

# Governance at CAOT

## Governance

The need for governance exists any time a group of people come together to accomplish an end. Governance refers to the processes and structures used to direct and manage shared resources, operations and activities. Governance determines who has power, who makes decisions, how other members make their voice heard and how accountability is rendered. Good governance will help CAOT focus on activities that contribute most to our overall objectives and ensure that resources are managed in the best interest of our members.

CAOT has a comprehensive governance manual that serves as a single point of reference for governance structures and processes. It is the responsibility of the CAOT Board of Directors (the 'Board') Governance Committee to ensure the manual remains current and relevant. With the intent to keep members informed of the governance at CAOT, a few key highlights are provided herein.

## Governance at CAOT

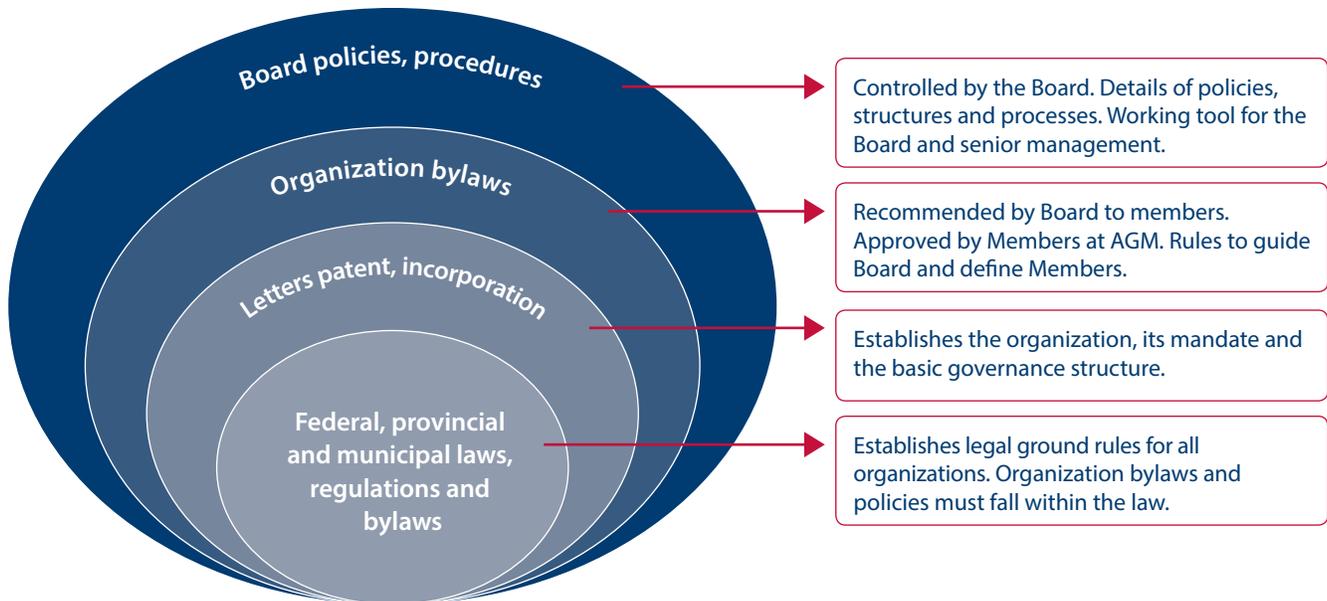
At CAOT, governance is a shared responsibility between the Board and management. In 2016, CAOT transitioned to a new complementary model of governance. (See figure 1). Essentially there are some activities that are done by a board of directors (e.g. setting vision, mission, values, universal guiding principles), some activities that require board and management collaborative input, and a considerable amount of activity delegated to management.

Figure 1: CAOT's complementary model of governance



## Hierarchy of laws, bylaws and policies

The organization is subject to several different sources of guidance that dictate its behaviour. The Board is accountable to the public to ensure the organization follows the requirements contained in the first two circles of influence described below. It is accountable to CAOT members to follow requirements defined by the third circle of influence. The fourth circle of influence is intended to assist the Board and senior management in their efforts to conduct the work of the organization as efficiently and effectively as possible.



## CAOT universal principles

The Board has adopted the following universal principles against which to test the work of the organization and to distinguish the work of the Board from that of management, delegated through the CAOT Executive Director. For every activity CAOT undertakes or is considering, the following questions need to be answered:

- 1. Does it meet our legal and corporate requirements?** CAOT activities will comply with all applicable laws. Board work will be consistent with legal requirements of the Board i.e. duties of care, loyalty and obedience. CAOT activities will comply with its enabling legislation, i.e. articles of incorporation, articles of continuance and bylaws.
- 2. Does it focus on our members?** CAOT exists for the benefit of its members. CAOT activities will focus on member benefit.
- 3. Is accountability clear?** Some work will belong to the Board and other work will be delegated to management. There will always remain important work on which the two will necessarily collaborate. The important principle is that there is clarity of accountability for every CAOT activity.

- 4. Does the organization have sufficient resource capacity?** The organization needs to have enough of the appropriately skilled resources to accomplish the work. Either there is willingness and ability among board resources (or other volunteers) to take on roles or CAOT has the financial ability to pay for resources to do work board or volunteers would otherwise do.
- 5. Is this an efficient use of resources?** The organization owes an obligation to volunteers and staff to maximize the benefits gained by employing each resource - board and staff.
- 6. Has potential risk been considered?** The degree to which there is uncertainty with respect to impact from a business, financial, reputational and legal perspective needs to be considered when activities are proposed for CAOT.

## CAOT structure for accomplishing board work

In addition to each member of the Board participating in accomplishing the Board's work, CAOT also has the following individual roles and standing board committees available to do work on the Board's behalf.

### Individual roles

- President/Chair of the Board
- Vice Chair
- Secretary
- Treasurer

### Committees

- Executive – Committee Chair is the President
- Governance – Committee Chair is the Board Secretary
- Finance, Audit and Risk – Committee Chair is the Board Treasurer
- Awards – Committee Chair is the Board Vice Chair
- Complaints – Committee Chair is the Board Vice Chair
- Appeals – Committee Chair is the Board Vice Chair

## CAOT chapter governance

### Chapter framework

To ensure that occupational therapy remains relevant, viable and available across Canada, the Board has decided, where feasible, to establish chapters in provinces or territories where there is no provincial or territorial association advancing the development of occupational therapy and serving the advocacy, educational and networking needs of its occupational therapists. A chapter may, at the discretion of CAOT's Board of Directors, represent the needs of CAOT members in two or more provinces or territories.

CAOT will adopt a "federated" model with respect to its chapters. As such, CAOT chapters will not be separate corporate entities but will be governed by CAOT's Board and according to CAOT's bylaws, rules, policies, regulations, and strategic priorities. Operationally, a chapter of CAOT will be managed like a division of CAOT.

For questions, comments please contact [board@caot.ca](mailto:board@caot.ca)