

## BOARD AND MANAGEMENT

Most of the recommendations made by the Hendry Task Force and the Auditor General with respect to the Board have been implemented over the last two years. For example, in his report on the 1987 comprehensive audit of the NAC, the Auditor General recommended that the roles, responsibilities and authority of the Board be clearly defined and communicated and that an information manual for Board members be completed and distributed to members and updated regularly. A Board of Trustees Information Manual was approved by the Board in the fall of 1989.

The Manual contains the terms of reference of the operating committees of the Board and a description of the role of the Board and the senior management in the planning process. It also contains, in the Historical Overview chapter, the programming principles and guidelines established by the original Board of Trustees to guide the management in its programming decisions. The programming principles (but not the guidelines) are also contained in the 1989 policy document *The Third Decade and Beyond: The Cultural mandate of the National Arts Centre of Canada*.

Briefly, the Centre's programming principles listed in the Board of Trustees Information Manual are: 1) quality; 2) creativity; 3) diversity; 4) accessibility; 5) Canadian content; and 6) cultural balance. A seventh principle, "availability", is listed in the 1981 NAC submission to the Federal Cultural Policy Review Committee — the Applebaum-Hebert Committee — as having been approved by the original Board of Trustees.<sup>(9)</sup> The programming guidelines to which these principles give rise are: 1) professional over amateur; 2) resident over visiting; 3) Canadian over foreign; 4) NAC presentations over rentals; 5) import over export; and 6) broadcasting and recording.

Despite these efforts at defining and communicating the roles, responsibilities and authority of the Board — efforts involving Board members and senior management — the testimony of Board members suggests a lack of understanding of their own Board responsibilities and lack of knowledge of what is happening at the Centre. An absence of understanding and knowledge on the part of Board members can lead to abuse of authority, lack of due process or unclear division of responsibilities between management and the Board.

The National Arts Centre is the only cultural agency whose legislation allows its Board to appoint the chief executive officer. The Board was involved in the search procedure for the present Director General and approved his appointment. The responsibility for negotiating the employment contract was delegated to the Chairman. However, according to the testimony, neither the terms of employment contained in this contract nor the granting of a subsequent bonus to the Director General, Mr. Yvon DesRochers, were