



Together for Our Kids

# Governance Policies

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## INTRODUCTION

### Background

Family and Children's Services of Lanark Leeds Grenville (FCSLLG) is a not-for-profit agency incorporated under the Ontario Corporations Act and mandated as a Children's Aid Society under the Child, Youth and Family Services Act of Ontario to provide statutory services to families and children.

FCSLLG is an approved transfer payment agency pursuant to The Child, Youth and Family Services Act (CYFSA) and as such is subject to Ministry policies, Minister's direction, government directives and the constraints, delays in funding and changing political considerations common to provincial government agencies. Our jurisdiction is the Ontario counties of Lanark, Leeds and Grenville.

### Purposes

The purposes or objects of the corporation are to:

- Generally, discharge the functions of a Children's Aid Society under the Child, Youth and Family Services Act of Ontario and to cooperate in the carrying out of said Act and other legislation in the interests of children;
- Investigate allegations of neglect and abuse;
- Protect children and youth;
- Provide supervision or other services for children assigned to its care;
- Promote the best possible outcomes for children and youth in care;
- Deliver services that support and strengthen children, youth and their families in our communities;
- Do all things incidental and ancillary to the foregoing objects of any of them.
- Enhance the capacity of families to provide care for their own children.

### Vision

Safe, healthy, resilient kids growing up in their families within their communities ... where FCSLLG is part of a social system that promotes equitable outcomes for all children and families.

### Mission

FCSLLG is committed to engaging families and the community in the safety, permanency and wellbeing of our children and youth. Three pillars are the foundational aspirations of our vision and mission, Engagement, Inclusivity, and Resilience.

## Constitutional Documents

- Corporations Act of Ontario RSO 1990 C. 38 <https://www.ontario.ca/laws/statute/90c38>
- Ontario Not-For-Profit Corporations Act (ONCA), SO 2010 C.15 upon its proclamation <https://www.ontario.ca/laws/statute/10n15>
- Letters Patent July 20, 1977
- Letters Patent of Amalgamation August 2, 2011 <https://opentext.fcsllg.ca/otcs/cs.exe/app/nodes/3467214>
- Child, Youth, Family Services Act (CYFSA) S.O. 2017, c. 14, Sched. 1 - <https://www.ontario.ca/laws/statute/17c14>
- O. Reg. 191/18 Personal Information <https://www.ontario.ca/laws/regulation/180191>
- O. Reg. 159/18 List Of First Nations, Inuit And Métis Communities <https://www.ontario.ca/laws/regulation/180159/v1>
- O. Reg. 158/18 Adoption Information Disclosure <https://www.ontario.ca/laws/regulation/r18158>
- O. Reg. 157/18 Transitional Matters <https://www.ontario.ca/laws/regulation/180157>
- O. Reg. 156/18 General Matters Under The Authority Of The Minister <https://www.ontario.ca/laws/regulation/180156>
- O. Reg. 155/18 General Matters Under The Authority Of The Lieutenant Governor In Council <https://www.ontario.ca/laws/regulation/r18155>
- Charities Accounting Act, R.S.O. 1990, c. C.10 Canada Revenue regulations on Charities Bylaw #1 <https://www.ontario.ca/laws/statute/90c10>

## Other Key Documents

Other key documents guiding its work and its values, principles and external and internal relationships include:

- FCSLLG Strategic Plan
- Financial policies
- Human Resources policies

## Membership and Organizational Structure

Bylaw # 1 provides that **Members** of the Corporation shall be current directors of the corporation and such other persons or organizations deemed by the Board of Directors to be interested in furthering the objects of the Corporation and whose application for admission as a member has received the approval of the Board and has paid the membership dues (if any) established by the Corporation.

The affairs of the Corporation shall be governed by a Board of Directors, comprised of thirteen (13) directors elected by the members. The Board may by resolution change the number of elected directors, but such motions will be time limited and will require approval at a members meeting. Management of the Corporation's operations may be delegated to an Executive Director who shall be a 'non-voting' director.

## See Appendix II – Organizational Chart

### Authority and Application of Governance Policies

The Board of Directors of FCSLLG, under the authority of **Bylaw #1** establishes these **Governance Policies**. The provisions of the **Bylaw** shall take precedence in the event that there is any conflict between these policies and the **Bylaw**.

The purpose of these policies is to:

- Complement the **Bylaw** with additional detailed policies to provide a framework for the Board's execution of its responsibilities.
- Provide a concise summary and reference to all of the policies enacted by the Board of FCSLLG including:
  - Strategic Plan

- Human resources and compensation policies
- Financial policies
- Serve as a resource for orientation and training of board members and staff.

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## OVERVIEW OF GOVERNANCE POLICIES

These policies formalize the roles and responsibilities of the Board of Directors of FCSLLG, its officers and committees; the manner in which the Board exercises its authority in the fulfillment of its responsibilities; the responsibilities and authority of its Executive Director (hereinafter referred to as ED); the relationship between the Board and the FCSLLG management; and, the general principles that will guide its governance responsibilities and operating practices.

### **Governance: The Primary Focus of the Board of Directors**

Governance, as defined here, is

- **“the dynamic interaction between people, structures, processes and traditions**
- **that support the exercise of legitimate authority in providing**
- **sound leadership, strategic direction, oversight and control,**
- **in order to ensure that the organization’s purpose is achieved and that there is proper accounting for the**
  - **manner in which its business is conducted,**
  - **efficient use of its resources, and**
  - **results of its activities.”**

### **It is not management!**

**The primary focus of the Board of Directors**, in consultation/partnership with the ED, will be on establishing strategic goals and objectives that achieve the vision and strategic orientation set by the Board. The Board will be responsible for monitoring and auditing results in the implementation of the strategic and operational plans. It will reflect clear values, vision and mission through its strategic planning in partnership with the ED. It will ensure that the affairs of the organization are conducted in an ethical manner, that resources are used efficiently, that realistic goals and objectives are established and achieved, and that a full accounting for performance is provided to members and other key stakeholders.

### **1. Board Structure and General Duties**

The structure and objects or purposes of FCSLLG are defined by the legislation under which it is incorporated, other legislation related to its operations, the letters patent, **Bylaw No.1** and these **Governance Policies** approved by resolution of the Board under the authority of the **Bylaw**.

#### **1.1 Board Structure**

**Bylaw No. 1** specifies the number of directors, eligibility criteria, election process and terms of office of directors. The Board is comprised of thirteen elected persons plus the Executive Director as a non-voting director.

The Executive Committee and the Governance Committee are standing committees of the Board established by **Bylaw 1**.

Other committees, ad hoc task forces or working groups may, from time to time, be established by the Board to carry out certain tasks or make recommendations to the Board on specific issues. A Board resolution defining committee mandate, membership, and appointment is required for all committees. The Board President (voting) and ED (non-voting) shall be ex-officio members of all committees established by the Board.

Ad hoc working groups will be automatically disbanded when

- the task is completed or no longer relevant,
- consequent to a Board motion, or

- consequent to a sunset clause in the original motion establishing the working group or committee.

## **1.2 General Governance Responsibilities**

The Board's job, in full partnership with the ED, is to govern the affairs of the organization within the framework of relevant legislation, and standards. The Board, drawn from the membership, has the authority and responsibility for:

- Safeguarding the organizational mission and ensuring the viability and stability of the organization;
- Securing input of members and other key stakeholders to strategic planning;
- Fulfilling its fiduciary obligations to serve the interests of its members and fulfil its statutory and contractual obligations;
- Ensuring that it has adequate information to monitor major areas of ED and organizational performance;
- Ensuring the proper and prudent management of the organization;
- Ensuring that the organization's activities are consistent with its mission;
- Accounting to its members and other key stakeholders for the performance of the organization; and,
- Ensuring systematic linkages/partnerships with other organizations engaged in the pursuit of similar or related objectives, and with other key stakeholders.
- Upholding the principles of equity, diversity, and inclusivity in carrying out all of its responsibilities

## **1.3 Authority and Accountability**

The Board, as a whole, has general and specific responsibilities to the organization's members and those others who provide funds for the operation of the organization. The Board is also accountable, in a more general sense, to exercise good stewardship of the organization on behalf of the trust placed in it by the members, staff, volunteers, other stakeholders, and the general public.

Individual directors have **no authority to act or give direction individually** other than in such manner as may be approved in these policies or by resolution of the Board. The Board may delegate authority to an individual director or officer or the ED. However, the Board retains ultimate responsibility and accountability for all aspects of the organization's affairs and the conduct of its business.

The Board will account to FCSLLG members and other key stakeholders through annual and periodic reports on its activities and finances, annual audited financial statements, minutes of Board meetings (except in-camera portions), receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

### **1.3.1 Client Information**

FCSLLG provides services of a highly personal nature to its clients. These services deal with matters of child development, child protection and neglect and parental capacity. Client trust in these circumstances is inherently fragile because of the sometimes adversarial nature in which such services are delivered.

Board members will not normally be entitled to information about client identity or other personal information related to these services except such as may become publicly available through reports of court proceedings, client complaint processes or client self-identification.

## **1.4 Essential Governance Tasks of the Board**

The Board may carry out its duties directly or establish certain committees to assist in its work.

However, the Board itself retains ultimate authority and accountability for the work of its committees and for overseeing and coordinating their efforts. These responsibilities fall generally within eight major categories: Mission and Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Stakeholder Representation and Advocacy; Management of Critical Events and Transitional Phases; and, Complaints Processes.

## **1.5 Director's Duties – Responsibilities of Individual Board Members**

Individual Board members have no authority to act independently of the Board except insofar as the bylaw or the Board, by resolution, specifically mandates. This means, among other things, that an individual Board member cannot provide direction to the ED or staff. The only legal authority to provide direction or require information is vested in the full Board. Nevertheless, periodic informal communication between board members and the ED between formal meetings is encouraged for the purpose of ensuring a free flow of information, understanding of issues and maintenance of constructive working relationships.

Each Board member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the fulfillment of the essential governance tasks of the Board outlined in Part 1.4 of these policies, members are responsible to exercise due diligence, loyalty and care in the performance of their duties. Each Board member is responsible to exercise these duties as follows:

### **1.5.1 Duty of due diligence**

- Be informed of the legislation under which the organization is incorporated, relevant jurisprudence, the organization's bylaws, values, vision, mission, code of conduct, and policies as they pertain to the duties of a director.
- Engage in ongoing learning about FCSLLG and its functioning, including understanding of FCSLLG financial reports, funding and policy documents.
- Keep generally informed about the activities of the organization, the external factors that affect the organization, and general trends in the service area in which the organization operates.
- Seek as much sound information as feasible about an issue before making a decision on a matter, including perspectives of, and potential impact on clients, members and staff.
- Prepare diligently for and attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.

### **1.5.2 Duty of loyalty**

- Act with honesty and in good faith in what the director reasonably believes to be the best overall interests of FCSLLG.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith, in a legally constituted meeting, by directors in reasonably full possession of the facts.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the organization's bylaws and policies and statutory requirements.

### **1.5.3. Duty of care**

- Exercise the same degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Offer personal and professional perspectives and opinions on issues that are the subject of Board discussion and decision. Present both facts and perceptions on behalf of members.
- Engage meaningfully at meetings through frank and open discussion without personalizing comments; challenge opinions, disagree without being disagreeable and encourage all board members to participate fully in discussions without dominating them.

- Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Ask for a review of a decision, if the director has reasonable grounds to believe that the Board acted without full information or in a manner inconsistent with its fiduciary obligations; if still not satisfied after such review, ask that the matter be placed before the membership.
- Work cooperatively with the staff of the organization on committees or task forces of the Board.
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying approved governance policies.
- Strive to ensure that the governance of the organization leads to equitable opportunities and outcomes for service recipients and other stakeholders, as well as inclusivity within the community and the organization.

#### **1.5.4 Communications**

- Directors are expected to extend public knowledge and appreciation of services and should avoid practices that are likely to discredit the sector or harm the professional reputation and practice of FCSLLG, its membership, and/or its employees.
- Directors may represent themselves as members of the FCSLLG Board in consultation with the Board President but are not permitted to speak on behalf of FCSLLG unless authorized to do so by Board decision. The President of the Board and the ED shall be the official spokespersons for the organization.
- Key board messages on actions and decisions will be agreed as a group and communicated consistently. Distribution of Board meeting summaries, minutes and documents is handled by administrative staff under direction of the Secretary.

#### **1.6 Ethical Practices**

The Board and individual Directors make a vital contribution to the success of the organization. The Code of Conduct is a succinct statement of essential principles intended to govern the conduct of the Board and staff of the organization. It encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. It outlines the serious commitment that Directors undertake when they join the Board.

Respect for confidentiality is the cornerstone of trust and confidence. Board members, staff and volunteers must, at all times, respect the confidentiality of information obtained during the course of their service. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board, or a staff or volunteer has left the employ of the organization.

Members and employees trust Board members to protect the confidentiality and accuracy of their personal information and to respect the sensitivity of corporate information and records, the disclosure of which could have a harmful impact on personal or professional lives. [See also clause 1.3.1 – Client Information]

Directors and staff are expected to comply with the prescribed Code of Conduct ([Appendix III.A](#)) and Confidentiality Policy ([Appendix III.B](#)) and are required to sign an Oath of Office ([Appendix III.C](#)) upon assuming office.

#### **1.7 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of

Directors or vote on any resolution to approve any such contract or transaction. [ONCA clause 41]

Conflicts of interest are inevitable in any organization, particularly those with multiple constituencies and competing interests. A conflict of interest should not disqualify a person from office unless it is persistent and pervasive. What is most important is that any such conflict is managed in an open and transparent manner.

“Conflict of interest means a conflict, or the appearance of a conflict, between the private interests and the official responsibilities of a person in a position of trust.” A conflict of interest may arise between the personal/private or competing interests of a Director and FCSSLG.

Members of the Board shall act at all times in the best interests of FCSSLG rather than such other interests. This means setting aside personal self-interest or the interests of their constituent community and performing their duties in transaction of the affairs of FCSSLG in such a manner that promotes member and public confidence and trust in the integrity, objectivity and impartiality of the Board.

A conflict of interest may arise if an individual, his/her business or his/her immediate family stands to benefit from decisions or actions arising from the Board. A conflict of interest may also arise when directors owe a duty of loyalty or fidelity to another organization to which a proposed policy or project of the FCSSLG could be detrimental. A conflict of interest may also be implied in the accepting of inappropriate gifts, incentives or hospitality that could be construed as improper or implying an obligation.

#### **1.7.1 Steps for managing conflicts of interest**

If the Board is of the view that the best interests of FCSSLG are materially at odds with the personal interests of the Director, then the Director shall:

- a) disclose financial, business or material interests or outline the difficulties of their position/representation posed by the item before the Board either in writing before the meeting or at the meeting in which the disclosure is entered into the minutes of the meeting;
- b) abstain from influencing such decisions in any way whether before, after or during the meeting;
- c) withdraw from the meeting and shall not take part in the discussion of or vote on any question in respect of the matter. Any such withdrawal shall not affect the quorum for that part of the meeting;
- d) abstain from participating in that portion of the meeting dealing with the issue;

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, be deemed to be also the pecuniary interest of the Director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

#### **1.8 Disposition of Complaints and Disputes involving Directors**

All complaints of or disputes involving Directors will be dealt with in a manner consistent with the following:

- a) The Governance Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the Organization's **Bylaw**, **Governance Policies**, Code of Conduct or Conflict of Interest Policy.
- b) Directors are expected to report their awareness of any situation which might adversely affect the reputation or performance of FCSSLG. This would include any questionable, fraudulent, or illegal actions.
- c) Reports should be made to the Board President, but if he/she is implicated in the wrongdoing, the matter should be reported to the ED and the Vice-President.

- d) The Governance Committee shall review disputes between members of the Board that may impair the ability of the Board to carry on its business.
- e) Directors are expected to comply promptly with any request from internal and/or external auditors for assistance and should provide full disclosure of any situation under investigation.
- f) Allegations of a grave nature against a Director shall be immediately referred to appropriate authorities for investigation. Any director against whom such allegations are made shall be deemed to immediately be on a leave of absence from the Board pending completion of the investigation.
- g) Any Board member against whom specific allegations or complaints have been made will be notified in writing, except where such complaints relate to potential criminal behaviour and have been referred for police investigation. The director may respond in confidence to the President of the Board or independent arbitrator, as applicable.
- h) The review of such complaints or disputes shall include an opportunity for the Director concerned to represent his/her position. A Governance Committee member who originates or is the subject of such complaints or disputes must declare his/her conflict and absent him/herself from such meetings.
  - i) Every attempt shall be made to resolve such matters expeditiously and fairly.
  - j) The recommendations regarding resolution of such matters shall be brought to the Board for approval. Should the Director refuse to abide by the ruling the Board may, pursuant to the **Bylaw**, refer the matter to the members.

## 2. ROLES OF THE OFFICERS

Officers are in the service of the Board. Individual officers may not act in place of the Board. The Board may, by policy or general resolution, delegate certain responsibilities to its officers but retains ultimate responsibility and accountability for the responsibilities so delegated.

### 2.1 President

The role of the President is to ensure integrity in the manner in which the Board and its members attend to the business of the Organization. The President is the only Board member authorized to speak for the Organization, unless this is specifically delegated to another Board member or the ED.

- a) The President presides as the 'manager' of the Board's activities, ensuring that the Board and its members follow Board rules or policies and those obligations legitimately imposed by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the Board's work is conducted efficiently and effectively. The President has no authority to make decisions outside the **Bylaws** or the parameters of policies created by resolution of the Board.
- b) The President will set the agendas for meetings of the Board with input from the members of the Board and with the assistance of the ED and ensure that its meetings are focused on matters of Board responsibility.
- c) The President is responsible for promoting the development of a Board work plan, complementary to the strategic priorities and operational plan of the organization, and ensuring that the Board's work and power are fairly distributed among Board members
- d) The President will plan the conduct and timing of Board meetings in conjunction with the ED and will preside at meetings of the Board and membership.
- e) The President will ensure that the Board is properly informed about the operations of the Organization, has the information and opportunity necessary to come to decisions on matters within its purview, and that decision-making is transparent.
- f) The President, without undermining the ED's accountability to the full Board, will be the Board's primary liaison with the ED, who is responsible for the execution of Board policies and directives.
- g) The President ensures there are annual performance objectives for the Executive Director that are SMART (Specific, Measurable, Achievable, Relevant to the strategic and operational plans and time limited) and recommend these for Board approval.

- h) The President will strive to ensure that the Board works effectively as a team and those areas of overlap between Board, management and staff responsibilities are managed constructively.
- i) The President is responsible to ensure that conflict of interest issues and other conflicts or disputes are addressed sensitively and resolved constructively.
- j) The President is responsible to ensure that Board and director self-assessments are conducted.
- k) The President, with the support and cooperation of the Board, is responsible for ensuring adequate communications and accountability to members and other key stakeholders.
- l) The President will act as public and media spokesperson for the Board and FCSSLG as required subject to the provisions of clause 5.6 of these policies.

## **2.2 Vice-President**

The Vice President will assume the role of President during his/her absence and perform such other duties as prescribed from time to time by the Board. The Vice-President will normally accede to the position of President as that position becomes vacant.

## **2.3 Treasurer**

The Treasurer with the support of agency staff (in conjunction with the Finance Department) shall:

- a) Monitor the financial activities of the organization through regular review of quarterly financial statements with the ED, or designated manager;
- b) Monitor that complete and accurate records are kept of all of the organization's financial matters in accordance with generally accepted accounting principles;
- c) Monitor the deposit of any money or other securities in the name and to the credit of the Corporation at the location chosen by the Board of Directors;
- d) Monitor that disbursements for the Corporation are made in accordance with the instructions of the Board of Directors;
- e) Act as a signing authority for the organization as approved in the **Bylaws** or by resolution of the Board;
- f) Ensure that the Board, quarterly or as otherwise required, is provided with a report of all major financial transactions and of the financial position of the organization;
- g) Recommend a competent auditor to be appointed annually; and,
- h) Collaborate with the auditor and ED in review and presentation of annual audited financial statements and the auditor's management letters.
- i) The Treasurer can call upon the Executive Director to assist or assign staffing as necessary to accomplish the above.

## **2.4 Secretary**

The Secretary of Record shall be the Executive Director, who shall ensure that all secretarial functions are performed for the Board, and that records are kept of all proceedings and transactions. The Secretary is the official custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the organization. S/He shall:

- Oversee the keeping of records of meetings, policies, membership and any other records required by law.
- Ensure that minutes are taken at all regular and special meetings of the Board and its committees.
- Ensure that copies of minutes and agendas are circulated to Board members prior to each meeting.
- Maintain, or ensure the maintenance of, the files and records of the organization to be passed on to future officers and ensure the security and confidentiality of all such files and records.

## **2.5 Executive Director (ED)**

The ED shall be responsible for the execution and implementation of Board directives and the

general management and administration of the affairs of the organization pursuant to the provisions of the description of responsibilities contained in [Appendix I](#) of these policies. These responsibilities include appointment, training and support of staff, ensuring proper care and custody of records, and development of annual operating plans.

The ED is also the agency's local director (ld) for the purposes of the CYFSA.

### **3. ROLE OF COMMITTEES**

Committees play a vital role, assisting the Board in carrying out its duties. Greater detail on the authority, structure and functions of standing committees is provided in the following sub-clauses of Part 3. The Board may establish any other committees for such purposes and terms as it deems advisable.

#### **3.1 Authority of Committees**

Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the ED to allocate resources in support of committee activities. The Board appoints committee members annually for one-year terms. The committee president may, in consultation with the Board, appoint a member of the committee as a lead director for a specific area of the committee's responsibility.

Committees may, subject to Board authorization, engage independent experts to advise or support their activities.

#### **3.2 Composition**

A member of the Board shall preside at all standing or ad hoc committees established under these policies.

The composition of committees established under these policies shall be representative of the Board and, where feasible and appropriate, staff and members of FCSLLG. This is intended as an effective way to add expertise, involve more of the members in the work of the organization and bring to the organization broader member perspectives. It also serves as a means of recruiting, orienting and screening prospective candidates for the Board. The President (voting) of the Board and ED (non-voting) are ex-officio members of all standing committees.

Though the memberships of standing and ad hoc committees are set by the President or by Board resolution, all members of the board will receive notice of committee meetings and may attend and participate at their meeting.

#### **3.3 Quorum**

The quorum for all committees shall be 50 percent plus one of its committee members who are directors of the board.

#### **3.4 Function**

The function of committees established under these policies is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of the organization's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees identify and isolate the key issues requiring Board consideration or corporate attention, propose alternative actions, present the implications and make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition, as it deems advisable.

### 3.5 Relationship to Staff

Board and staff work co-operatively to carry out the objectives of the organization. The Board relies upon the ability, training, expertise and experience of staff to plan for and provide services or programs within the organization's mandate. Board committees and Board meetings are the generally recognized avenues for Board and staff to think and plan together.

The attendance of the ED, or designate, at all meetings of Board committees as a resource and staff support is essential to the effective work of the committees. Committees may advise the Board or the ED but do not exercise authority over staff and will ordinarily have no direct dealing with administrative operations. Committee members must know and respect the distinction between Board and staff responsibilities.

There shall be no communications between board and staff without the knowledge and endorsement of the Executive Director. The Executive Director shall ensure that managers address the board on relevant matters. Board communications shall normally be through the ED as they relate to:

- Any assignments or directives;
- Requests for organizational resources, staff time and client, human resources or services information;
- Staff performance concerns or policy infractions;
- Concerns regarding any aspect of programs, services or administration.

Board members and staff shall keep the ED informed ('in the loop') on all communications of a substantive nature related to these matters.

### 3.6 Meetings

Committee meetings are generally less formal than Board meetings but are subject to the same requirements for record keeping and may resort to more formal procedural rules if it appears necessary. They are typically held at the call of the committee president or at times regularly scheduled by resolution of the committee or the Board.

## I. EXECUTIVE COMMITTEE

### Purpose

The Executive Committee is a '**standing**' committee of the Board that possesses specific powers under the **Bylaw** and these **Governance Policies** to review specific issues in more depth than possible during board meetings, to act on behalf of the Board in emergency situations between regular meetings. The Executive Committee does not, under any circumstances, have the authority to:

- Amend the organization's bylaws
- Elect or remove Board members
- Hire or terminate the Executive Director
- Approve or change the organization's budget
- Make structural decisions like eliminating programs or approving amalgamations/mergers

## **Authority**

The Executive Committee will have all the powers of Board to make decisions in emergency situations when time is of the essence or when it is very difficult to bring together a quorum of the board of directors. Its decisions are subject to ratification by the board at its next meeting.

## **Composition**

The committee will be comprised of the President (president), Vice-President, Treasurer, the Past President or another member of the board, a fifth director of the board, and of the Executive Director as a non-voting member and who also serves as Secretary of the Board and of the committee.

## **Notice, Quorum and Minutes**

- Notice for a meeting is a minimum of 60 minutes and must be given by email and telephone means (telephone call or text message);
- Meetings of the committee will be called in emergency situations when quick decisions need to be made and when it is difficult to get a quorum of directors for a board meeting;
- Meetings may be called by any member of the Executive Committee (including ED), with the support of at least one other voting member of the committee;
- Meetings may be held in person, by video conference, by teleconference or by email, where members of the committee are poled in order to make a decision;
- The draft minutes of an executive committee meeting, including any decision made by the committee will be mailed or electronically communicated to the full board within a week of the meeting.

## **II. GOVERNANCE AND NOMINATION COMMITTEE**

### **Purpose**

The Governance and Nominations Committee is a **'standing' committee of the Board** that has responsibility for the good governance of the corporation and for overseeing recruitment, orientation and development of the Directors. The Committee is responsible to identify potential candidates for election to the Board, in keeping with the criteria set by the Board. Prior to the Annual General Meeting, and in consultation with Board and members, prepare a slate of Directors for presentation, to the membership at the Annual General Meeting, ensure the appropriate conduct of elections or acclamations and ensure proper orientation and continuing education and evaluation of the performance of the Board and its members.

### **Specific Duties**

The Governance and Nomination Committee shall:

1. Review bylaws periodically to ensure that they are current and ensure that approved governance policies and actual practices are consistent with the bylaws and with each other.
2. Develop and recommend governance policies and amendments thereto as necessary.
3. Review the structures and policies that govern the Board and its committees to ensure they are current and effective in achieving annual and long-term goals of the organization and make recommendations to the Board regarding modifications to these that it deems advisable.
4. Conduct periodic compliance audits on selected governance policies to ensure that Board conduct and practices comply with approved policies.
5. Consult with Board members with respect to an annual work plan for this committee and the Board and recommend such for the Board.
6. Review and make recommendations to the Board with respect to complaints against Board

- members or any other extraordinary matters related to the code of conduct or conflicts of interest referred for its attention by Board committees, members, staff, or contractors.
7. Annually identify intentions of current Board members with respect to their continuing service on the Board to ensure timely succession planning for the Board and committees.
  8. Identify the characteristics, qualifications and recruitment strategies required to fill immediate and prospective vacancies on the Board and its committees and communicate these to the Governance Committee.
  9. Ensure orientation of new members to the Board and identify and plan for the continuing education needs of current Board members.
  10. Ensure the periodic evaluation of Board and Director performance against standards and expectations as prescribed in the Bylaw and these policies.
  11. Undertake such other duties as assigned by the Board.

## **Composition**

The committee shall be comprised of the Vice-President as Chair and at least two other directors appointed by the Board. The President and Executive Director shall be ex-officio members.

## **III. STYLE OF GOVERNANCE**

The Board of Directors is the legally constituted authority responsible directly to the members and funders for prudent oversight of the organization's operations. The Board is responsible for long-term planning and direction. It is responsible for the safeguarding of the organizational mission and defining the outputs and outcomes or results it seeks.

The Board will focus on strategic leadership rather than administrative detail; important policy, rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit the Board will:

- Ensure leadership, direction, control, and inspiration of the organization through careful deliberation consistent with the FCSLLG vision, mission, strategic orientation, and general policies.
- Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the organization.
- Be accountable to the membership for competent, conscientious, and effective accomplishment of its obligations as a body.
- Ensure that all business of the organization is conducted in a transparent, legal and ethical manner.
- Board members will at all times conduct their business in accordance with the principles of fair play and due legal process.
- Enforce upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect for roles, maintaining a unified front as a Board outside of legally constituted meetings, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies. It will allow no officer, individual, or committee of the Board to either usurp this role or weaken this discipline.
- Monitor and regularly discuss the Board's own processes, progress and performance.

## **IV. BOARD RESPONSIBILITIES**

Primary Board responsibilities generally fall within eight general areas: Mission and Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Stakeholder Representation and Advocacy; Management of

Critical Events and Transitional Phases; and, Complaints Processes. Committees assist the Board in fulfilling these responsibilities. From time to time the Board may initiate ad hoc working or task groups to take a lead in any of these specific areas of responsibility.

#### **4.1 Planning**

One of the most important responsibilities of the Board is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

##### **4.1.1 Strategic Plan**

The Board, with the assistance of the ED, and in consultation with the members and other key stakeholders, establishes FCSLLG's overall direction through the development and approval of a Strategic Plan consistent with the mandate approved by the members. This plan provides a tentative blueprint for FCSLLG's general direction and activities for the next three to five years based on a scan of internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

##### **4.1.2 Annual Operating Plan**

The ED develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of organization activity. The organization's annual operating plan will be the basis of its yearly budget containing revenue and expenditure forecasts related to planned programs and/or volumes of service. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the time-period during which those results will be sought; and criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment, and approval.

##### **4.1.3 Planning Cycle**

The development and approval of the Strategic Plan takes place in a three to five-year cycle with progress monitored and assessed regularly against targets set in the annual Operating Plan and Budget. Performance against interim targets is monitored each quarter of the fiscal year. The third-quarter review begins a thorough analysis of performance and produces projections of the expected year-end results. Preliminary planning for the coming year's operating goals takes place at the end of the third quarter and is completed late in the fourth quarter with refinements based on actual prior year results concluding in the first quarter of the next year. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

##### **4.1.4 Delegations**

Family and Children's Services of Lanark, Leeds and Grenville recognizes a responsibility to be fully informed by its public stakeholders and relevant experts. Stakeholders who wish to present information to the board for its consideration and deliberation may be invited to do so in accordance with the following:

- a) the issue on which the delegation wishes to present is relevant to the existing strategic vision and objectives of the corporation or is relevant to the board in reviewing the strategic vision;
- b) the issue on which the delegation wishes to present is timely to a decision that must be taken by the board in the near future;

- c) the issue is strategic in nature and not an administrative issue better handled by the staff; and
- d) the president, vice-president and/or directors on the board have previously expressed an interest in receiving information on the issue.
- e) Provide advance notice of the delegation and any accompanying materials as well as comply with the time allotted to the delegation.

If delegations with multiple or opposing viewpoints on a particular issue both request to present to the board then equal time will be provided by the board provided that its criteria are met. Presentations will respect the time allocated by the board and will be as brief as possible.

This process is separate and independent from the service complaints process and the board will not receive presentations by complainants except as part of a formal complaints process.

#### **4.2 Financial Stewardship**

The Board is responsible to review the annual revenues and expenditures of FCSSLG; from time to time, prescribe criteria for financial control and accountability; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record and monitor financial transactions and control of assets; ensure equitable allocation of revenues and expenditures to properly reflect the cost of doing business; monitor efficient use of resources; set rates for reimbursement of expenses; ensure the establishment of proper financial controls and policies including procurement of services; ensure establishment of criteria for management of borrowings, investments and allocation of fundraising proceeds; and collaborate with fundraisers.

#### **4.3 Human Resources Stewardship**

The Board is responsible to ensure the establishment of personnel policies to govern the management of staff and volunteer resources; providing guidelines for staff compensation; succession planning to ensure smooth transition in both Board and senior staff positions; and monitoring compliance with legislative and regulatory requirements.

The Board shall monitor grievances from staff to ensure they are managed in accordance with the provisions of HR policies, the collective agreement and fair employment standards and practices.

#### **4.4 Performance Monitoring and Accountability**

The Board is responsible for ensuring that adequate systems are in place for monitoring organizational performance against strategic and annual operational plans; monitoring the general performance of the organization and its Executive Director against legislative and regulatory requirements and approved objectives of the organization and against benchmarks in similar sectors; and reporting to members, donors and other key stakeholders.

#### **4.5 Risk Management**

The Board is responsible to ensure: that by-laws are current; that governance practices are consistent with the bylaw; adequate insurance provisions are in place to protect the organization, Board, staff and volunteers from potential liabilities; resources are sufficient to minimize risk to employees, volunteers and beneficiaries of services; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated risks and crises in order to ensure continuance of business.

##### **4.5.1. Directors and Officer liabilities**

The Board will be adequately informed about all potential Directors liability issues. The Board will have in place at all times director and officer liability insurance.

FCSLLG annually renews its Children's Aid Insurance Program ensuring that it includes a clause or clauses on Directors' and Officers' Liability and reviews the adequacy of the insurance provider. Verification of review and renewal is provided to the Board.

#### **4.5.2. Directors and Officers indemnification agreement.**

When first elected to the board, new directors, and officers (including the executive director) shall sign the Indemnification Agreement in APPENDIX VII.

#### **4.5.3. Disaster recovery plan**

The Board shall approve and ensure that there is in place a disaster recovery plan for the organization that sets out how the organization will mitigate unforeseen catastrophic events that jeopardize mission-critical operations.

The disaster plan is reviewed annually as part of the agency risk management plan as developed by Human Resources

#### **4.5.4. Whistleblower Protection Policy**

FCSLLG requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the FCSLLG the Board of Directors must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that FCSLLG can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about FCSLLG's ethical conduct or suspected violations of law or regulations that govern FCSLLG's operations.

The Executive Director will ensure that a full Whistleblower Protection Policy is in place as part of our Human Resources platform of Policies and Procedures. The policy will include a clear reporting procedure and will be based on the principle of no retaliation. The agency may choose to appoint a Compliance Officer to oversee this process.

### **4.6 Representation and Communications**

The function of member and public relations is to assist the organization in achieving its goals and objectives, through the development and execution of programs designed to develop stakeholder understanding and support. The Board is responsible to represent the organization positively to its community; to fairly represent member perspectives to Board and staff; to ensure stakeholder input to its planning; to sponsor and participate in special events internal or external to the organization; and, to advocate for adequate resources to fulfil the organizational mandate.

Authority to speak on behalf of FCSLLG shall rest with the President and/or ED. This authority may be delegated by either of them to others in the organization within their special fields of competence or knowledge.

In general, the President will represent FCSLLG on matters of Board policy and the ED will represent the organization on operational issues. Either may represent the organization on issues related to advocacy on behalf of the FCSLLG mandate. Any major statements of an advocacy nature must be consistent with the general parameters of Board-approved policies or positions.

This is not intended to inhibit private expression of personal or professional opinions, but care should be taken by individual directors to distinguish such opinions from positions of the Board. They are also expected to avoid public statements that might undercut or obscure the messages conveyed by the organization's approved spokespersons.

#### **4.7 Management of Critical Transitional Phases or Events**

The Board is responsible for managing, or ensuring the proper management of, critical transitional phases and events. These include turnover in key positions in the Board and senior management; rapid growth or decline in resources; and issues of significant internal or external conflict or controversy.

#### **4.8 Dispute Resolution**

Parties to conflict or complaint are encouraged to resolve such differences as they might arise by direct dialogue with one another and in a manner that attempts to accommodate and respect the needs, views, and best interests of those involved or touched by the dispute or its outcome. Disputes should be resolved, to the extent possible, at the level where they originate through a fair and respectful process. Complaints from staff will be managed in accordance with part 5.3.

The ED will report periodically to the Board the nature and disposition of any specific complaints received about the activities, administration, or governance of FCSSLG.

### **5. Executive Authority**

The ED is contracted to manage and administer FCSSLG's day-to-day business in a manner consistent with the bylaw, the ED job description ([Appendix I](#)) and these policies. The ED is responsible, within parameters established by the Board, for determining the methods or 'means', by which the Board's directions and policies will be executed and the desired outcomes achieved.

The ED is employed by the Board and is therefore responsible to the Board as a whole rather than to individual members of the Board. The ED is required to implement policies as determined by the Board, consistent with the requirements of any relevant legislation or regulations. In the exercise of these responsibilities, the ED is:

- a) Authorized to expend funds and to sign contracts within the parameters of the annual budget and operating plan approved by the Board;
- b) Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget;
- c) Required to report to the Board if it is not possible to fulfill its mandate within the limits of the budget approved by it;
- d) Expected to provide advice to the Board on policy and program/service issues which affect the programs offered or services provided by FCSSLG;
- e) Required to provide the Board with the information it requires to govern effectively, make informed decisions, ensure a high quality of services and administration, and monitor the overall performance of FCSSLG in achievement of approved objectives.
- f) Responsible for employing all staff members within the classifications and salary ranges approved by the Board. Board members should bear in mind that staff is responsible to the ED or to a person designated by him or her, not to the Board as a whole or to any individual director, regardless of office. In the supervision, direction and deployment of personnel, the ED is governed by the documented personnel practices and procedures approved by the Board.

Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of the Board President, of other Officers and individual members, and in the job description of the ED

#### **5.1 Delegation to the ED**

The Board's job is generally confined to establishing broad policies for achievement of organizational objectives. It delegates responsibility for execution of those policies to the ED. All

Board authority delegated to staff is delegated through the ED, so that the authority and accountability of staff derives from the authority and accountability of the ED.

The Board in its entirety, rather than individual directors, officers or committees is responsible for providing direction to the ED. However, the President, on behalf of and accountable to Board, may provide on-going support and guidance to the ED within the context of a reasonable interpretation of Board policies. Furthermore, periodic informal communication between board members and the ED between formal meetings is encouraged for the purpose of ensuring a free flow of information; understanding of issues; and maintenance of constructive working relationships.

## **5.2 Appointment of the ED**

The Board of Directors will appoint an ED in accordance with these FCSLLG Governance Policies.

Recruitment, selection, and appointment of the ED are, along with performance monitoring, guidance for performance improvement, among the most important responsibilities of the Board. Appointment of an ED should, ideally, be made with the confidence of the full Board or at least by strong consensus.

In the event that the ED's performance is deficient to the extent that there is a critical loss of confidence in the incumbent, the Board is responsible for ensuring, as amicably as possible, a termination of the relationship.

## **5.3 Dismissal of the ED**

Dismissal of the ED shall require fifty percent +1 of the full Board (all director positions normally filled), regardless that some of these positions may be vacant) voting in favour of dismissal at a meeting duly called to consider such action.

## **5.4 ED Performance Evaluation**

### **5.4.1 General**

The ED is the official link between the Board and the organization. The responsibilities of the ED lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives.

Consequently, the ED's job contributions can be expressed as performance with respect to six components:

- a) ED's Job Description ([Appendix I](#)).
- b) Annual performance objectives negotiated with the Board.
- c) Organizational achievement of operating plan and organization objectives, including the strategic plan.
- d) Organizational operation within the boundaries established in Board policies.
- e) Quality of relationship with staff and members.
- f) Quality of relationship with major stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented and shall be consistent with fair employment practices. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and the terms of employment of the ED.

### **5.4.2 Procedure**

The ED will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the Board for final approval.

The ED shall, at the end of each fiscal year: (i) complete a written self-evaluation of progress on

meeting objectives approved by the Board; (ii) complete a report on overall organizational performance for the preceding year. There will also be one verbal interim review at the mid-point.

This material, along with Board members' observations of the ED's key relationships during the year, shall form the basis of the evaluation.

The performance review will be conducted annually, in the Spring. The President will obtain input from other board members and prepare a written evaluation of the ED's performance, consistent with the provisions of 5.4.1. The President will provide a summary of the performance review to the Board at its last meeting in the fiscal year in question or at its next meeting immediately thereafter. The Board will meet in-camera without the ED for the specific purpose of reviewing the performance evaluation.

The President will bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the ED to his/her attention in writing. The President shall meet with the ED alone or, at the request of either, along with the Officers of the Board, Governance Committee or full Board, to discuss the evaluation. The ED shall be provided with a reasonable opportunity to redress any deficiencies in performance. The ED's personnel record shall be kept by the Board President.

The President shall provide the ED with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.

## **5.5 Staff Appointments**

The ED, in order to maintain proper lines of authority and accountability, has full authority to recruit, evaluate, set compensation, and dismiss all staff unless otherwise specified in the bylaw or these Governance Policies.

Decisions with respect to discipline and termination of employment for incumbents in these positions shall be carried out in confidential consultation with the Board President.

The ED shall provide an in-camera report to Board on any dismissal of such staff, in such detail as will maintain employee confidentiality and without prejudicing any possible legal claims related to such dismissal.

## **5.6 Executive Director's Succession**

As soon as possible, but within 6 months of commencing in the position, the ED shall name a Second in Command (2IC) to act as interim executive director when the ED is away, unreachable, incapacitated or resigns.

In the spirit of continuity, the FCSLLG board has a preference for internal succession of all key leadership positions. At the EDs first performance evaluation, she/he will present to the board a leadership development and succession plan for key positions, including the position of ED.

## **6.0 BOARD DEVELOPMENT**

### **6.1 Recruitment and Screening of New Board Members**

Members, in accordance with the bylaw, elect directors to the Board. The Governance Committee will, as director vacancies occur or are anticipated, review the needs of the Board for specific expertise, geographic representation, resources, skills or diversity necessary to bring strength, balance, credibility, and perceived legitimacy to the Board and present these to the Board for its consideration. The Committee shall distribute, for consideration by members, a list of the skills/competencies that they believe will add value to the Board.

Consideration of board candidates may include:

- a) Commitment to the FCSLLG's mission and vision, including a commitment to the principles of equity, diversity and inclusivity;
- b) The ability to think analytically and critically, to evaluate different options, proposals and arguments and make sound decisions;
- c) The ability to effectively communicate their ideas, positions, and perspective to their peers, as well as understand the ideas, position, and perspective of their peers and facilitate resolutions of differences in the common interest;
- d) Diversity and geographic representation;
- e) Knowledge of financial and accounting practices and systems;
- f) Familiarity with the types of services offered by FCSLLG; and
- g) Executive experience.

## **6.2 Board Diversity and Inclusion policy**

The Board and each Director shall demonstrate the commitment of Family and Children's Services of Lanark, Leeds and Grenville to create an inclusive environment receptive to diverse experiences, backgrounds, perspectives and interests, inclusive of all, where all individuals are treated fairly with decency and respect, free of discrimination or harassment. The Board supports diversity in principle and practice as outlined in the Human Rights Code.

The Board, through the Nominating Committee, shall provide leadership by considering diversity as reflected in the Board skills matrix when recruiting new Directors, and shall continue to guide and support efforts by management to further integrate diversity and inclusion into all facets of Family and Children's Services of Lanark, Leeds and Grenville's operations.

## **6.3 Orientation of New Board Members**

The Governance Committee shall ensure that new Board members receive a thorough orientation to their position within a reasonable period of becoming a member of the Board. Each new member may also be assigned a more experienced member as a "buddy" or mentor to help integrate the new member and answer any questions he or she may have about Board procedures. Orientation includes but is not limited to:

- The history, mission and purpose of the organization
- An organizational chart
- Role, structure and functions of the Board, committees, and key staff
- Constitution (Letters Patent), Bylaw, and Governance Policies
- Code of Conduct, Confidentiality and Conflict of Interest policies
- Procedural guidelines and rules for Board meetings
- An overview of key organizational and policy issues
- Calendar of meetings and events
- Procedures for Board member expenses
- Introduction to key staff

## **7. BOARDMANAGEMENT**

### **7.1 Meetings**

Meetings of the Board will be held upon the call of the President or as otherwise provided in the bylaw.

Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its responsibilities outlined in the **Bylaws**, and these **Governance Policies**. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient. While the President will strive for consensus amongst Board members, this will not be done at the

expense of timely and efficient decision processes.

The Board may, by resolution, approve formal 'rules of order' to govern the conduct of meetings and decision-making processes.

## **7.2 Attendance**

Carrying out the work of the Board effectively requires a commitment to attend all Board and committee meetings as required. Any Board member who is absent, without reasonable excuse as determined by the Board, from three consecutive board meetings will be considered to have resigned his/her position and shall be so informed in writing.

The Director shall cease to hold office as of the date of the letter. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board. The Board shall then make a decision by motion regarding resignation or reinstatement, as well as any terms associated with a decision to reinstate if such is the decision.

## **7.3 Board Work Plan/ Objectives**

The Board, led by the Governance and Nominating Committee, will develop a plan and objectives for its own work in support of the Organization's goals as articulated in the approved Corporate or Strategic Plan and the annual operating or business plan.

## **7.4 Board Self-Evaluation**

The Board shall periodically review its own progress on its work plan objectives and its effectiveness. It shall conduct a formal assessment, in a manner prescribed by the Board, of its own performance, annually at the same time that it reviews the performance of the ED and shall take any steps for improvement in its governance practices suggested by such review.

## **7.5 Conflict Resolution**

Board members typically bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of Board debate, disagreements may sometimes degenerate into serious conflict on issues or between personalities.

The President is responsible for managing such conflicts within the context of the values and processes described in clause 5.3 of the Dispute Resolution policy. A neutral Board member or third party should be selected if the President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

## **7.6 Board Member and Executive Director Expenses**

Board members will be entitled to reimbursement for expenses incurred during activities required to carry out their duties on behalf of FCSLLG. Staff members are entitled to be reimbursed for expenses incurred during activities required to carry out their duties on behalf of the Organization.

- a) The Treasurer authorizes the ED's and the President's expenses and other members of the Board if applicable.
- b) Any Board member expenses approved on an exceptional basis, in accordance with Board policy, must be documented on an approved expense form and be authorized by the Treasurer. The President shall review and authorize the Treasurer's Expense forms, if any, and vice versa.

- c) Expense claims by the ED shall be submitted and approved in accordance with procedures approved by the Board and reviewed and authenticated at least quarterly by the President.

## **8. BOARD DECISION-MAKING**

### **8.1 Decision-Making Process**

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board ( 7 directors) is present. A quorum is required for the transaction of any business of the organization. Decisions, consistent with the bylaw, will ideally be made through a consensus development process leading to a declaration by the President that a motion has been approved or a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all, or at least the largest possible majority, of the Board members can support prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. These **Governance Policies** will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and offer public support for Board decisions.

### **8.2 In Camera Meetings**

The following items may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual (i.e. member, director, employee, volunteer, agent or client)
- Acquisition or sale of land or other assets
- Labour relations or employee negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters of personal conflict between members of the Board as outlined in these **Governance Policies**.
- Any other matters which, the public discussion thereof, the Board, by a majority vote, determines would be prejudicial to the interests of the organization or its members.
- The board shall keep minimal minutes that include the subject discussed, the rationale for any proposed decisions or motions and the key factors considered in such decision making and any resolutions documented in public minutes. In camera minutes will be filed in a restricted “in camera” folder on the agency’s electronic document management system.

The protocol for conducting and recording in-camera discussions shall be as follows:

- The Board will initiate an in-camera meeting on the issue by motion to move in-camera.
- Minutes of in-camera meetings may be taken and will focus on summarizing minimally the discussion in a manner that however reflects the scope and degree of conversation that occurred.
- The board’s regular minutes will document any non-director invited into the in-camera session
- The Board will return to the open Board meeting and report that the item in question has been discussed in-camera and a resolution in regard to the matter has been approved or recommended for approval in public.
- In-camera minutes, notes or records, if any, shall be filed in a secure, restricted “in camera” folder on the agency’s electronic document management system. Only Board Directors in good standing at the time, and the Executive Director (and his/her designated Executive Assistant) shall have access to the “in camera” folders. Should the Executive Director not be entitled to view the in-camera minutes regarding a particular meeting, the Board President

shall send the Executive Director the minutes via password protection to be uploaded to the folder. The password will only be sent to Directors.

- In-camera minutes will not be sent by email, by mail or other physical means to any board member. They may only be viewed in the agency's restricted document management system. Note taking or copying the minutes is prohibited.
- In the normal course of board of director meetings, in-camera minutes will be reviewed in advance of the meeting and approved at the next in-camera session.
- The Agency will first consult with its corporate lawyer when in-camera minutes are requested through a law enforcement process.

## APPENDIX I – Executive Director (ED)

### Move towards an objective work planning process

#### 1. General

The ED of FCSLLG is responsible to the FCSLLG Board for providing advice and support to the Board and, within the general parameters of the approved strategic and annual operating plan and budget, the administration and enforcement of relevant legislation and regulations; execution of the Board's policy and administrative directives; planning, organizing, coordinating and managing FCSLLG's financial and human resources, programs and services consistent with the pertinent legislation and professional standards; management of external relationships and partnerships; emergency response, business continuity and risk management; and charitable service activities.

The ED, more specifically is responsible to:

- a) Support the Board in development of long-term strategic and annual operating plans and budgets;
- b) Support the Board in development of the competencies of Board members to fulfil their responsibilities;
- c) Provide timely advice to the Board regarding any developments that might affect FCSLLG's capacity to pursue its objectives;
- d) Manage FCSLLG's financial and human resources in pursuit of its objectives;
- e) Develop human resources (personnel) policies and recommend these for approval of the Board;
- f) Develop and manage staff job descriptions in a manner consistent with approved Board policies;
- g) Implement Board policies and directives within the parameters of legislative and regulatory provisions, **Bylaws** and Board policies and directives;
- h) Manage and mitigate risks to the organization, its members, board, employees, agents and clients;
- i) Develop information systems and provide reports that allow the Board to assess the financial status of FCSLLG, the general well-being of its workforce, progress in meeting its objectives and compliance with approved policies, statutory and regulatory requirements;
- j) Manage all employee and contractor relationships, consistent with the provisions of applicable legislation, regulations, funder requirements, standards, board policies, contracts and agreements;
- k) Manage FCSLLG's revenues and expenditures within the parameters of the approved budget;
- l) Represent FCSLLG positively to the community in general and key stakeholders more specifically; and,
- m) Develop and maintain effective, professional relationships with the Board, staff, contractors, funders, other key stakeholders, the media and the public at large.

#### 2. Authority of Position

Subject to the approved operating plan, budget and policy directives of the organization, the ED has the necessary authority to carry out the responsibilities outlined for the position and to respond to legitimate emergencies as required. Authority is specifically withheld in regard to the following:

“Authorization of expenditures beyond the approved budget with the exception of circumstances such as emergency or crisis situations which require an immediate response. Any such expenditure shall be brought to the Board President for review and approval.”

#### 3. Delegation of Responsibilities

The ED will discharge assigned responsibilities through such senior staff, department directors, supervisors, employees, volunteers and other positions as he/she may from time to time determine. The incumbent may delegate and assign part of the executive, managerial, functional and operating responsibilities and corresponding authority, but remains responsible for overall results.

4. Measure of Accountability

The performance of the ED will be measured on an annual basis in relationship to performance of job functions and achievement of objectives. The quality of implementation of the organization's operating plan and budget, the handling of exceptional events, and the quality of services as reflected in the findings of operational audits will also be taken into consideration in assessing the performance of the ED.



Executive Director  
Job Description 2019.

## APPENDIX II – FCSLLG Organizational Chart



Org Chart for the  
week of January 31 20

## **APPENDIX III – Code of Conduct**

Board members and the Executive Director of FCSLLG will at all times conduct themselves in a manner that:

- Supports the values and objectives of FCSLLG
- Serves the overall best interests of FCSLLG rather than any particular constituency
- Brings credibility and good will to FCSLLG
- Respects principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their physical, mental, cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of FCSLLG
- Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of FCSLLG
- Ensures that the financial affairs of FCSLLG are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Avoids real or perceived conflicts of interest
- Conforms with the By-law, Governance Policies and other policies approved by the Board, in particular this Code of Conduct, the Oath of Office and Conflict of Interest provisions
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of FCSLLG's affairs Board, in particular this Code of Conduct, the Oath of Office and Conflict of Interest provisions
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of FCSLLG's affairs.

## APPENDIX III.A – Confidentiality Code

- a) Board members, employees and agents shall not divulge any confidential information to any person, including family members, unless expressly authorized by the organization or required by law to do so. This obligation continues indefinitely, even when no longer employed by or in the service of the organization.
- b) Confidential information includes personal or proprietary information about a Board member, member, employee, client, supplier or other third party.
- c) Board members, employees and agents are expected to exercise due diligence in the protection of confidential information. This includes, but is not limited to, such physical measures as the locking of file cabinets, the securing of personal computer databases, password protecting mobile devices and appropriately shredding confidential documents.
- d) Paper files and documents shall not be removed from FCSLLG offices unless expressly and properly authorized, recorded and signed out for a specified time and purpose.
- e) When remotely accessing organization systems, a Board member or employee must do so from a secure environment using his or her own computer or one supplied by the organization. A Board member or employee must not access organization information from publicly accessible systems, such as an Internet café or a friend or relative's computer, since confidential material may inadvertently remain on the outside system after such access.
- f) Board members and employees or agents may not use confidential organization information for their own benefit or for the benefit of family or other close personal or professional associates.
- g) No Board member, employee, agent or volunteer shall create or participate in the creation of a false or misleading record.

**APPENDIX III.B – Oath of Office**

I, insert name, a director of FCSSLG, declare that, in carrying out my duties as a director, I will:

- 1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the FCSSLG.
- 2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
- 3. Respect and support the organization’s By-law, Governance Policies, Codes of Conduct and Confidentiality, and decisions of the Board and membership.
- 4. Keep confidential all information that I learn about members, personnel and any other matters specifically determined by board motion to be matters of confidence, particularly those matters dealt with during in-camera meetings of the Board.
- 5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of FCSSLG
- 6. Immediately declare any real or apparent personal conflict of interest that may come to my attention.
- 7. Immediately resign my position as director of FCSSLG in the event that I, or my colleagues on the Board, have concluded that I have breached my ‘Oath of Office’.

Signature \_\_\_\_\_ Date \_\_\_\_\_

## APPENDIX IV – Financial Authority and Control Policies



FINANCE\_-\_Finance\_  
Practice\_Manual.pdf



FINANCE\_-\_Finance\_  
Policy.pdf

## APPENDIX V – Human Resources Policies



HRM\_-\_HRM\_Policy.pdf



HRM\_-\_HRM\_Practice\_Manual.pdf



HRM\_-\_Workplace\_Harassment\_Prevention.pdf