

A Position Paper
On the Role and Tenure of the
Nunavut Social Development Council
President/CEO

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August 29, 2001

Focus of This Position Paper

The focus of this position paper is on the leadership and management aspects of Board governance, management of operations and the dual role of the *President/Chief Executive Officer*. In particular, the data is presented to support a recommendation to reconsider the advisability of having a *President/CEO* who must be on the Board of Directors with a time-limited term of office.

Background

NSDC Mandate

A review of NSDC's *Objectives* and *Strategic Plans* outlines a mandate to ensure the rights of Inuit are observed under Article 32 of the Nunavut Land Claims Agreement Act. To achieve this, a significant body of work must be undertaken. This requires an organization with the infrastructure and resources and leadership to accomplish this critical work.

NSDC Board

There are generally three types of boards - governing, advisory and line:

Governing boards have: Ultimate accountability, are positioned at the top of the organization and have authority exceeded only by government.

- Advisory boards Give counsel, advise a governing board, or in the case of a public advisory council, advise government, the people and other public and private organizations.
- Line boards are established within an organization and wield authority over subordinate positions or replace a single manager or line management.

The NSDC objectives would suggest that the NSDC is an *Advisory Board*.

NSDC Leadership and Management

Presently, NSDC is organized following Article Six and Article Seven of the Consolidated Bylaw (February 2001). They are designated as follows:

- 6.3 The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the Board of Directors may determine. Any two offices may be held by the same person. Officers need to be Directors, not members.
- 6.2 The president shall be elected at an annual meeting of the members. Officers other than president of the corporation shall be appointed by resolution of the board of directors.
- 6.3 The officers of the corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.
- 7.1 The president shall be the chief executive of the Nunavut Social Development Council. He or she shall preside at all meetings of members and the Board of Directors. He or she shall be responsible for the general and active management of the affairs and activities of the corporation.

NSDC Objectives

The objects of the Nunavut Social Development Council shall be to:

- (a) Assist Inuit to define and promote their social and cultural development goals and objectives;
- (b) Encourage government to design and implement social and cultural development policies and programs appropriate to Inuit;
- (c) Conduct research on social and cultural issues;
- (d) Publish and distribute information on social and cultural issues to Inuit, governments and the public;
- (e) Consult and work in collaboration with community, regional, territorial, federal and other bodies and agencies involved in social and cultural issues;
- (f) Advise Inuit and governments on social and cultural policies, programs and services that relate to the Nunavut Settlement Area;
- (g) Undertake other activities relating to social and cultural issues in the Nunavut Settlement Area;
- (h) Prepare and submit an annual report on the state of Inuit culture and society in the Nunavut Settlement Area to the Leader of the Territorial Government for tabling in the Legislative assembly, as well as to the Minister of Indian Affairs and Northern Development for tabling in the House of Commons;
- (i) Generally carry out the functions of the Nunavut Social Development Council described in an Agreement dated May 24th, 1993, between the Inuit of the Nunavut Settlement Area and Her Majesty the Queen in Right of Canada.

Board Responsibilities

This section, taken from the Carver Model, outlines a format, mandate and responsibilities for a typical board with operations functions and the separation of the two.

Governance

Governance is:

- Bridging between owners (population of Nunavut) and NSDC
- Expressing organizational values in the largest form, particularly vision, prudence and ethics
- Assuring executive performance

Responsibilities of the NSDC Board

Board members are responsible for:

- The integrity of governance & its own development
- Determining the vision
- Taking control of policy
- Executive limitations
- Governance process
- Board-staff linkage

Responsibilities as a Board

The Board has responsibilities for itself:

- Moral ownership
- Mandate and job description
- Obligation for board performance
- Work as a team

Fiduciary Responsibilities

The Board has fiduciary responsibilities:

- Crafting policy to guide fiscal planning
- Crafting policy to safeguard position
- Monitoring fiscal management

Operational Responsibilities

Senior management, led by the President/CEO, has operational responsibilities that include:

Planning

Develop plans to:

- Confirm strategic direction & policy of the Board
- Perform situational analysis & filter information based on fact
- Establish strategic goals in key areas
- Select key issues & develop strategic business plans
- Ensure plans of operations and offices are integrated and in alignment with the direction of the Board
- Develop functional business plans
- Build a supportive environment of ownership for change

Administration Establish ownership for functional work:

- Manage change initiatives
- Authorize resource requirements and projects
- Develop a tactical scorecard and measure/track progress
- Remove roadblocks and direct/approve implementation

Communications

Establish lines of communication:

- Interpret and advise on Article 32
- Liaison with Board, stakeholders, government departments, other designated Inuit organizations, and the private and public sector
- Develop and implement communications plans
- Report back to the Board

Recommendations for the Position of President/CEO and Operations

Rationale

In most public organizations or boards or councils where there is operations infrastructure that produces products and services, it is critical to separate policy and governance responsibilities from operations responsibilities.

When that organization is new or is establishing/implementing new or expanded strategic direction, it is also critical to maintain longer-term leadership in Operations for continuity if the change initiative is to be successful. NSDC has an ambitious strategic plan with requirements for expanded infrastructure and a significant body of work to be completed.

Presently in NSDC the position of *President/Chief Executive Officer (CEO)* crosses the boundaries of Board and Operations to serve in both areas. With the term-limiting policy in the Bylaws for Board Officers, this position does not have the tenure required to provide the consistent direction or continuity to fulfill the strategic and work plans for Operations. Also in Nunavut where Inuit resources with proven leadership skills and vision are limited, it is even more essential that an organization establish policies and bylaws that foster the retention of senior management.

Recommendations

Following are the recommendations for re-organizing the Operations structure to allow for sustained leadership/management, continuity and operational effectiveness to be in place:

- (a) It is the recommendation of this position paper that the position of *President/CEO* be appointed by resolution of the Board of Directors for an indeterminate term and shall only be subject to removal by resolution of the Board of Directors at any time or by tender of resignation;
- (b) It is the recommendation of this position paper that the *President/CEO* can, but should not be required to hold a position of Director on the Board;
- (c) It is the recommendation of this position paper that the Board shall be presided over by a Board Chair to be elected from the existing Board of Directors. Should the *President/CEO* be a Director on the Board, he/she would not be eligible to assume the position of Chair and;
- (d) It is the recommendation of this position paper that the *President/CEO* assume the duties and responsibilities of the Executive Director. An Executive Assistant and Office Manager would assist with external and internal responsibilities respectively.