empathy for flexibility becomes important in these extraordinary times.

00:55:56 – 00:57:02	Jini Stolk	And just calling on an organization I currently know very well, the incredible value of having regular discussions among staff, especially when people are working virtually and away from each other. I think that might have been part of the standard pre-pandemic work from home operations, but it's an absolutely essential part of keeping people connected and feeling close to the organization and sharing and getting feedback these days. So, whether its everyday at 9am to start the day or every other day; however it is, I think it should be regular and I think that it should involve a feedback and how things are going and being achieved while working from home. Jaclyn, what's next?
00:57:03 – 00:57:20	Jaclyn Rodrigues	So, we've talked a little bit about, but many arts organizations have a small staff. I'm a senior member of a two person staff, I'm also the board secretary of an arts organization that only has two staff. I literally could spend all my time working on policy. Any tips or strategy ideas for folks working at small organizations?
00:57:21 – 00:58:44	Susan Pigott	Well, I just would say again that try again to identify maybe the 5 or 6 policies that are really, really critical for your organization. Get those underway and identify and get to additional policies as you can. I think it's important to have to have a kind of commitment to trying to build your policy repertoire over time. You don't want to just let it slide for years and years and just forget about it. But Jini said, Brett said, Michael said...we've all said. It's not something you need to drop everything to attend to 20 or 30 policies. It is very important to identify those policies you're legally bound to have and also I would suggest those board policies and organization wide policies like conflict of interest for example, that's not the only one, that are pretty critical to managing any kind of a situation. Once you've got those, then just make a sort of schedule. Maybe we're going to try and bring on three a year, four a year, it doesn't matter. Whatever suits your pace of work and the energy you've got at your organization. That's my two cents.
00:58:44 – 00:58:49	Jini Stolk	Exactly, great. What else Jaclyn?
00:58:50 – 00:59:01	Jaclyn Rodrigues	Sure. Alright, so could you please clarify or expand on what is meant by the terms governance board as opposed to working board from a policy perspective?
00:59:02 – 00:59:33	Brett Ledger	[False start] Ok, the difference between a governance board and a working board? That was the question? [Jaclyn: from a policy point of view]. Ok, I'm not sure I entirely understand the question...
00:59:34 – 01:01:05	Michael Herrera	I think I can answer that [Brett: Ok, go ahead Michael]. So, I've experienced, you know, depending on the size of the organization, sometimes the board is asked to participate in non-governance activities and so I think what becomes really clear is: when are you wearing your "board member" hat and you are governing as opposed to when are you helping out and providing some operational support. And therefore having some clarity around "am I a board member or am I a really senior volunteer that is helping out in the operations" to delineate which hat you're wearing. Then from there you can then determine is it an operating policy that I need to follow because I am senior volunteer that is helping fundraise or helping to do some activities, or am I a board member? And having clarity around that becomes important. Things that I would ask for in smaller organizations, where it was a working board, would be to have

		a clear agenda of board governing items and we discuss the board business first, finish the board meeting and then talk about those issues where we work together to support the organization but more as a senior volunteer. And I think in my mind it's important to have that distinction, between being a governor versus also participating.
01:01:06 – 1:02:04	Brett Ledger	[False start]. Sorry, I was just going to say Jini, thank you for that Michael I now understand (laughs). But I think in a very small organization, the distinction, you will agree I think, can get blurred very quickly. In a very small organization, and I think many of the attendees are from small organizations, you're wearing both hats almost all the time. You know, this isn't the Royal Bank of Canada board. You know, I can't think of a situation where I, where a board member of any of the boards I've sat on, were basically working members most of the time, that's just the reality. Having said, that it can be important, you're quite right, for things like conflict of interest, in assessing conflict of interest, whether, which hat was being worn. I don't disagree with that premise, it's just easily blurred.
01:02:05 – 01:04:13	Jini Stolk	Easily blurred or perhaps the right word is, that there are no strict boundaries or walls around those functions. But having policies actually helps us to understand what those functions are. So, the idea of starting first with an understanding of what boards should be doing and what the difference is between how boards are working and how staff are working, both collaboratively, both sharing values and understanding the mission and being completely devoted to the mission. But within that, there are certain places where the board will a slightly different, well, a different role, then the staff. The collaboration, the decision and defining of who does what, of how decisions are made I think is essence of good governance and the essence of board policy. Who's deciding, how decisions are made, who gets involved in certain decisions and in what way. It sounds very simple but if you kind of look through policies and governance, it very frequently comes down to that. So, I think that we're losing Michael at this point, he is off to another meeting [Michael: I apologize]. No, no thank you so much you've offered so much wealth of information, totally appreciate it. I think Jaclyn, if the other people on the panel are willing, we could take another two minutes of discussion, bye Michael, and then just close the session. Is that acceptable to people? Do we have other questions that people are asking us Jaclyn?
01:04:14 – 01:04:24	Jaclyn Rodrigues	Sure, we have one more question, so here's the question: to conduct a review of priorities, policies and position statements, would you recommend a BIPOC individual or a full committee?
01:04:25 – 01:04:35	Susan Pigott	You mean a review from an EDI point of view? I'm not clear on the question.
01:04:36 – 01:04:45	Jaclyn Rodrigues	So, the question is to conduct a review of priorities, policies and position statements, would you recommend a BIPOC individual or a full committee?
01:04:46 – 01:05:54	Susan Pigott	Well, I'm not exactly sure, I'm assuming the questioner is wanting to look at policies and procedures with an equity, diversity and inclusion lens and there are two ways to go I guess. There are lots of people out there who are professionals who would be able to do that. Otherwise, if that weren't

		an option, it would be very useful to try and have a diverse committee review on your behalf. It's been made, and I think appropriately, but there's no question, it's a bit of a specialty now. It's not something that everybody is skilled at doing, so it's a tricky question. Brett? I'm not sure what you and Jini would say.
01:05:55 – 01:06:53	Brett Ledger	Well, I certainly agree with your comments and I agree it is tricky and someone who has expertise is the preferred route. You know, a lot of organizations recently put out position statements with the best of intentions and some of those position statements really simply reviewed where those organizations are currently instead of necessarily looking forward to things they might change in the future. And that's just one example, people who are in these issues on a daily basis will have a different and valuable perspective. So, I agree with Susan's comment that if you can find someone and better yet, a diverse committee who have that particular expertise, I think that's the route to go.
01:06:54 – 01:08:02	Jini Stolk	I'll just simply add that in my opinion, on all of these issues, no matter what they are, it is essential to bring staff into the discussion. Whether they're on the committee or whether their input is actively sought. Because the board has a leadership role in creating policies and developing policies, but who implements them and who lives with them on a day to day basis and who's part of the community, hearing from people and who cares most deeply on the staff in the community. Those voices and those perspectives absolutely have to be brought into the discussion in order to make them living, humane and values-based policies. So, I would say, all of the above to what people have just said.
01:08:03 – 01:08:41	Susan Pigott	Can I just add one really important thing, quickly? And it's an easy thing for organizations, regardless of their size. One really good place to start is to review the Ontario Human Rights Code. And to have a look at the code afresh and try to identify areas in which your organization may not be living up 100% to the code. Nobody's ever...I mean, we aspire to it, but that is a tool that is meant to guide us in terms of our human rights legislation in Ontario.
01:08:42 – 01:10:28	Jini Stolk	It is and it's a good one. So, Jaclyn did you say that we don't, we've run out of questions at this point? That's good because we've also run out of time. See? Board policies are not the slightest bit boring (laughs). They're the essence, how decisions are made, they are how an organization thinks of itself, carries out its work and carries out its obligations to its community and its stakeholders; internal and external. I am grateful for everybody's interest and for people sticking around and for being actively involved in the discussion and I'm very, very grateful to Brett to Susan and to Michael for the wisdom and the sharing and the good ideas that we've heard today. I will just say one final thing: yeah, don't make this a thing of great angst. It shouldn't be, it need not be. It's a thing to do as time requires and as your organization requires. And as we know, an organization of two people is going to really approach this quite, quite differently with two people on staff than an organization with a large staff and a quite complex way of working [inaudible]...so think it through. That's about it,



		that's the end of my comments. Thank you everybody, grateful for your attendance and carry on. Bye bye! [Everybody says bye]
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