

Nelson CARES Society

Board Governance Policy Manual



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Mission Statement:

Through community collaboration and service excellence, Nelson CARES Society works toward a socially just society by providing programs and initiatives in advocacy, housing, employment, support services and environmental stewardship. Nelson CARES Society aims to be a reflection of the community it envisions.

Our mission includes the following Ends Statements:

1. Everyone is adequately and safely housed.
2. Everyone has access to support and representation when they need it.
3. Everyone has adequate means and resources to participate fully in community life.
4. Everyone takes responsibility for environmental stewardship.

SECTION: BOARD POLICIES
CHAPTER: EXECUTIVE LIMITATIONS
SUBJECT: GENERAL EXECUTIVE CONSTRAINT

Policy Number 2.0

The Executive Director shall not cause or allow any practice, activity, decision or organizational structure which is illegal, imprudent or in violation of commonly accepted management practices and professional ethics, or that is inconsistent with the Society's vision, values, policies and bylaws.

With respect to interactions with participants, the Executive Director shall not cause or allow conditions, procedures or decisions that are unsafe, undignified or unnecessarily intrusive.

Accordingly, he or she shall not:

- 2.1.1 Elicit information for which there is no clear necessity.
- 2.1.2 Use methods of collecting, reviewing, storing and transmitting participant information that fail to protect against improper access to the information elicited.
- 2.1.3 Fail to advise each participant where the information is going, how it will be stored and how it may be used.
- 2.1.4 Fail to provide appropriate accessibility and privacy in the facilities.
- 2.1.5 Fail to provide participants with a clear statement of what may be expected and what may not be expected from the resources and services offered.
- 2.1.6 Fail to inform participants of this policy, or to provide a grievance process to those who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

With respect to treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions that are unfair, undignified, unorganized or unclear.

Accordingly the Executive Director shall not:

- 2.2.1 Operate without personnel policies and procedures that clarify personnel rules for staff and volunteers, provide effective handling of grievances, and protect against wrongful dismissal.
- 2.2.2 Discriminate against any staff member or volunteer for expressing dissent within the organization.
- 2.2.3 Prevent staff from grieving to the Board when internal grievance procedures have been exhausted and the employee alleges that either:
 - 2.2.3.1 Board policy has been violated to his/her detriment; or,
 - 2.2.3.2 Board policy does not adequately protect his/her employee rights within the meaning of relevant government legislation, or human rights within the meaning of the Canadian Charter of Rights and Freedoms.
- 2.2.4 Fail to acquaint staff with the Executive Director's interpretation of their rights and protections under this policy.

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image.

Further, without limiting the scope of the foregoing, he or she shall not:

- 2.3.1 Change his or her own compensation and benefits.
- 2.3.2 Establish or change pension and/or retirement benefits.
- 2.3.3 Proceed with hiring employees without appropriate hiring policies in place.
- 2.3.4 Promise, imply or guarantee employment outside of due process.
- 2.3.5 Establish current compensation and benefits that deviate materially from the geographic or professional market in the non-profit sector for the employed.
- 2.3.6 Create obligations over a longer term than revenues can be safely projected, and in all events subject to losses in revenue.
- 2.3.7 Authorize, where negotiations have broken down, any course of action resulting in an imminent job action.

Financial Planning for any fiscal year, or the remaining part of any fiscal year, shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a long-term planning process.

Further, without limiting the scope of the foregoing, the Executive Director shall not:

- 2.4.1 Fail to give credible projections of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 2.4.2 Plan the expenditure in any fiscal year to reflect the funds that are conservatively projected to be available in that period.
- 2.4.3 Reduce the cash or cash equivalents at any time to a level less than the current liabilities.
- 2.4.4 Provide less for Board operations during the year than is set out in the Board's annual cost of governance budget.
- 2.4.5 Finalize an ad-hoc project budget or an annual program budget without the Board's approval.
- 2.4.6 Operate a program without a finalized budget for the program that has been approved by the Board.

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from Board priorities established in *Ends* policies.

Further, without limiting the scope of the foregoing, he/she shall not:

- 2.5.1 Expend more funds than have been received in the fiscal year to date.
- 2.5.2 Indebt the organization in an amount greater than can be repaid by certain assured revenues anticipated to be received within 90 days.
- 2.5.3 Use any long-term reserves for other than their designated purposes.
- 2.5.4 Conduct inter-fund (as between contracted projects, programs, agencies) shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 45 days.
- 2.5.5 Fail to settle payroll and debts in a timely manner.
- 2.5.6 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- 2.5.7 Make a budgeted purchase outside of a management purchasing policy being in place.
- 2.5.8 Make an unbudgeted expenditure over \$1500.00. (Splitting orders to avoid the limit is not acceptable.)
- 2.5.9 Fail to notify the Board in advance of multi-year contracts to lease or purchase equipment beyond the approved budget.
- 2.5.10 Lease facilities without the prior approval of the Board.
- 2.5.11 Acquire, encumber or dispose of real property (land and buildings) without Board approval.
- 2.5.12 Fail to aggressively pursue receivables after a reasonable grace period.

SECTION: BOARD POLICIES
CHAPTER: EXECUTIVE LIMITATIONS
SUBJECT: ASSET PROTECTION

Policy Number 2.6

The Executive Director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the foregoing, he or she shall not:

- 2.6.1 Fail to insure against theft and casualty losses to a reasonable replacement value (with the exception of real property, which shall be insured to 100%) and against liability losses to Board members, staff, volunteers and the organization itself, to a reasonable amount.
- 2.6.2 Allow unbonded personnel access to client funds, trust funds or a material amount of other funds.
- 2.6.3 Fail to ensure that adequate maintenance of Agency equipment and facilities is carried out.
- 2.6.4 Unnecessarily expose the organization, its Board, volunteers or staff to claims of liability.
- 2.6.5 Make purchases: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$1500.00.
- 2.6.6 Fail to protect intellectual property, information and files from loss or significant damage.
- 2.6.7 Receive, process or disburse funds under controls which are insufficient to meet the Board or AGM appointed auditor's standards.
- 2.6.8 Invest or hold operating capital in non-Canadian Deposit Insurance Corporation (CDIC) or the Credit Union Deposit Insurance Corporation (CDUIC) insured accounts, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
- 2.6.9 Endanger the organization's public image or credibility, particularly in ways that would hinder the accomplishment of its mission.

SECTION: BOARD POLICIES
CHAPTER: EXECUTIVE LIMITATIONS
SUBJECT: COMMUNICATION AND SUPPORT TO THE BOARD

Policy Number 2.7

The Executive Director shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing, he or she shall not:

- 2.7.1 Neglect to submit data required by the Board (for monitoring purposes) in a timely, accurate and understandable fashion, directly addressing the provisions of the Board policies being monitored.
- 2.7.2 Let the Board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, and material external and internal changes, particularly changes in the assumptions upon which any Board policy or decision has previously been established.
- 2.7.3 Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director linkage, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.
- 2.7.4 Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
- 2.7.5 Fail to present to the Board as many staff and external points of view, issues and options as reasonably needed for fully informed Board choices.
- 2.7.6 Fail to present information clearly or in a form that differentiates among information of three types: monitoring, decision preparation and other.
- 2.7.7 Fail to provide reasonable mechanisms for Board or committee communications.
- 2.7.8 Fail to deal with the Board as a whole except when: (a) fulfilling a reasonable individual request for information; or (b) responding to Board members or committees duly charged by the Board.
- 2.7.9 Fail to supply for the consent agenda all items delegated to the Executive Director yet required by law or contract to be Board-approved, along with the pertinent monitoring assurance.

SECTION: BOARD POLICIES
CHAPTER: EXECUTIVE LIMITATIONS
SUBJECT: EXECUTIVE SUCCESSION

Policy Number 2.8

In order to protect the Board from sudden loss of chief executive services, the Executive Director shall not fail to have an emergency succession plan and at least one program director/manager who is kept duly informed regarding Executive Director and Board issues and processes.

The Executive Director shall submit an annual letter to the Board including suggestions for succession planning in the coming year, should that be required for any reason. Suggestions will be focused on the specific skills, leadership style, knowledge base, experience, and capacity required of a competent successor to lead the organization forward from its current position. The letter will also include an up-to-date emphasis on workload priorities.

The Board designates the Executive Director as the chief spokesperson for the Society's central administration and agencies. He or she is empowered, or may delegate authority to staff, to communicate information about policies adopted by the Board and actions being undertaken in compliance with such policies.

However the Executive Director shall not:

- 2.9.1 Act as the official spokesperson for the Board.
- 2.9.2 Schedule meetings or events with Board Members of public bodies or elected officials without advising and, where appropriate, including the Board Chair or designate in such meetings or events.

With respect to public and media relations, to the extent possible within the practical scope of managerial control, the Executive Director shall not:

- 2.9.3 Cause or allow public statements and practices, or endorse petitions that could undermine or cause jeopardy to the Society, Board, organization, staff or participants, or are outside the mandate of Nelson CARES Society.
- 2.9.4 Cause or allow marketing, advertising, public relations or media practices that do not acknowledge the Nelson CARES Society as the overall sponsor of the Agency, program, project, resource or service provided to the public or participants.
- 2.9.5 Operate without Board approved public and media relations policies and procedures in place, including Critical Incident Communications Policies and Procedures that clarify such rules for management, other staff and volunteers.

The Executive Director shall not engage the Society in regional resources and services initiatives, negotiations and agreements without:

- 2.10.1 Prior and continued consultation with the Board.
- 2.10.2 Commitment to appropriate involvement of the local community.
- 2.10.3 Ensuring that where the initiative is to expand or improve services to a local community:
 - 2.10.3.1 It is designed to enable a local community to become self-reliant in its capacity to provide the planned services and resources; and/or,
 - 2.10.3.2 It is begun by community invitation and/or by community approval of a related development plan designed to fulfill the community's needs; and,
 - 2.10.3.3 It includes a transition plan to local community control or governing representation acceptable to the local community; and,
 - 2.10.3.4 The initiative includes an interim plan for community representation on, or direct input to, the society governing Board as appropriate.
- 2.10.4 Insuring that where the initiative is to include the Nelson CARES Society in regional services:
 - 2.10.4.1 Any such regionalization of society resources or services is designed to: achieve economies of scale; maintain or enhance the resources and services to Nelson CARES Society's community participants; and, maintain or enhance local community input and governance accountability.
- 2.10.5 A provision for the Board to ratify any such agreement to enable it to have force and effect.

The Executive Director shall not finance the Central Administration operations, including Board Operations and all Administrative Services, without:

- 2.11.1 Ensuring reasonable efforts are made to obtain financing for central administration operations when applying for any funding (a minimum of 10%).
- 2.11.2 Presenting for Board approval an annual Central Administration budget which has been reviewed by the Management Team.
- 2.11.3 Considering the underlying principle that each program or project shall contribute to the Central Administration according to its means as approved by the Board.
- 2.11.4 Drawing financial resources from each program or project on as equitable a basis as possible, balancing the resources required with the needs of each program or project.
- 2.11.5 Recognizing through management policies and practices the principle that, to the extent possible within funding contracts, more fortunate programs or projects shall contribute proportionally more than less fortunate ones to the common financial need of the Society.

SECTION: BOARD POLICIES **Policy Number 2.12**
CHAPTER: EXECUTIVE LIMITATIONS
**SUBJECT: ENDS FOCUS OF GRANTS OR CONTRACTS PROVIDED BY NELSON
CARES SOCIETY TO THIRD PARTIES**

The Executive Director may not enter into any arrangements that provide grants or contracts to third parties that fail to emphasize primarily the production of *Ends*, which are consistent with Board policy and, secondarily, the avoidance of unacceptable *Means*.”

Further, without limiting the scope of the above, he or she shall not:

- 2.12.1 Fail to prohibit particular methods and activities that would allow funds to be used in imprudent, unlawful or unethical ways.
- 2.12.2 Fail to assess and consider an applicant or contractor’s capability to produce appropriately targeted, efficient results.
- 2.12.3 Fail to ensure appropriate methods for contract compliance and evaluation.

SECTION: BOARD POLICIES
CHAPTER: EXECUTIVE LIMITATIONS
SUBJECT: FUNDRAISING

Policy Number 2.13

The Board recognizes its pro-active outreach role in continually assessing community needs, community planning, and in supporting the Society's fundraising efforts in response to those needs and related strategic plans. It does this by providing leadership in fundraising initiatives and political support where lobbying and related actions may be required.

In this collaborative Board – Executive community planning and fundraising context, the Executive Director shall not cause or allow fundraising projects and activities that deviate materially from the Board's *Ends* priorities, or fail to conform to the Society's values.

Further, without limiting the scope of the foregoing, he /she shall not:

- 2.13.1 Operate without fundraising policies and procedures.
- 2.13.2 Raise or apply for funds without developing and applying a screening process.
- 2.13.3 Raise or apply for funds without considering:
 - 2.13.3.1 The social and environmental impacts caused by the activity from which the funds were derived.
 - 2.13.3.2 The extent to which appropriate measures have been taken to mitigate the negative impacts of the activity.

SECTION: BOARD POLICIES
CHAPTER: EXECUTIVE LIMITATIONS
SUBJECT: *SOCIAL ENTERPRISE*

Policy Number 2.14

The Board recognizes the value of social enterprises and the important role they play for Nelson CARES, and supports efforts to explore new social enterprise opportunities that are in keeping with the Canadian Social Enterprise Guide, 2nd edition and any subsequent editions.

The Executive Director shall not approve a new social enterprise, or a significant change to an existing social enterprise, without presenting for Board approval a proposal consistent with the Canadian Social Enterprise Guide, 2nd edition and any subsequent editions.

SECTION: BOARD POLICIES
CHAPTER: BOARD-EXECUTIVE RELATIONSHIP POLICY
SUBJECT: *EXECUTIVE DIRECTOR ROLE*

Policy Number 3.0

The Executive Director, as chief executive officer, is accountable to the Board acting as a whole. The Board will instruct the Executive Director through written policies, delegating to her/him interpretation and implementation of those policies within the vision, values and mission of the Society, and through generally accepted management principles and practices.

SECTION: BOARD POLICIES
CHAPTER: BOARD-EXECUTIVE RELATIONSHIP POLICY
SUBJECT: *DELEGATION TO THE EXECUTIVE DIRECTOR*

Policy Number 3.1

The Board authority delegated to management and staff is delegated through the Executive Director so that all authority and accountability of staff (as far as the Board is concerned) is considered to be the authority and accountability of the Executive Director.

- 3.1.1 The Board will direct the Executive Director to achieve specified results, for specified clients, consumers or recipients at a specified worth through the establishment of goals, outcomes or *Ends* policies in keeping with the Society's vision, values and mission. The Board will limit the latitude that the Executive Director may exercise in practices, methods, conduct and other "*means*" to the *Ends* through establishment of *Executive Limitations* policies.
- 3.1.2 As long as the Executive Director uses reasonable interpretations of the Board's *Ends* and *Executive Limitations* policies, the Executive Director is authorized to establish all further management policies, make all decisions, take all actions, establish all practices and develop all activities within the Society's vision, values and mission.
 - 3.1.2.1 In practice, this policy expects that the Executive Director will work collaboratively and collegially with individual Managers, the Management Team and staff. Together they will create and implement management policies and procedures that reflect and respect their mutual needs and concerns, in the overriding context of developing and sustaining *excellence* and *best practices* throughout the organization while efficiently and effectively achieving the Society's goals, outcomes or *Ends*.
 - 3.1.2.2 It is further expected that the Executive Director will ensure any delegation of her/his authority and accountability will be articulated and implemented through appropriate *Management Policies*.
- 3.1.3 The Board may change its *Ends* and *Executive Limitations* policies, thereby shifting the boundary between the Board and the Executive Director domains. By so doing, the Board changes the latitude of choice given to the Executive Director. But so long as any particular delegation is in place, the Board and its members will respect and support the Executive Director's related choices. This does not prevent the Board from obtaining information in the delegated areas, except individual participant identified data.
- 3.1.4 Only decisions of the Board acting as a whole are binding on the Executive Director.
 - 3.1.4.1 Decisions or instructions of individual Board members, officers or committees are not binding on the Executive Director, except in instances where the Board has specifically authorized such exercise of authority.
 - 3.1.4.2 In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in her/his judgment, a material amount of staff time or funds or that are disruptive.

As the Board's primary official link to the operating organization, the Executive Director's performance will be considered to be synonymous with organizational performance as a total. The Executive Director's job description is defined as follows:

3.2.1 Basic Functions

- 3.2.1.1. The Executive Director is responsible to the Board of Directors for providing leadership and management of the Society. The Executive Director ensures that financial, human and material resources are organized and directed toward implementation of the goals and policies established by the Board. The Executive Director reports directly to the Board of Directors.
- 3.2.1.2. The Executive Director is accountable for planning, organizing and evaluating the functions of Administration, Finance, Human Resources, Public Education, Public Relations/Volunteer Development, and Fundraising. The Executive Director serves as a resource to the Board and assists Managers in developing strategies, goals and policies consistent with the mission of the Society. Each program/service will be accountable for their specific areas and the Executive Director is not intended to take a direct role in the management of these services.

3.2.2 General Duties and Responsibilities

- 3.2.2.1 Administrative and strategic planning in conjunction with the Board of Directors.
- 3.2.2.2 Budget development and fiscal management with regular consultation on all grants, leases and other financial matters with the Board of Directors.
- 3.2.2.3 Grant development and management.
- 3.2.2.4 Program planning, development and supervision.
- 3.2.2.5 Regulatory and policy compliance.
- 3.2.2.6 Personnel and contractual development and supervision.
- 3.2.2.7 Communication and community relations.
- 3.2.2.8 Systemic advocacy efforts for the clientele of the agency's services in conjunction with the Board.

3.2.3 Essential Duties and Responsibilities

3.2.3.1 Administrative Operations

- 3.2.3.1.1 Develop specific goals, plans and projects to address the goals of Nelson CARES Society.
- 3.2.3.1.2 Create and maintain administrative support systems.

- 3.2.3.1.3 Communicate and meet regularly with the Board of Directors ensuring that the Board has adequate information on agency activities to carry out appropriate decision-making.
- 3.2.3.1.4 Research issues and prepare documents as directed by the Board.
- 3.2.3.1.5 Communicate with the Board President to recommend items for the development of agendas and supporting packages of data.
- 3.2.3.1.6 Collaborate with other services to ensure best practices, information sharing and capacity building occurs.
- 3.2.3.1.7 Carry out program evaluation for the Board.

3.2.3.2. Fiscal and Fundraising Operations

- 3.2.3.2.1. Create funding strategies, including researching and writing grants.
- 3.2.3.2.2. Maintain accounting and audit records.
- 3.2.3.2.3. Provide monthly financial statements to the Board.
- 3.2.3.2.4. Process and maintain accounts payable and receivable.
- 3.2.3.2.5. Manage the grants and donor database.

3.2.3.3. Personnel Administration

- 3.2.3.3.1. Develop and maintain job descriptions for all personnel.
- 3.2.3.3.2. Recruit, participate in hiring, and provide supervision to staff.
- 3.2.3.3.3. Develop personnel policies and procedures for Board adoption.

3.2.3.4 Community Relations

- 3.2.3.4.1 Initiate, maintain and enhance positive community relations.
- 3.2.3.4.2 Delegate appropriate staff to community committees.
- 3.2.3.4.3 Represent Nelson CARES Society at community functions.

3.2.3.5 Regulatory, Policy and Contractual Compliance

- 3.2.3.5.1 Maintain contract files and reports.
- 3.2.3.5.2 Prepare monthly and annual performance summary reports for the Board.
- 3.2.3.5.3 Ensure working knowledge of WCB standards, Employment Standards Act, Society Act, Residential Tenancy Act, Freedom of Information and Protection of Privacy Act, and Charities Act.

- 3.2.3.5.4 Develop and maintain a comprehensive Risk Management Plan, to be reviewed annually with Management Staff and the Board.

3.2.3.6 Other Duties

- 3.2.3.6.1 Participate in other activities as designated by the Board within the time constraints allotted to the position and other administrative priorities.
- 3.2.3.6.2 This job description is not intended to be understood to be a complete list of all responsibilities, duties and skills required.
- 3.2.3.6.3 Duties and responsibilities may vary or change depending upon agency needs.

SECTION: BOARD POLICIES **Policy Number 3.3**
CHAPTER: BOARD-EXECUTIVE RELATIONSHIP POLICY
SUBJECT: MONITORING EXECUTIVE DIRECTOR PERFORMANCE AND RELATED POLICIES

3.3.1 Monitoring Executive Director performance is synonymous with monitoring:

3.3.1.1 Organizational performance against Board policies on *Ends* and on *Executive Limitations*; and,

3.3.1.2 Facilitation of organizational development and Board Policy Governance.

Any evaluation of the performance of the Executive Director, formal or informal, may be derived only from such qualitative and quantitative monitoring data.

3.3.2 The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled within the vision, values, and mission of the Society; and through generally accepted management principles and practices. Information that does not do this will not be considered to be relevant to monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.

3.3.3 A given policy may be monitored in one of three ways:

3.3.3.1 Internal Report: Disclosure of compliance information to the Board from the Executive Director, or from other management personnel through the Executive Director. It is anticipated that most monitoring will use this option.

3.3.3.2 External Report: Discovery of compliance information by a disinterested external auditor, inspector, or judge or evaluator who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.

3.3.3.3 Direct Board Inspection: Discovery of compliance information by an appointed Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of policy compliance.

3.3.4 Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method in a schedule to be determined each year.

3.3.5 Each 12 to 15 months there will be a formal evaluation of the Executive Director. This evaluation will only consider monitoring data as defined here, and as it has appeared over the intervening year.

The purpose of the governance process policy is so the Board, on behalf of the community members who form the Society, can guarantee the accountability of the organization to the Society by ensuring that the organization:

- 4.0.1 Achieves agreed upon results from the appointed persons at approved costs;
- 4.0.2 Avoids unacceptable activities, actions and situations;
- 4.0.3 Rigorously commits to continual improvement in defining values and vision through the effective use of individual members' expertise to enhance the Board as a body;
- 4.0.4 Operates within the legal framework, vision, values and governance policies of the Society.

The Board will govern with an emphasis on outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and Management roles and responsibilities, collective rather than individual decisions, future orientation rather than past or present, and proactively rather than reactively.

More specifically, the Board will:

- 4.1.1 Operate consistently with its trusteeship obligation to the Society membership and the greater community to whom the Board is accountable.
- 4.1.2 Cultivate a sense of group responsibility. The Board will be responsible for excellence in governing, be an initiator of policy, and use the expertise and strengths of individual members to enhance, rather than substitute for, the ability of the Board as a whole to express its values.
- 4.1.3 Enforce upon it whatever standards are needed to govern with excellence. Standards will apply to matters such as attendance, preparation for meetings, policy-making principles, respect for roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new members to the Board's governance process and periodic Board discussions of process improvement.
- 4.1.4 Allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
- 4.1.5 Provide inspiration, direction and control to the organization through the careful establishment of broad written policies reflecting the Society's values and perspectives, rather than on micro-management.
- 4.1.6 Commit to accommodating the views of each member in working towards consensus.
- 4.1.7 Commit to ensuring that members who vote in the minority are free to express their dissent, but those in the minority must respect the majority decision and not undermine it through future action.
- 4.1.8 Monitor and discuss the Board's process and performance regularly. Monitoring will include comparison of Board activity and standards to policies in the *Governance Process* and *Board – Executive Relationship* categories.

4.2 Board Job Description

4.2.1 Authority and Responsibility:

The Board of Directors is the legal authority for Nelson CARES Society.

The Board has responsibility in four key areas:

- 4.2.1.1. Establish Nelson CARES Society's mission, vision and direction, including strategic planning and monitoring.
- 4.2.1.2. Ensure the financial health of Nelson CARES Society and compliance with legal requirements.
- 4.2.1.3. Ensure Nelson CARES Society has sufficient and appropriate human resources, specifically through appointment and supervision of an Executive Director and through development of a competent board.
- 4.2.1.4. Ensure effective community relations and responsiveness.

4.2.2 Selection Process

- 4.2.2.1 The nomination committee will be responsible for seeking, advertising for, and/or approaching suitable candidates for the Board.
- 4.2.2.2 A Board Package that includes information helpful in deciding to accept a nomination for a director to the Board will be given to each interested party.

4.2.3 As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective, prudent and ethical governance of the organization. The Board is a "working" board, which means participating on committees of the Board.

4.2.4 Qualifications and Skills:

Knowledge and skills in one or more areas of Board governance (policy, finance, personnel, and/or Nelson CARES Society programs) is preferred. Community knowledge is also an asset.

4.2.5 Term:

- 4.2.5.1 Directors are elected by the membership at the Annual General Meeting. Directors serve for a two-year term.
- 4.2.5.2 A leave of absence of a Board member for a maximum of six months distributed over a two year term may be granted by the Board.
- 4.2.5.3 Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignations shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it affective.

4.2.6 Orientation to the Board

4.2.6.1 The Board Chair will provide an orientation to the new Board members either following an AGM, or after they are appointed if the appointment takes place mid-term.

4.2.6.2 The Executive Director will expedite an organizational overview and/or a tour of facilities after each AGM.

4.2.7 Requirements:

4.2.7.1. Be informed of the services provided by Nelson CARES Society and be committed to the work of the organization.

4.2.7.2. Willingness to prepare for all meetings and actively participate in discussions and deliberations of the Board, and to actively serve on at least one committee.

4.2.7.3. Attendance at monthly Board meetings and at the Annual General Meeting.

4.2.7.4. A time commitment of six to ten hours per month (includes preparation and Board or committee meetings).

4.2.8 Major Duties:

4.2.8.1. Govern Nelson CARES Society by the broad policies developed by the Board, and create additional governing policies as needed.

4.2.8.2. Establish overall long- and short-term goals, objectives and priorities for Nelson CARES Society.

4.2.8.3. Demonstrate accountability to funders for the services provided and funds expended, and ensure overall prudent financial management through approval and monitoring of the annual budget.

4.2.8.4. Monitor and evaluate the effectiveness of Nelson CARES Society through a regular review of programs and services.

4.2.8.5. Prepare for and participate in the discussions and the deliberations of the Board.

4.2.8.6. Foster a positive working relationship with other Board members and Nelson CARES Society staff.

4.2.8.7. Ensure an annual evaluation of the Executive Director is conducted based on performance goals and measures.

4.2.8.8. Be aware of and abstain from any conflict of interest.

4.2.9 Review/Approval Date:

The Planning & Evaluation Committee or Executive Committee, as appropriate, annually reviews the Board Member job description. Recommended changes are presented to the Board.

The Chairperson assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties. The Chairperson is the only Board member authorized to speak for the Board (beyond simply reporting decisions), other than in rare and specifically authorized instances.

- 4.3.1 The role of the Chairperson is to ensure that the Board's actions are consistent with its own rules and those legitimately imposed upon it from outside the organization.
 - 4.3.1.1 Meeting discussion content will only be those issues that fall within the Board's jurisdictions, not the Executive Director's.
 - 4.3.1.2 Deliberation will be fair, open, respectful and thorough, as well as timely, orderly and to the point.
- 4.3.2 The authority of the Chairperson consists of communicating decisions that fall within the topics covered by Board policies on *Governance Process* and *Board-Staff Relationship*, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies within the Society's vision, values and ends.
 - 4.3.2.1 The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) and to delegate such power to another Board member as Acting Chair in her/his absence. Notwithstanding this vested authority, it is agreed that the Board may appoint any Board member to act as Chair to facilitate a particular meeting.
 - 4.3.2.2 The Chairperson has no authority to make decisions about policies created by the Board within the *Ends* and *Executive Limitations* policy areas. Therefore, the Chairperson has no authority to supervise or direct the Executive Director except as specifically authorized by the Board.
 - 4.3.2.3 The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
 - 4.3.2.4 The Chairperson may delegate this authority, but remains accountable for its use. It is agreed that in the Chairperson's absence, a Vice-Chair shall assume all the authority of the Chairperson if she/he has not specifically delegated it to another Board member.

SECTION: BOARD POLICIES
CHAPTER: GOVERNANCE PROCESS POLICY
SUBJECT: *BOARD COMMITTEE PRINCIPLES*

Policy Number 4.4

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board and not to interfere with the delegation from the Board to the Executive Director.

- 4.4.1 The Executive Director will not be directed by a Board committee, or be required to consult a Board committee before taking an Executive action, except as stated in the Limitations Policies.
- 4.4.2 Board committees are to assist the Board, not to direct or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation.
- 4.4.3 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
- 4.4.4 A Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance.
- 4.4.5 The Board may appoint non-Board members to its committees. A Board member shall chair each Board committee.

A committee is a Board committee only if its existence and charge comes from the Board. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is completed.

4.5.1 Executive Committee

- 4.5.1.1 Product: To complete tasks as specifically assigned by the Board.
- 4.5.1.2 Authority: To incur reasonable operational costs within the Board's annual budget.
- 4.5.1.3 This is a standing committee of the Board and will normally be chaired by the Board Chairperson.
- 4.5.1.4 Supplementary Terms of Reference and Procedures:
 - 4.5.1.4.1 The Executive Committee may meet from time to time as required between Board meetings to:
 - 4.5.1.4.1.1 Respond to governance matters that require a public face.
 - 4.5.1.4.1.2 Effectively deal with governance related correspondence that requires immediate consideration and action.
 - 4.5.1.4.1.3 Interpret governance policy from time to time as required to deal with unforeseen events and circumstances of an urgent nature.
 - 4.5.1.4.1.4 Draft and/or review governance and operational policies and recommend to the Board.
 - 4.5.1.4.1.5 Review and assess potential new programs and/or initiatives for the Society and make recommendations to the Board.
 - 4.5.1.4.1.6 Respond to requests from the Executive Director for consultations and advice. Any such consultations shall not provide management direction but advice only. However, such consultations may be used to provide governance direction as appropriate.
 - 4.5.1.4.1.7 Plan Board meeting agendas from time to time as required.
 - 4.5.1.4.1.8 Plan the business agenda for the Annual General Meeting.

4.5.1.5 The Executive Committee shall make a full report of its interim actions at each subsequent Board meeting.

4.5.1.5.1 Plan and coordinate the *Annual Planning and Evaluation Retreat*.

4.5.1.5.2 Plan and facilitate the annual formative evaluation of the Executive Director.

4.5.1.5.3 Coordinate the governance – management organizational accreditation and quality improvement processes.

4.5.1.5.4 Prepare and/or review governance policy drafts from time to time as required and provide related advice and recommendations to the Board.

4.5.1.5.5 Prepare government policy analysis from time to time as required and provide related advice and recommendations to the Board.

4.5.2 Nominating Committee

4.5.2.1 Product: Identify potential Board members at least two months prior to the Annual General Meeting (AGM).

4.5.2.2 Authority: To incur reasonable operational costs within the board's annual budget.

4.5.2.3 This is a standing committee of the Board.

4.5.3 Ad-Hoc Committee(s)

4.5.3.1 Product: To complete tasks as specifically assigned by the Board that do not fall under the normal functions of any other committee.

4.5.3.2 Authority: To incur reasonable operational costs within the Board's annual budget.

4.5.3.3 An ad-hoc committee is not a standing committee of the Board.

4.5.4 Finance/Audit Committee:

4.5.4.1 Product:

4.5.4.1.1 Monitor any and all issues raised by the Auditor.

4.5.4.1.2 Review the Society's annual audit and communicate the results at the Annual General Meeting (AGM).

4.5.4.2 Authority: To incur reasonable operational costs within the Board's annual budget.

4.5.4.3 The Finance/Audit committee is a standing committee of the Board and will normally be chaired by the Treasurer.

4.5.4.4 Supplementary Terms of Reference and Procedures:

- 4.5.4.4.1 The Finance/Audit Committee will review the annual audit and the auditor's management letter.
- 4.5.4.4.2 The committee shall consist of at least three Board members. *Ex-officio* non-voting members shall be the Executive Director and the Financial Manager.
- 4.5.4.4.3 On the request of the auditor, the Chairperson of the Finance/Audit Committee shall convene a meeting of the committee to consider any matter the auditor believes should be brought to the attention of the Board or Society members.
- 4.5.4.4.4 Before a financial statement, which shall be submitted at the Annual General Meeting (AGM), is considered by the Board, it shall be submitted to the Finance/Audit Committee for review with the auditor and, thereafter, the committee shall submit a report to the Board no less than 14 days before an Annual General Meeting.

4.5.5 Affordable Accommodation Committee

- 4.5.5.1 Product: To complete tasks assigned by the Board specifically related to the establishment and development of additional affordable accommodation units, as well as the overview of the Society's affordable accommodation units and those managed by the Society.
- 4.5.5.2 Authority: To incur reasonable operational costs within the Board's annual budget.
- 4.5.5.3 This is a standing committee of the Board.
- 4.5.5.4 Supplementary Terms of Reference and Procedures:
 - 4.5.5.4.1 The Affordable Accommodation Committee will meet from time to time as required between Board meetings to:
 - 4.5.5.4.1.1 Develop policy with regard to the Society's affordable accommodation philosophy and values.
 - 4.5.5.4.1.2 Maintain an inventory the society's affordable accommodation units.
 - 4.5.5.4.1.3 Ensure that strategies are in place that will ensure the Society's inventory is adequately maintained and assets are protected.
 - 4.5.5.4.1.4 Work towards the financial sustainability of existing affordable accommodation units.
 - 4.5.5.4.1.5 Develop appropriate strategies for the Society to respond to the needs for affordable housing in the Nelson area.

- 4.5.5.4.1.6 Liaise with relevant community committees and groups involved with housing programs and initiatives.
- 4.5.5.4.1.7 The Affordable Accommodation Committee shall report and make recommendations to each subsequent Board meeting.
- 4.5.5.4.1.8 The Affordable Accommodation Committee membership will be constituted each year following the election of new officers.
- 4.5.5.4.1.9 The membership shall involve at least two board members, the Executive Director, and Program Managers as required, and be chaired by a Board member.

4.5.6 Community Relations Committee

- 4.5.6.1 Product: To complete tasks specifically related to community relations on behalf of the society.
- 4.5.6.2 Authority: To incur reasonable operational costs within the Board's annual budget.
- 4.5.6.3 This is a standing committee of the Board.
- 4.5.6.4 Supplementary Terms of Reference and Procedures:
 - 4.5.6.4.1 The Community Relations Committee will:
 - 4.5.6.4.1.1 Annually review the goals and objectives outlined in the Strategic Plan as it relates to the society's relationships within the community, including stakeholders, funders and potential funders.
 - 4.5.6.4.1.2 Create an annual Community Relations Plan that will effectively communicate the values, vision, work and needs of Nelson CARES Society.
 - 4.5.6.4.1.3 Coordinate all formal agency media releases as they relate to the Community Relations Plan.
 - 4.5.6.4.1.4 Create an annual Fundraising Plan that includes a minimum of two (2) society fundraising activities annually that do not conflict with existing program activities.
 - 4.5.6.4.1.5 Research fundraising strategies including, but not limited to, endowment funds, planned giving, bequests, etc. Bring in other community members

to participate on the Community Relations committee as required.

- 4.5.6.4.1.6 Respond to requests from the Executive Director for consultation and advice. Any such consultations shall not provide management direction but advice only. However, such consultations may be used to provide governance direction as appropriate.
- 4.5.7.4.2 The Community Relations Committee shall meet and make a full report of its actions at each subsequent Board meeting.
- 4.5.7.4.3 The Committee will be constituted each year following the election of new officers.
- 4.5.7.4.4 The membership shall involve a minimum of three board members, not including the Board Chair as an ex officio member, and the Executive Director.

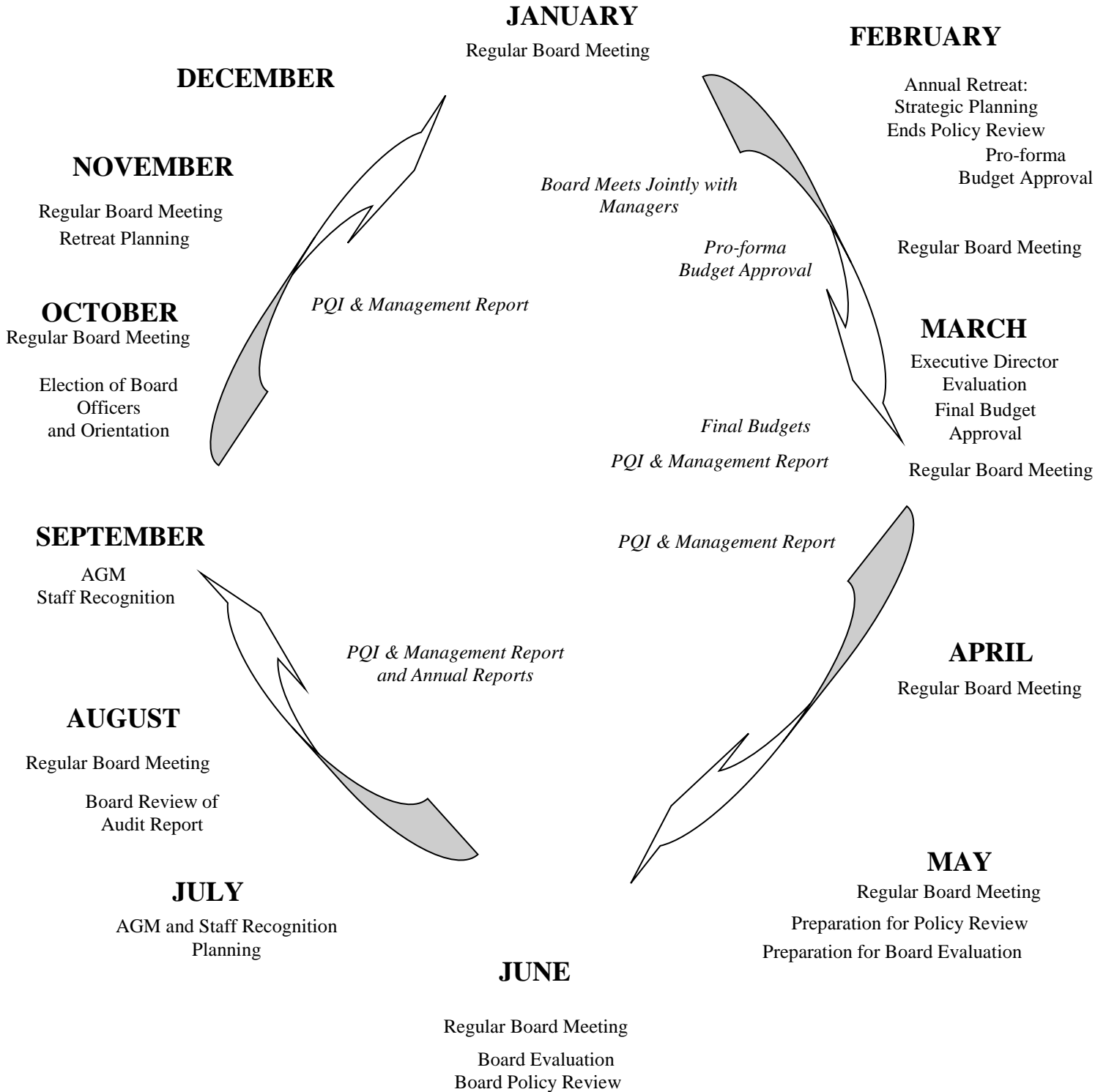
SECTION: BOARD POLICIES
CHAPTER: GOVERNANCE PROCESS POLICY
SUBJECT: ANNUAL BOARD PLANNING CYCLE

Policy Number 4.6

The Board will follow an annual agenda which (a) completes a re-exploration of *Ends* policies, and (b) continually improves its performance through Board education and enriched input and deliberation.

- 4.6.1 The cycle will conclude each year on September 30th in order that the administration budgeting can be based on accomplishing a one-year segment of the most recent Board long-range vision in the fiscal year beginning April 1st.
 - 4.6.1.1 The Board establishes objectives for the ensuing year within each of its responsibility areas at an annual planning session.
 - 4.6.1.2 In the first one or two months of the new cycle, the board will develop its agenda for the ensuing one-year period.
 - 4.6.1.3 The cycle concludes with an annual update of all *Ends* policies with consideration of performance indicators (through Performance Quality Improvement reports). This will also include an update of the Agency Strategic Plan.
- 4.6.2 Education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year.
 - 4.6.2.1 To the extent feasible, the Board will identify those areas of education and input needed to increase the level of understanding, wisdom and forethought it can give to subsequent choices.
 - 4.6.2.2 The Board will identify resources that will assist them to acquire the necessary education and input.
- 4.6.3 The Board planning year sequence is as follows: (see diagram next page)

Governance and Management Annual Planning Cycle



The Board of Directors shall meet in regular sessions a minimum of eight (8) times per year.

SECTION: BOARD POLICIES
CHAPTER: GOVERNANCE PROCESS POLICY
SUBJECT: BOARD MEMBERS' CODE OF ETHICS AND CONDUCT

Policy Number 4.7

The Board commits itself and its members to ethical, lawful and prudent conduct. This includes proper use of authority and appropriate decorum when acting as Board members.

The Board of Directors hereby establishes its Code of Ethics and Conduct to provide guidance to its members regarding ethical and behavioral considerations and/or actions as they address their duties and obligations during their appointment. Compliance with the provisions of this Code will allow the Board to enhance relationships and foster teamwork among Board members and with staff; and to build respect, confidence, and credibility with the participants of its community.

4.7.1 Code of Ethics

- 4.7.1.1 Board members must have loyalty to the Society, unconflicted by loyalties to staff, other organizations and any personal interests.
- 4.7.1.2 Board members will work respectfully with each other in a spirit of harmony and cooperation, giving members courteous consideration of their opinions.
- 4.7.1.3 Board members shall maintain confidentiality about all matters that are considered during *in camera* meetings.
- 4.7.1.4 Board members shall use proper care and exercise independent ethical, lawful and prudent judgment in the performance of their duties.
- 4.7.1.5 Board members shall follow the provisions of the *Personal Information Protection Act* in regards to records and information owned, prepared, or in possession of the Society.

4.7.2 Conflicts of interests

- 4.7.2.1 Board members must avoid any conflict of interest, or appearance of conflict of interest, with respect to their fiduciary responsibilities.
- 4.7.2.2 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- 4.7.2.3 Board members have a duty to declare a possible conflict before the onset of discussion on any given issue or agenda item.
- 4.7.2.4 When the Board is to decide upon an issue about which a Board member has a conflict of interest, that member shall recues herself or himself at the onset of the discussion without comment from not only the vote, but also from the deliberation.

4.7.3 Standards of Conduct

- 4.7.3.1 Board members will not use their Board position to obtain employment in the organization for themselves, family members or close associates.
- 4.7.3.2 Should a Board member apply for employment in the Society, he/she must promptly resign from the Board prior to applying for the position. Where such a Board member has applied unsuccessfully for employment in the Society, or has been terminated from the position, she/he cannot be re-instated to the Board for a period of at least six months following his/her unsuccessful employment application or termination.
- 4.7.3.3 Board members may not attempt to exercise individual authority over the Society except as explicitly set forth in Board policies.
- 4.7.3.4 Board members will respect the authority of the Executive Director. Board members will not instruct the Executive Director in regard to specific operational decisions.
- 4.7.3.5 Board members will be sensitive to the considerable workload of the staff when making requests for assistance, and all requests for assistance will be made through the Executive Director.
- 4.7.3.6 The Board will respect the Executive Director's authority in all personnel matters.
- 4.7.3.7 Board members will redirect staff who attempt to use Board members as their representatives, or to use Board members as an avenue for input to the Executive Director.
- 4.7.3.8 Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
- 4.7.3.9 Board members' interaction with the public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board.
- 4.7.3.10 Board members will not criticize individual judgments of the performance of the Executive Director or staff, except that they may raise such concerns in a Board or Executive Committee meeting where such performance is clearly inconsistent with Board policy.

4.7.4 Confidentiality

- 4.7.4.1 Board members will respect the confidentiality appropriate to issues of a sensitive nature. This confidentiality is expected to continue after the member is no longer on the Board.
- 4.7.4.2 Board members also must maintain the confidentiality of information entrusted to them by the Society and any other non-public information relating to the Society and its participants that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized or legally mandated.

4.7.5 General Provisions

- 4.7.5.1 Encourage the reporting of any illegal or unethical behaviours by Board members to promote ethical behavior and take steps to ensure the Society:
 - 4.7.5.1.1 Encourages Board members, employees and others to report violations of laws, rules, regulations or the Society's Code of Ethics and Conduct to the appropriate person.
 - 4.7.5.1.2 Informs Board members, employees and others that the Society will not allow retaliation for any reports made in good faith.
- 4.7.5.2 All Board members will sign an affirmation accepting this Code of Ethics and Conduct. Members will annually (at the first meeting after the Annual General Meeting) disclose in writing their involvement with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
- 4.7.5.3 The Code of Ethics and Conduct shall be subject to periodic review and revision by the Board as necessary or appropriate. The Board shall have the authority to make any interpretations regarding the operation of this Code of Ethics and Conduct.

4.7.6 Enforcement

- 4.7.6.1 Any alleged breach of this Code of Ethics and Conduct shall be reported to the Chair of the Board. The Chair will review the report with the Executive Committee and will decide if an investigation is appropriate. Should the allegation be made about the Chair, the report will be made to the Vice-Chair.
- 4.7.6.2 The Board Executive Committee (or 4 disinterested members of the Board) will be identified as the "Investigating Committee" and will investigate any allegation of a breach of this policy by a Board member, with or without the participation of any Board member who may be the subject of such report, and report its findings and recommendations to the Board.
- 4.7.6.3 Any Board Member who is subject to such an allegation shall be informed of such allegation, and be allowed ample opportunity to review the details of such allegation and to respond to such allegation to the Investigating Committee.
- 4.7.6.4 If the Board is satisfied on a report from the Investigating Committee that a breach of the Code of Ethics and Conduct has been proved, the Board may:
 - 4.7.6.4.1 warn the Board member as to their future conduct;
 - 4.7.6.4.2 reprimand the Board member;
 - 4.7.6.4.3 suspend the Board member from membership of the Society for such period as the Board may determine; or
 - 4.7.6.4.4 terminate the Board member's membership of the Society.

- 4.7.6.5 The Board's decision shall be conveyed in writing to the Board member and shall be considered final. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethics and Conduct.
- 4.7.6.6 A Board member shall be considered resigned from the Board when she/he misses three consecutive meetings without the prior approval of the Board.

This section provides a mechanism for the Directors to hold or call meetings of the Board of Directors consistent with Article V: Sections 7, 8 and 9 of the Society's bylaws.

4.8.1 Regular Board Meetings

- 4.8.1.1 The Board of Directors shall meet in regular sessions a minimum of eight (8) times per year as necessary and at such time and place as the Board may determine.
- 4.8.1.2 At any regular meeting of the Board of Directors, four (4) Directors shall constitute a quorum.
- 4.8.1.3 All regular meetings of the Board of Directors shall be open to the public except for those items that the Chair or the Board determine shall be considered in camera as per Section 4.8.4.

4.8.2 Special Board Meetings

- 4.8.2.1 In addition to the Society's Bylaws Article V: Sec. 7, the Executive Committee may call a special board meeting in between regular board meetings to expedite decision-making on time-limited or urgent society matters.
- 4.8.2.2 The Board's Executive Committee may call a special board meeting if a decision requires full discussion and significant information provision before a decision can be made.
- 4.8.2.3 A special board meeting requires a minimum of three days' notice. The purpose of the special meeting shall be set forth in the notice and no additional business shall be transacted at that special meeting.
- 4.8.2.4 At any special meeting of the Board of Directors, four (4) Directors shall constitute a quorum.

4.8.3 Virtual Board Meetings

- 4.8.3.1 The Board's Executive Committee, between board meetings to expedite decision-making on time-limited or urgent society matters, may use email to hold a vote.
- 4.8.3.2 An email vote, by design, is limited to those board members eligible to vote.
- 4.8.3.3 At any *virtual* meeting of the Board of Directors, four (4) Directors shall constitute a quorum.
- 4.8.3.4 Decisions made during a *virtual meeting* should be a matter of public record and therefore the discussion, opinions, perceptions, debate and other non-factual aspects of the decision-making process should not be recorded in the minutes.

- 4.8.3.5 Minutes of virtual meetings will be ratified at the next calling of a *regular* meeting and then placed in the public record with minutes from regular or special meetings.

4.8.4 In Camera Board Meetings

- 4.8.4.1 Subject to the provisions of British Columbia's **Freedom of Information and Protection of Privacy Act**, agenda items shall be considered *in camera* if they fall within one or more of the following classifications:
- 4.8.4.1.1 Items which are subject to solicitor/client privilege.
 - 4.8.4.1.2 Items where disclosure could reasonably be expected to harm a security or disciplinary matter.
 - 4.8.4.1.3 Items relating to management of personnel or the administration of the Society, and that have not yet been implemented or made public.
 - 4.8.4.1.4 Items currently being negotiated by or for the Society.
 - 4.8.4.1.5 Items where disclosure could be harmful to individual or public safety.
 - 4.8.4.1.6 Items where the disclosure of information could reasonably be expected to result in the premature disclosure of a proposal or project, or in undue financial loss or gain to the Society or a third party.
 - 4.8.4.1.7 Items where protection of a third party's personal information and privacy is involved.
- 4.8.4.2 Materials for distribution to the Board for *in camera* meetings are confidential and *in camera* discussions of the Board are confidential, unless the Board formally decides otherwise.
- 4.8.4.3 With the consent of the Chair, staff members on the advice of the Executive Director may be invited to attend *in camera* sessions of the Board.
- 4.8.4.4 The Chair may invite staff and other persons to attend *in camera* sessions of the Board.
- 4.8.4.5 At any *in camera* meeting of the Board of Directors, four (4) Directors shall constitute a quorum.
- 4.8.4.6 In camera minutes are kept confidential and do not become public.
- 4.8.4.7 The subject matter discussed and the decisions made during an in camera meeting can be shared with the public and/or membership if the Board makes the decision to make the information available.

5.0.1 Board Responsibilities (and what to do about them)

- 5.0.1.1 Determine the organization's mission and purposes.
 - 5.0.1.1.1 Annually review the mission, purposes and statement of values.
 - 5.0.1.1.2 Develop and annually review the strategic plan.

- 5.0.1.2 Ensure clear, effective leadership of the organization.
 - 5.0.1.2.1 Determine the leadership model of the organization.
 - 5.0.1.2.2 Determine who on the board should take on executive roles.
 - 5.0.1.2.3 Select the operational leader (typically, the Executive Director) when the position becomes vacant.
 - 5.0.1.2.4 Regularly review the performance of the operational leader.

- 5.0.1.3 Ensure balance and role clarity between governing and operating leaders.
 - 5.0.1.3.1 Ensure clear and current terms of reference for the Board and its committees.
 - 5.0.1.3.2 Ensure clear and current job descriptions for the Board executive and the operating executive.
 - 5.0.1.3.3 Develop systems of regular communication and negotiation for Board and operational leader(s) that attend to both organizational and personal performance.

- 5.0.1.4 Ensure effective organizational planning.
 - 5.0.1.4.1 Ensure that planning is systematic.
 - 5.0.1.4.2 Review operational plans (including budgets) to ensure that they respond to the strategic plan.
 - 5.0.1.4.3 Review operational results to ensure that they respond adequately to operational and strategic objectives.

- 5.0.1.5 Ensure adequate resources.
 - 5.0.1.5.1 Ensure that facilities and equipment are safe and adequate for their purposes.
 - 5.0.1.5.2 Review financial plans (operating budget and capital acquisition) to ensure viability.
 - 5.0.1.5.3 Take primary responsibility for community fundraising.
 - 5.0.1.5.4 Be "pace-setters" in donorship.

- 5.0.1.6 Manage resources and risks effectively.
 - 5.0.1.6.1 Monitor costs in relation to budgets.
 - 5.0.1.6.2 Ensure that proper working conditions and professional leadership, including support and supervision, are maintained and supported by policy.
 - 5.0.1.6.3 Ensure there is an annual, professional audit.
 - 5.0.1.6.4 Ensure that the organization, the Board, staff and volunteers, and the facility and equipment are adequately insured.

- 5.0.1.7 Ensure the relevance of the organization's programs and services.
 - 5.0.1.7.1 Develop and maintain a shared understanding of the community and its service needs.
 - 5.0.1.7.2 Determine what programs and services the organization should offer.
 - 5.0.1.7.3 Review the service mix regularly to ensure continued relevance.
 - 5.0.1.7.4 Review programs and services regularly.

- 5.0.1.8 Enhance the organization's public image.
 - 5.0.1.8.1 Take primary responsibility for promotion of the organization in the community.
 - 5.0.1.8.2 Ensure clear policy and relevant supporting materials to guide public communications.

- 5.0.1.9 Serve as a "court of appeal."
 - 5.0.1.9.1 Establish policy to guide the intervention of trustees in operational issues, especially disputes (e.g. between staff and the Executive Director, client(s) and staff, community members and staff).
 - 5.0.1.9.2 Implement this rarely and with extreme prudence.

- 5.0.1.10 Assess its own performance.
 - 5.0.1.10.1 Annually review the accomplishments of the Board in relation to its documented role and responsibilities (found in job descriptions, and/or terms of reference, and/or strategic plan).
 - 5.0.1.10.2 Periodically review the Board structure and process.

5.1 Board Decision-Making

5.1.1 Decision by Consensus

5.1.1.1 The following is an overview of how the Board will conduct its meetings:
Our guiding principles shall be:

- All members will contribute equally.
- All contributions will be respected.
- Progress toward high quality decision-making will be facilitated.
- Decisions will be made by consensus.

5.1.1.2 Generally, the process will be conducted as follows:

5.1.1.2.1 Consensus shall be defined as “no Board member objects to the proposal.”

5.1.1.2.2 Decisions made by the Board will be clearly identified in the minutes of its meetings. The precise wording of the *decision-making proposal* and the outcome (consensus reached or the closing option) will be recorded.

5.1.1.2.3 There is no correct form for a *decision-making proposal*; rather, the requirement is for clarity of meaning. Members are free to use the phrase, “I move ...” or whatever is comfortable and familiar in making a *decision-making proposal*.

5.1.1.2.4 There will be no requirement for a “mover” and/or a “seconded” to a *decision-making proposal*.

5.1.1.2.5 Minutes will read as “agreed to by consensus” (ABC) rather than “Moved/Seconded/Carried” (as if by vote).

5.1.1.2.6 The minutes will not record the name of the mover/”proposer.” This practice recognizes that once the group agrees to discuss a proposal, it is the Board, not the originator, who “owns” the *decision-making proposal*.

5.1.1.2.7 In general, members should speak once to the *decision-making proposal* or at least not speak a second time until all other members have had an opportunity to contribute. During the discussion the Chair will “poll” each member for their position on the proposal, ensuring all have an equal opportunity to comment.

5.1.1.2.8 If reaching a consensus proves challenging, the Chair should place alternatives before the Board: referring the issue (to a committee, to a subsequent meeting, to a small group to address during a break, etc.); postponing the decision to a certain time; or withdrawing the proposal.

5.1.1.3 The following information describes the CONSENSUS DECISION-MAKING process adopted by the Board:

5.1.1.4 **Consensus decision-making** is a group decision-making process that not only seeks the agreement of most participants, but also the resolution or mitigation of minority objections. Consensus is usually defined as meaning

both general agreement, and the process of getting to such agreement. Consensus decision-making is thus concerned primarily with that process.

5.1.1.5 Objectives: As a decision-making process, consensus decision-making aims to be:

5.1.1.5.1 **Inclusive:** As many stakeholders as possible should be involved in the consensus decision-making process.

5.1.1.5.2 **Participatory:** The consensus process should actively solicit the input and participation of all decision-makers.

5.1.1.5.3 **Cooperative:** Participants in an effective consensus process should strive to reach the best possible decision for the group and all of its members, rather than opt to pursue a majority opinion potentially to the detriment of a minority.

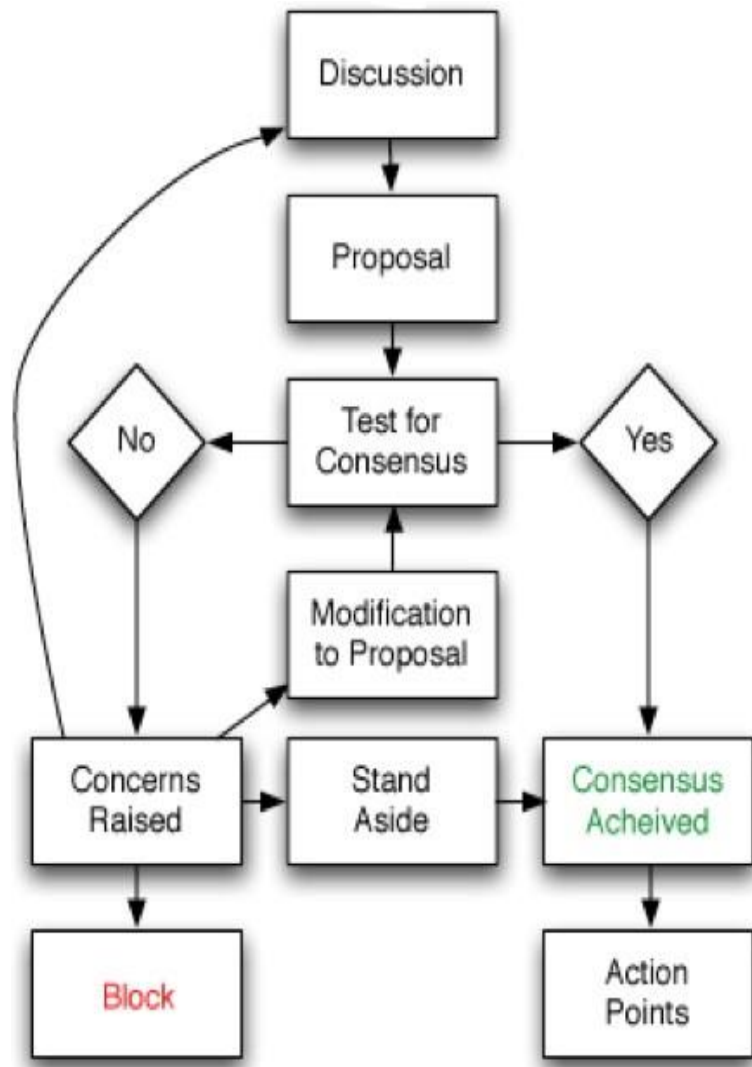
5.1.1.5.4 **Egalitarian:** All members of a consensus decision-making body should be afforded, as much as possible, equal input into the process. All members have the opportunity to table, amend and veto or "block" proposals.

5.1.1.5.5 **Solution-oriented:** An effective consensus decision-making body strives to emphasize common agreement over differences and to reach effective decisions using compromise and other techniques to avoid or resolve mutually-exclusive positions within the group.

5.1.1.6 **Process:** Since the consensus decision-making process is not as formalized as others (e.g. Roberts Rules of Order) the practical details of its implementation vary from group to group.

5.1.1.6.1 However, there is a core set of procedures that is common to most implementations of consensus decision-making. Once an agenda for discussion has been set and, optionally, the ground rules for the meeting have been agreed upon, each item of the agenda is addressed in turn.

5.1.1.6.2 Typically, each decision arising from an agenda item follows through a simple structure: (see diagram)



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- 5.1.1.6.3 Discussion of the item: The item is discussed with the goal of identifying opinions and information on the topic at hand. The general direction of the group and potential proposals for action are often identified during the discussion.
 - 5.1.1.6.4 Formation of a proposal: Based on the discussion a formal decision proposal on the issue is presented to the group.
 - 5.1.1.6.5 Call for consensus: The facilitator of the decision-making body calls for consensus on the proposal. Each member of the group usually must actively state their agreement with the proposal, often by using a hand gesture, to avoid the group interpreting silence or inaction as agreement.
 - 5.1.1.6.6 Identification and addressing of concerns: If consensus is not achieved, each dissenter presents his or her concerns on the proposal, potentially starting another round of discussion to address or clarify the concern.
 - 5.1.1.6.7 Modification of the proposal: The proposal is amended, re-phrased or "ridered" (added to the proposal) in an attempt to address the concerns of the decision-makers. The process then returns to the call for consensus and the cycle is repeated until a satisfactory decision is made.
 - 5.1.1.6.8 Dissent: Although the consensus decision-making process should, ideally, identify and address concerns and reservations early, proposals do not always garner full consensus from the decision-making body. When a call for consensus on a motion is made, a dissenting delegate has one of three options:
 - 5.1.1.6.9 Declare reservations: Group members who are willing to let a motion pass but desire to register their concerns with the group may choose "declare reservations." If there are significant reservations about a motion, the decision-making body may choose to modify or re-word the proposal.
 - 5.1.1.6.10 Stand aside: A "stand aside" may be registered by a group member who has a "serious personal disagreement" with a proposal, but is willing to let the motion pass. Although stand asides do not halt a motion, it is often regarded as a strong "nay vote" and the concerns of group members standing aside are usually addressed by modifications to the proposal. Stand asides may also be registered by users who feel they are incapable of adequately understanding or participating in the proposal.
 - 5.1.1.6.11 Block: Any group member may "block" a proposal. In most models, a single block is sufficient to stop a proposal, although some measures of consensus may require more than one block. Blocks are generally considered to be an extreme measure, only used when a member feels a proposal "endanger[s] the organization or its participants, or violate[s]"

the mission of the organization" (i.e., a principled objection). In some consensus models, a group member opposing a proposal must work with its proponents to find a solution that will work for everyone.

5.1.2 **Decision by Electronic Method**

5.1.2.1 The following is an overview of how the Board will engage in seeking a decision by "electronic method" when it is necessary to expedite a board proposal decision.

5.1.2.1.1 Electronic voting will not be used to revise the bylaws, to change membership dues and categories, or to establish or revise the yearly budget. It will not be used to authorize expenditures of more than \$1500 unless such expenditures have already been included in the yearly budget.

5.1.2.1.2 The electronic discussion and voting process shall be minuted as if the process were a special meeting of the Board. These minutes shall be formally adopted at the next regular meeting of the Board.

5.1.2.1.3 If a proposal turns out to be more controversial or complex than expected, any Board member may request a special Board meeting pursuant to Section 4.8.2 to decide the matter. If two members make such a request then the meeting will be arranged and the electronic process will be terminated without a vote being taken. The original proposal shall be the only proposal considered when the special meeting occurs.

5.1.2.1.4 The decision to call for an electronic decision will be a consensus of the Executive Committee of the Board and the Chair will post the proposal for action on the nCsWiki Electronic Discussion Site.

Nelson CARES Society
Board Governance Policy Manual 4.7.5.2
Board of Directors Code of Ethics and Conduct

I, _____, have read, understand and accept the Society's policy regarding Board Member's *Code of Ethics and Conduct* described in the Governance Policy Manual 4.7.

In accordance to 4.7.5.2 regarding conflicts of interest, I disclose:

I do not have a conflict of interest

I do have a conflict of interest as described here:

Name

Date