

BOARD POLICIES AND PROCEDURES

Revised September 2010 to include more detail on the roles.

Revised September 2011 to re-number policies and join duplicative policies and procedures for easier understanding.

Board members will be guided in their decision making by these Board Governance policies and procedures. It is a responsibility of each board member to read these policies annually.

Policy #1 Election of Board Members

Board members are valued members of our Kitimat Child Development Centre Association and are part of our Centre team. The CDC staff and board will account to the Society's members, funders and other key stakeholders through annual and periodic reports on the activities and finances of the Society, annual audited financial statements, access to minutes of Board meetings (except in-camera portions), representations from and consulting with key stakeholders, and generally operating in an open and transparent manner.

The Kitimat Child Development Centre is governed by a Board of Directors elected yearly at the society annual meeting. Our constitution states we need a minimum of 9 –want to change to 5 Board members and can have up to eleven members. A quorum for a Board meeting is 5 members. Meetings are scheduled on a monthly basis. We need to have 7 legal meetings per year. We take a break during the summer months. Adopted May 2003. Revised June 2010.

Individual members are elected and/or appointed under the authority of the Bylaws and are responsible to the members of the Society who elect them.

The Board will fill its vacancies with members who fulfil the agreed upon criteria for Directors through the process as required by the Association by-laws, orientation and training.

The Board is solely responsible for its performance. The Board elects an executive committee composed of President, Vice President, Secretary and Treasurer.

The Board may have committees or task forces to help with the work of the Board of Directors. A statutory Board Committee is the finance committee. Working committees are developed by the board on a need basis. These have been the building, fund raising and special project committees/task force such as the parent school handbook.

The Board of Directors or a nominations committee of the Board recruits individuals with a varied range of skills, experience, background and/or interests that reflect the overall management needs of the Society and takes these nominations to the Annual General meeting for the membership to elect the Board members.

It is anticipated that some Board members will have skills/experience/background/interest in more than one area. It is a goal to have the composition of the Board to include five main areas:

- Family members of clients who have had or are receiving service;
- Financial/Business
- Legal
- Community – could be service clubs, connections, fundraising; and
- Tri Ministry- experience in either the Health, Education or MCFD streams.

Policy #2 Role and Responsibilities of the Board.

The Board as a whole is accountable to the membership and in a more general sense to exercise good stewardship of the Society on behalf of the trust placed in it by the general public, persons served, staff, volunteers and other stakeholders. Board Members will represent our community and bring knowledge about the need for community services and integrate this knowledge into our policies and strategic plans.

Adopted May 2003- revised August 2010 to add role at the Board table and definition of ownership.

The Board represents the "ownership" or membership of the Society. It is the legally constituted authority responsible directly to the funders and the community for prudent oversight of the Society's operations. All Board decisions on policy, governance, programs, or any other business will be made with consideration of the mandate of the organization.

Decisions at the Board level will be made by the Board as a whole using agreed upon rules of order. The Board will speak with one voice or not at all. The Directors believe that all members of the board are equal and the contributions and opinions of each Director is important. Directors are expected to engage in candid and honest dialogue with respect for each other's differences. Individual Board members have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee, however, the Board retains ultimate responsibility and accountability.

The Board is responsible for strategic leadership, long term planning and direction of the Centre rather than administrative detail. The Board defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage the Society's operations. The Board establishes and respects distinctions between Board and staff roles and manages 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. The operation of the Centre is delegated to the Executive Director.

See Collaborative Board Governance pages ----

Our approach of working together means the Board can be consulted on operational matters and when doing so the Executive Director is using the expertise and knowledge of the Board member(s) but the Board is not directional in operational matters.

All board decisions on policy, governance, programs or any other business will be made in consideration of the mandate of the organization. The Board will guide the Centre by representing all interests pertaining to our mission and not the interests of one particular group or community. It is a responsibility of the Board to annually review the mission, mandate, strategic direction, vision and values of the Society.

Board Members will develop an understanding of the services provided by the Centre and will be able to interpret this to our community. The Board believes that the staff and volunteers of the organization are a talented and rich source that make significant contributions to their areas of responsibilities and that also possess knowledge, creativity, and experience that can be of benefit to achieving the vision and outcomes of the association.

CARF G.2.c 1-4
G2.b 1&2

The Board takes on responsibility for fund raising with assistance of employees. It is understood employees may volunteer time to assist.

Board members will exercise the care, diligence, and skill of a reasonably prudent person, in exercising his/her powers and in performing his/her functions as a director. All Board Member's shall read and by signing commit to be guided by our Code of Ethics, Conflict of Interest and Confidentiality Policies prior to taking part in any Board discussions. A review of the codes and re-signing is done annually. It is the responsibility of the Board to define a Code of Conduct for the Board Members, Committee members and for the Executive Director.

These codes are in Section of this manual. As well, all our codes of conduct are summarized into a single code booklet.

Board members are volunteers and as such receive no compensation, receive no loans, stock ownership and have no other financial interest in the organization.

Policy #3 Responsibilities of Individual Board Members

Section 25 of the Society Act provides:

- (1) A director of a society must
 - a. Act honestly and in good faith and in the best interests of the society, and
 - b. Exercise the care, diligence and skill of a reasonable person, in exercising the powers and performing the functions as a director.
- (2) The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

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 exercise of the major duties of the Board outlined above, members are responsible to exercise due diligence in the performance of their duties. Each member is personally responsible to:

- Be informed of the Articles of Incorporation and legislation under which the Society exists, its By-laws, Mission and Philosophy Statements, Code of Conduct
- Keep generally informed about the activities of the Society and the community, and general trends in the business in which it operates;
- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances;
- Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- Voice clearly and explicitly at the time a decision is being made, any opposition to a decision being considered by the Board;
- Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting in reasonably full possession of the facts.

This is done by board minutes, ED reports and Board members putting issues to be discussed onto the Board agenda. These can be informational items for discussion or be brought forth as motions for action.
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- Ask the Directors to review a decision if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership;
- Know and respect the distinction in the roles of the Board and staff consistent with the principles underlying these governance policies; and
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Society's By-laws and policies.

Policy #4 Criminal Record Check

CARF G.1.a

All new Board members will present a clear Criminal Record Check upon joining the Board if they are to have contact regularly with the persons served.

Policy #5 Employment of a Board Member

Should a Board member be considered for employment, she/he must temporarily withdraw from Board deliberations, voting and access to applicable Board information until an employment decision has been made. If the employed by the Centre the Board Member must step down from being a member of the board.

Policy #6 Confidentiality

Revised May 2003 Reviewed September 2010 –no changes

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of any client names and/or circumstances that might identify clients. 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. Board members shall agree to and sign an Oath of Office and Confidentiality upon joining the Board and annually thereafter. Copy kept in section – Reference materials for the Board.

No Board member will knowingly disclose confidential information gained by reason of information shared at a Board or committee meeting. This includes details about: property, operations, personnel, policies, and affairs of the association.

Board members shall not use information to advance any personal, financial or other interests.

Employee and client records are confidential. No Board member shall accept employment or engage in any business or professional activity that might be expected to induce him or her to disclose confidential information acquired by reason of serving on this Board.

A breach of this policy will be reviewed and acted upon by the Board President (if appropriate) and/or the Executive Director (if appropriate).

Policy #7 Board Code of Conduct

Board members are expected to comply with the Board Code of Conduct. The Code encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. Board members shall agree to and sign a code of conduct on an annual basis.

See Board Code of Conduct. This is reviewed and signed annually.

Any person, representing the Kitimat Child Development Centre Association is required to respect the rights of all people to be treated with dignity, respect, ethical standards of conduct, without discrimination based on age, culture, religion, sex, physical or mental ability, or any other factor which may be considered discriminatory.

Conduct and Language: the conduct and language of Board members must meet acceptable social standards and contribute to a positive governing environment. Board members must not engage in any form of discrimination or harassment prohibited under the BC Human Rights Code.

Board members must not disclose any confidential information acquired during their governance duties to anyone other than persons who are authorized to

Policy #8 Breach of Code of Conduct

Any report of breach of code of conduct will be investigated and action plan implemented as appropriate.

The action plan is developed based on the individual accusation of a breach. The investigation and resolve will follow the steps in the Centre complaint process. The complaint of a breach is documented. Documentation includes verification of facts, how facts are verified and steps being taken to resolve the complaint. The steps defined must have set time lines.

The investigation will be conducted by:

- a) The Board of Directors, or designate, if the alleged breach is by a member of the Board.
- b) The Executive Director or management designate, if the alleged breach is by an employee or volunteer.
- c) The Board President, or designate, if the alleged breach is by the Executive Director.

The Board of Directors will be informed of any action taken as a result of the investigation.

Policy #9 Conflict of Interest

Board members are responsible for exercising vigilance for declaring any apparent or real personal conflict of interest.

By acting honestly and in good faith Board members will not allow a conflict of interest between his/her private interests and those of the Association to occur. In every instance the client and the interests of the facility must prevail.

Board members must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.

- There must be not self-dealing or any conduct of private business or personal services between a Board member and the organization except as procedurally controlled to ensure openness, competitive opportunity and equal access to “inside” information.
- Board members must not use their position to obtain for themselves, family members or close associates employment within the organization.

Our conflict of interest guideline is taken from the BC Law Reform Commission Recommended Conduct Policy Statement. This and other references are kept in the Executive Directors Office in the files labeled Board governance.

This policy was adopted by the Board May 2003, and revised August 2010. Revised September 2011.

Policy #10 Failure to Disclose a Conflict of Interest

Revised May 2003

If you do not disclose when you have an interest directly or indirectly, in a contract or other transaction with the society”:

- You are liable to pay the society all the profits from the deal The court can set aside the whole arrangement.

If you use your position on the Board directly or indirectly for personal profit, you're liable to pay the profit to the society.

In either case, you're liable to pay all the profits

- Even if you never had any bad intent.
- Even if the society hasn't suffered any harm.
- Even if the society never expected any profits.

Policy #11 Compliance with Legislation and Legal Mandates.

The Board of Directors will ensure compliance with all legal requirements in all business conducted by the organization, its members, employees, volunteers, or any other activities related to the Kitimat Child Development Centre Association.

The Executive Director will be responsible for updating information and recommending or implementing policies which ensure compliance with current regulations.

The Board is responsible to ensure compliance with legislation and/or legal mandates. The Board will be guided to have this knowledge from Administrators of the Centre. The following summarized the legislation and legal acts board members are responsible for ensuring the Centre operates in compliance with.

Ultra Vires

This legal term means “beyond the life of”

A society can only carry out the activities permitted by its constitution and the statute under which it was created. Any other activities are ultra vires, or outside the powers of the Society.

Section 31(1) of the Society Act is very important in that it states: The funds and property of a society shall be used and dealt with only for its purposes in accordance with the bylaws.

In other words we must spend our government and grant funding for the purposes specified with our contracts.

Board members are liable personally for actions outside the society's power or their authority as directors. Thus it is critical to read the constitution and bylaws of the society which are kept in the legal section of your manual.

A director may be liable personally if arrangements are made with other persons that exceed the director's actual authority. We carry Directors and Officers Liability insurance for \$2,000,000 coverage (errors and omissions insurance). The policy definition of wrongful act is any actual or alleged error or misstatement or misleading statement or Act or omission or neglect or breach of duty by one or more of the individual Insured's while acting in their capacity as an authorized representative of the Entity, subject to the further terms, conditions and limitations of this policy. The policy does not cover willful violation of responsibilities.

There is a difference between a simple or negligent error that is covered by our insurance and a willful error that is not. A simple error is an error that usually occurs from a misunderstanding. For example, a Director misheard or misunderstood the date of filing a document related to WCB or GST. In other words the Director has made a simple human error.

The test for whether a person is negligent is usually based on the concept that a reasonable person in the same position knew or ought to have known that something negative would happen as a result of their actions. For example entering into a contract without doing due diligence to investigate the terms of the contract. If an error occurs but the directors have taken all foreseeable steps to protect the interests of the society then the action is usually covered by liability insurance.

Thus it is important for Board Members to understand their responsibilities. Although, to reassure you, the standard for finding a non profit Board member as acting inappropriately is generally higher than the standard for a director of a corporation. Directors are volunteers and this is respected in society. Summarized below are the legal responsibilities of Board Members for our Association

Board members are responsible to ensure the Society is fulfilling obligations under a number of statutes:

Employment Standards Act. There are several federal and provincial statutes that govern the liability of directors with respect to their employees and the workplace environment. Directors can be jointly and severally liable for up to six months of unpaid wages and holiday pay if a corporation goes bankrupt or insolvent or where the debt is owed and has not been satisfied.

Criminal Code: this covers conspiracy and fraud. A director may be liable where the organization commits fraud where the action is authorized, permitted or allowed by the director.

Civil Liability: Ordinarily directors are not personally liable for contracts between the society and other persons. Directors should ensure contracts are entered into by the Society, not by individual Directors. All contracts should be signed The Kitimat Child Development Centre by J. Doe (Director) or by Delegation to the Executive Director. See Financial Policy and Procedure manual.

Goods and Services Act and Income Tax Act There is the obligation of employers to collect and remit taxes to the government. Directors may be liable to pay any amount of employee taxes including penalties and interest that are not remitted. It is a responsibility of the Board to ensure that staff are doing this. This is part of why we have an annual accountant audit that is reported out to the Board in June of each year. We also carry Board liability insurance but it is a Directors responsibility to do due diligence and take reasonable degree of skill and care to ensure payments are being done. This can be as simple as requiring the executive director to report to the Board on a periodic basis (monthly or quarterly) that this has been done.

Policy #12 Role of the President- Role of the Vice President.

Adopted May 2003 Revised August 2010 to include committee appointment role and fostering team spirit. Added role of the Vice President.

The President is to safeguard the integrity of the Board process and to represent the Board as required and to ensure that the Board operates within its approach to governing and to the rules/policies it establishes. Board Policies and procedures are kept in the Executive Directors office, each board member has a binder and are posted on our web site.

The President does this by:

- Setting with the Executive Director the agenda and meeting content.
- Enables members to have an opportunity for fair participation.

- Chairs the meetings and ensures the agreed upon rules of order are used for conducting meetings. Fosters team spirit amongst Board members and mediates and confronts Board members when necessary.
- Is authorized to make decisions on behalf of the Board that are consistent with Board policies on governance and on the Board-Executive Director relationship.
- The Board President has no authority to make decisions beyond policies created by the Board.
- The President appoints Board committee members and others to committees with Board consent.
- The Board President has no authority to supervise or direct the Executive Director. This is the responsibility of the full Board. The President does have a communication liaison role with the Executive Director.

The Vice President is responsible to perform the duties of the President in the President's absence.

In general, the President will represent the Society on matters of Board policy and the Executive Director will represent the Society on operational issues. Either may represent the Society on issues related to advocacy in accordance to the mandate of the Society. 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 expression of personal or professional opinions but to recognize that care should be taken by individual Directors to distinguish these from positions of the Society.

Policy #13 Establishment of Board Committees

Adopted May 2003 –clarified August 2010 that finance is our only standing committee.

To preserve the integrity and the ‘wholeness’ of the Board, committees will be used primarily to help the Board in doing its work. Committees do not make policy decisions on behalf of the Board, but rather develop policies and inform the Board on their investigation of the policy and recommendations for the Board to consider in the full Board decision making.

The Finance Committee is the only standing committee required under our constitution and bylaws. Historically this has been the Treasurer, the Executive Director and the Accounting Administrator.

Board committees will have terms of reference assigned from the Board. These terms of reference will set the roles, expectations, and parameters

of work to be done and will not conflict with the responsibilities of the Executive Director. Committees do not have the powers of the executive and do not speak or act on behalf of the Board. Committees are not empowered to exercise authority over the staff. Committees work co-operatively to carry out the objectives of the Society. Committees established to work with staff are recognized as venues for the Board and staff to think and plan together. Committees advise the Board and /or the Executive Director but do not exercise authority over staff. Committee members must know and respect the distinction between Board and staff roles and responsibilities.

Policy #14 Board Orientation

The members of the Board of Directors of the Kitimat Child Development Centre are an important component in ensuring that the children, youth and families served by the Association receive the quality supports needed and are treated with the utmost respect and consideration.

To this end, each year new Board members will be informed of their legal duties under the Society Act of BC and their obligations and responsibilities under the Constitution and Bylaws of the Association.

Orientation to the Board will take place within three months of becoming a member of the Board. Orientation includes but is not limited to:

- The history, mission and purpose;
- Legislation and Articles of Incorporation;
- Constitution, by-laws and governance policies;
- An overview of funding sources;
- An overview of key policy areas and copies of policies to study;
- Role, structure and functions of the Board;
- Board member Oath of Office & Confidentiality Agreement, Code of Conduct and Conflict of Interest policies;
- Procedural guidelines for Board meetings;
- Procedures for Board member expenses;
- A tour of facilities and introduction to key staff; and
- Presentations and orientation of programs and services by Program Director and/or Department Leaders.

Board orientation will take place at any time a new Director joins the Board. The new Director orientation checklist will be used to assist in the orientation process.

Policy #15 Board Education and Evaluation

CARF
Governance
Standard
G.1.a.b.(1&2)
G.B.2

The Board will ensure viability of the organization through ongoing training, education and Board development activities. The Board will set a calendar of their education in September of each year.

The Board will regularly monitor and review its own performance against set performance criteria through an annual full board assessment and an annual self assessment done by the individual members. Each Board member is responsible for their annual self appraisal and the Board President is responsible for co-ordinating this self-appraisal.

Policy #16 Exit /Leaving the Board

Board members, whose terms are expiring, will be canvassed regarding their interest in remaining (see Appendix 11). Board members who leave will be requested to complete the Exit Survey.

CARF 2.a.(5)

Policy #17 Collaborative Governance. How we do our business.

The purpose of this policy is to define the roles of governance and management:

Questions about the role of the board and the Executive Director have prevailed since the first Board of Directors hired its first Executive Director.

The Centre has chosen to use a COLLABORATIVE approach to governance of the Centre. In this model the Board governs the activities of the Centre by setting governance policies (non-administrative policies) and monitoring their implementation. Staff formulate and implement operational/ administrative policies and procedures.

The Board monitors organizational effectiveness by evaluating the outcome (effect) of policies.. This is done by our board reports, annual program reports, annual review of the risk management plan, complaints and health and safety incidents.

At any time the Board can ask to review an administrative policy (policies) to ensure it is in compliance with the intent and direction of Board Policies. High risk operational policies such as code of conduct or financial policies that are formulated by staff are brought forward for Board input and approval.

In order to operate our governance and ensure that each meets their responsibilities it is understood the Board and Executive Director work together by being colleagues. They must have contact, effective dialogue

and trust with each other. Each has a different part and defined responsibilities but together they share and work together as a team.

The Centre has established a schedule of policy reviews and these are noted on the Board and Executive Directors annual work plans. Staff review policies at their annual staff day, monthly with a payroll newsletter question and if determined by a need or issue coming forth.

Policy #18 Employment of the Executive Director.

The Board of Director delegates the operation and management issues to being the responsibility of the Executive Director.

The Board is directly responsible for employing an Executive Director. The Executive Director is the Chief Executive Officer and is responsible to the Board for the management of the Society. The board is responsible for the Executive Director's employment contract.

The Executive Director shall:

- Create an organizational culture and environment that provides opportunities for staff and volunteers to contribute their talent, knowledge and expertise to the organization.
- Create an organizational culture that provides opportunities for staff and volunteers to contribute their talent, knowledge and expertise to the organization.
- Foster a positive and co-operative management relationship that emphasizes collaboration, partnership and mutual benefit problem solving and decision making. Management will avoid, in fact and in perception, conflicts of interest and disclose to the Board in a timely manner any possible conflicts that arise.
- Develop an organizational structure that is innovative in addressing the management and administrative needs of the association. The structure will have characteristics of flexibility, relevance to function and places decision making authority in the hands of those people who have the responsibility and accountability for the consequences of the decisions.
- Engage in decision making practices that are based on the best available evidence and in consultation with those most likely affected or impacted by the decisions.

Adopted May 2003 – revised August 2010

CARF Governance
Standard G.1.B.3.

Policy #19 Board Delegation to the Executive Director

Board/ Executive Director Relationship

The tasks of implementation and operational policy development, based on Board policies belong to the Executive Director.

Consequently:

The Board delegates authority to the Executive Director to operate the organization under its jurisdiction according to its policies. The Executive Director will implement the policies of the Board within existing legislation.

The Board will make policies in consultation with the Executive Director.

To operate effectively in realizing the directions and guidelines set out by its policies the Board authorizes the Executive Director to establish all further policies, make relevant and necessary decisions, develop and implement activities and actions that are considered to be consistent with any reasonable interpretation of Board policies.

It is the Board prerogative to change the latitude of choices given to the Executive Director, but it is obligated to respect and support the Executive Director decision and choices made under delegations that are in place, unless in the Board's view the delegations are in violation of established Board Policies.

Authority over the Executive Director is held by the Board as a whole, not individuals, committees or Board Officers. These may request information from the Executive Director but s/he may refuse these if in s/he judgment the request is disruptive or requires staff time or dollars not allocated for these requests.

The Executive Director may request advice or perspective of the Board on a matter. S/he is not obligated to follow the advice, nor is s/he expected or obligated to treat the advice as the wishes or decision of the Board, unless otherwise specified by the Board.

Authority to staff is granted through the Executive Director. Thus all staff authority and accountability is wholly vested in the Executive Director.

Results to be achieved by the Executive Director are set out in the Board's annual work plan and objectives set in the strategic plan of the Centre.

The parameters that guide the actions and behaviors of the Executive Director are specified in the Executive Director's code of conduct,

Operational Environment, Philosophy of Management and Leadership Policies of the Board.

Policy #20 Executive Director Code of Conduct

The Executive Director affirms the Employee Code of Conduct and additionally commits to the following:

- Will not allow any practice, organizational circumstance, activity, or decisions that are either imprudent or in violation of commonly accepted business or professional ethics.
- Will not cause or allow actions that put the Centre at financial risk or negative public image.
- Will ensure financial management is done within accepted accounting practices including not exposing Centre, staff or board in any unnecessarily liability situations, not putting Centre assets in jeopardy and not expending more funds than what is received from funding in a budget year.
- Will treat staff and volunteers in a safe and dignified manner.
- Will manage staff compensation and benefits within market norms.
- Will ensure board information is accurate and complete and presented in a timely manner.

Policy #21 Executive Compensation and Executive Director Performance Evaluation.

Approved September 2007 Modified August 2010 to clarify the evaluation process.

Authority to set the compensation of the Executive Director is the responsibility of the Board of Directors as a whole, not individuals, committees or Board Officers. To make this decision the Board is provided with a benchmarking analysis of comparable salary and benefits for similar positions and the salary grid for all Centre employees. This grid is also a Board responsibility to approve.

The above policy decision is based on consideration of the risks for the Centre in establishing the Executive Directors compensation. These include the whole board is responsible and thus compensation is not delegated to a committee. Board membership is based on an elected process and board member recruitment is based on competencies including representation of the community and the persons served by the

Centre. Also considered is the size of our organization, the clarity of our Board member conflict of interest policy and our external audit process.

The Executive Directors personnel file contains a signed letter/contract of employment and approval of any salary or benefit changes.

Executive Director's Performance Evaluation

The Executive Director is the sole official link between the Board and the organization that it governs. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives. Consequently, the Executive Director's evaluation is completed by looking at the five components of the employment.

1. Executive Director's Job Description is in his/her personnel file attached to his/her contract.
2. Achievement of the annual plans- business plan, accessibility plan, building plan, human resources plan, technology plan and others as established in the work plans.
3. Organizational operation within the boundaries established in Board policies;
4. Quality of relationship with senior staff; and
5. Quality of relationship with major community stakeholders.

On completion of the evaluation the Executive Director contract is reviewed and re-signed. The Board may choose to seek input on executive compensation from outside advisors.

Procedure

The Board (or a Committee of the Board) has responsibility for the annual performance evaluation of the Executive Director and for making decisions with respect to his/her performance and continued employment. The Board has chosen to complete this task in Sept/Oct or each year.

The Board has established an evaluation performance process that includes an annual self appraisal completed by the Executive Director, this is reviewed by the Board along with reviewing annually set performance goals and annual work plans for both the Board and the Executive Director.

Every three (3) years a more comprehensive formal review will be completed using input from board, staff and external stakeholders. The President is responsible for synthesizing these evaluations and determining with the board performance goals and objectives.

The President for the every three year evaluation will obtain input from Board members, key senior staff and key community stakeholders and prepare a written evaluation of the Executive Director's performance. The Board can determine to do the more formal evaluation at their will. The President will provide a summary of the performance review to the Board. The Board may meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.

The review will include the self evaluation, the goals set on the previous evaluation, a review of the job description and employment contract, Board members' observations of the Executive Director's interactions with the board, staff and key stakeholders will be requested to provide input.

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

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

Policy #22 Planning

The Board is responsible for providing general guidance and direction for the Society. This is accomplished by developing a comprehensive framework of planning and the of setting priorities. Good planning results in better communication and better understanding of how various parts of an organization work together to produce desired results.

The Board is responsible for:

- Ensuring that strategic planning takes place in a three to five year cycle. The Strategic Plan provides a blueprint for the Society's direction and activities for the next three to five years based on 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. The plan is established in consultation with key stakeholders, management and staff.

CARFGovernance
1.B. 1 and 1.B.2.

CARF Aspire
Standards
1.A, 1.C, 1.F,
1.G,1.L

- Monitoring, reviewing and amending annual plans including the strategic plan, the annual audited statements and other plans (risk management plan, accessibility, building, succession and others as identified.)

Policy #23 Financial Stewardship

The Board is responsible for:

- Securing adequate financial resources for the work of the organization.
- Ensuring fiscal responsibility and that service targets and forecasts of financial resources and constraints are included in the final preparation of the coming year's budget. This is done by reports from the Executive Director and review of financial reports.
- Ensuring development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; The Board follows financial policy and procedure set in the Financial policy and procedure manual. This manual is reviewed regularly by the Board Treasurer and by our auditor. This manual sets financial controls based on accepted accounting practices. Currently global budgets are set within the financial policy of break even operations. The Board reviews budgets and it is a responsibility of the Executive Director to alert the Board if any program/service is facing financial challenges.
- Holding an Annual General Meeting .for election of Board members and annually appointing an Auditor

CARF Financial Standards – 1.F.

Policy #24 Human Resources Stewardship

The Board is responsible for:

- Ensuring personnel policies are established and implemented to manage staff and volunteers and the working conditions of the Centre. See Operational Policy and Procedure Manual.
- Establishing the Executive Directors job description and the process used for recruiting, supporting and evaluating the performance of the Executive Director.
- The Board provides input to and approval of the Centre staff compensation grid. Semi annually the Executive Director brings

CARF Standards Human Resources. 1.I

a benchmarking study and recommendation to the Board for consideration and approval.

- Planning to ensure smooth transition in both the Board and senior staff positions. This is done by having both an emergency and long term succession plans.

Policy #25 Stewardship of Organizational Performance

The Board of Directors has a responsibility of monitoring organizational performance and compliance with legislative and regulatory requirements. This is done by completion of the tasks on the Board annual work plan.

CARF
Leadership
Standards. I.A.

The Board is responsible for establishing and following:

- Governance policies that guide management and organizational policies that guide the achieving of our mandate
- how the board carries out and monitors it's own tasks
- for policies establishing what is delegated to the Executive Director including how the Board will monitor the Executive Directors role, authority and accountability. The Board will produce evidence of a yearly performance appraisal of the Executive Director.
- Establishing how to measure the (outcome) result of the strategic plan, board annual goals, accessibility, risk management and other plans established by the board. The measures can be for the effect, the amount of resources needed, the benefit of or other defined outcomes.
- Ensuring all contract deliverables are being met. This is accomplished by receiving the Executive Directors reports and annually program outcome reports.
- Supporting a continuous quality improvement program, which monitors, assesses, develops action plans, and ensures implementation of plans to maintain quality in all areas of the organization. To maintain high quality of program the Board supports CARF accreditation of all programs and services.

CARF Standards.
I.M and I.N.

Policy #26 Performance Monitoring and Accountability

The Board is responsible for ensuring adequate systems (financial, human resources, outcomes measures, budget reviews etc.) are in place for monitoring organizational performance. Organizational performance includes both administrative and service performance.

To do this there are four Policy and Procedure manuals

Board responsibility.

Used to guide personnel and operations of the Centre.
Executive Director responsibility.

Used by the Board and management to meet financial responsibilities.
Shared Board and ED responsibility.

Guides operation of the services we provide.
Executive Director responsibility.

Policies and procedure manuals are on our web site, our internal network, hard copies at the Centre. The Centre Policy and Procedure Manual is designed to be used by employees. The manual generally includes operational instructions that the staff need in order for them to meet their responsibilities.

The following chart guides the board on which policies are directly a board responsibility and which are delegated to be an administrative responsibility.

Determining responsibility for the policy is done by asking the following questions.

- Does the policy affect the whole organization? (Rule of thumb is administration and staff handles issues that affect individuals.)
- Does the policy dictate what the organization will do?
- Is the policy dictated by law?

REMEMBER
At any time the board can review policies implemented by the Executive Director to ensure compliance with following Board Policies and legal mandates are being followed. It is a Board responsibility for this oversight.

I

A		Board Decision	Executive Director/Staff decisions	Committee Decision	Review Schedule
B	Review Mission, Vision and Code of Ethics	X			Annually
	Establish yearly objectives	x	x		Annually
	Monitor objectives	x	x		Annually and ongoing

	Review Centre Mandate	x			Annually
B	Establish budgets		x		Annually and on contract basis
	Monitoring	x	x		Report out monthly and as needed to the Board
	Purchasing: Capital	x	x		Based on purchasing policy.
	Expenditure within budget		x		Monthly report to Board of any variances
	Variation from budget				
	Expenditures on building	X major capital	X minor capital and repairs as per budgets		Report out monthly if any variances
	Decisions on lease/rental facilities	x			Annual lease and insurance review
P	Modify an existing program		x		Annual service needs review
	Establish a new program within existing vision	x	x	x	Regular ongoing review of service needs
	Create a new				
	Program outside vision	x	x		
	Discontinue a program	x	x	x	
	Establish fee schedule		x	x	Report with budgets to Board

	Staff development and assignments		x		
	Staff hiring, firing, promotion		x		With exception of E.D
	Personnel policies		x		
6	Initiate relationship with another agency working in same area		x	x	As per policies
	Speak to media about programs and services	x	x		As per policies
	Speak to media about controversial issue organization involved with	x	x		As per policies
7	Hiring of Staff		x		Hiring policies.
	Staff grievances	x	x		Ongoing reviews. Report to Board if any liability
	Personnel policies		x		
	Staff salaries	x			
	Staff evaluations		x		Except ED
8	Repairs		x		
	Renovations	x	x		
	Rental contracts	x			

B R	Recruitment of volunteers	x	x		
	Fundraising	x	x		
	Executive Director appraisal	x			
	Policy reviews	x	x		Annual cycle of reviews
D	Volunteers		x		
	Speaking with the media on critical incidents	x	x		
	Advocacy	x	x		Supported by ED

Policy #27 Monitoring.

The Board uses the following to monitor performance.

Reports used for monitoring include the Executive Directors Report, Committee Reports, Financial Reports, and the Board may from time to time choose to engage an external review. These might be the audit, CARF accreditation or use of other consultants.

Services are reviewed to ensure that they are consistent with the purpose of the Society and that programs are effective and relevant to community needs;

review the sustainability plans done for every program. nability analysis being done for every program. Accordingly the Board will:

Legal responsibilities are met including licensing/regulations and other legislative requirements of both Provincial and Federal governments. These include Society Act, Revenue Canada, Non-Profit requirements, business licenses.etc.

The required reporting to funders and other key stakeholders is completed as required in the funding contracts.

The Board completes an annual appraisal of the Executive Director following procedures set by the Board. This includes a competency and goal based annual review of the Executive Director's performance. The process used is for the Executive Director to complete a self appraisal. Performance is reviewed annually by the board to evaluate if the Executive Director is meeting the set strategic directions and goals. Every three years or on board request a more extensive evaluation is completed that includes input from staff and external stakeholders. If a new Executive Director is employed the policy of a three month and annual review.

The Centre keeps a Book of Motions that Board members can use to review previous decisions of the Boards of Director.

CARF Standard 1.G. Risk Management

Policy #28 Risk Management

The Board is responsible to ensure that:

- The Society's By-laws are current and governance practices are consistent with the By-laws through annual review and board education.
- Adequate insurance provisions are in place to protect the organization and Board from potential liabilities; This is reviewed annually. CARF Standard
- A risk management plan is reviewed and approved annually or more often if requested.

Risks to be addresses include

- Resources are sufficient to minimize risk to employees and volunteers;
- The Society is in compliance with statutory and regulatory requirements;
- Policies are respected in actual practice; and policies to be reviewed are identified in the annual work plan of the Board.
- Adequate contingency plans are in place to protect against reasonably anticipated crises.

Policy #29 Community Representation and Advocacy

The function of public relations is to assist the Society in achieving its goals and objectives through the development and execution of programs designed to obtain public understanding and support.

The Board is responsible to:

- Assist the Centre staff in relating our work to other community agencies and community members.
- Advocate in partnership with the staff and those served for quality services and programs for children and their families; -
- Represent the organization positively to the community;
- Fairly represent community perspectives to the organization;
- Ensure community input to its planning;
- Provide continuity for the Society and opportunities for citizen participation;
- Advocate for adequate resources to fulfill the organizational mandate
- Respond to changing needs/pressures in the community.

To accomplish this Board members are guided by their code of conduct and Centre Advocacy policies and procedures. .

Policy #30 Management of Critical Transitional Phases

The Board is responsible for management at times of critical transitional phase(s) and events.

These include:

- Turnover in key positions in the Board;
- Turnover in senior management. Currently, defined as the Program and Finance Managers.
- Rapid growth or decline in resources of the Centre
- When appropriate can be asked to provide oversight for Labour relations issues if there is a risk to the Centre. Risk can be financial, reputation or contract loss.
- Issues of significant public controversy. See Policies on Advocacy and Speaking on behalf of the Centre. An example might be a decision to withdraw services.

Policy #31 Complaints Review

Board members do not generally have direct contact with clients or staff. However, the Board is responsible for hearing complaints about the Executive Director or in defined circumstances complaints on an appeal for a decision of the Executive Director. The Concerns and Complaints

policies and procedures are printed in a booklet for both persons served and staff.

The Board is guided in this responsibility by:

- Hearing complaints from consumers about services through a formal complaints process and in a timely manner; Time lines are defined in the concerns and complaints policies.
- Ensuring that individuals reporting issues of waste, fraud, abuse or other wrongdoing shall remain free of reprisal for doing so. These are defined in the operations policy and procedure manual.
- Ensuring individuals' names and identifying personal information will be kept confidential when case information is presented to the Board or a committee for orientation or illustrative purposes. This is defined in the Board member code of conduct and Centre confidentiality policies.

Policy #32 Review of Mandate of the Centre, the Strategic Plan, Code of Ethics and Mission Statements

As a strategic organization the Board annually reviews the mandate of our organization, and our strategic plan. This review includes the Constitution and bylaws, the Code of Ethics and Mission Statements. The Board will revise the Strategic plan minimally every five (5) years or earlier as determined based on needs changing or on the accomplishment of the set goals and objectives.

Setting the Annual General Meeting and making Revisions to the Constitution and Bylaws.

The Annual General Meeting of the Society is held in June or September of each year. The Board makes the decision on the date of the meeting.

The Annual General Meeting of the organization will be open to all members of the public who may wish to attend. The right to vote on any matter will be restricted by the By-laws of the Association.

Notice of any revisions for the Constitution and Bylaws must be given by mail to society members 14 days in advance of the General Meeting.

If the proposed resolutions modifying the Constitution or bylaws are adopted by the members at a General Meeting they must be submitted to the Ministry of Finance and Corporate Relations.

If the proposed Resolutions are not accepted by the Ministry the Constitution remains the same.

Within 30 days of the Annual General Meeting the Society must submit our Annual Report to the Ministry of Finance and Corporate Relations.

If there is a change in address and/or a change in Directors for the Society notice must be filed with the Ministry of Finance and Corporate Relations. Board and Staff members receive a copy of the Constitution, Code of Ethics, Statement of Confidentiality and Mission Statement in their orientation package.

Every September Board members will sign the Code of Ethics to signify their commitment to following the Code. At each yearly performance review Staff will sign acknowledgment of the Code of Ethics and Statements of Confidentiality.

CARF Governance Standard 1.B.4

Policy #33 Board Meeting Process

All Board decisions on policy, governance, programs, or any other business will be made with consideration of the mandate of the organization.

All meetings of the organization will be conducted according to Roberts Rules of Order, Simplified.

Board meetings are open to members and the public and delegations may apply to be put on the agenda.

The Board will schedule time, generally not to exceed thirty minutes in total, at each meeting for member and public participation. The time limit may be set at the discretion of the President.

The President shall intervene and terminate any presentation which is not orderly, of is defamatory or abusive in nature.

The Board may choose to not act on any concern at the same meeting as the presentation.

Fifteen minutes shall be scheduled at every regular meeting for comment or questions on any topic related to the business of the Board.

Minutes will be taken for all meetings.

The Executive Director and/or the Administrative accountant will be considered ex- officio members of the Board and will be expected to attend Board meetings as required.

The Executive Director or Administrative Assistant are responsible for collation of information and reports to be included in packages of information distributed to Board members prior to Board meetings. The package will contain the minutes of any meeting which still require approval, agenda, Executive Director's report, report from each Supervisor, and any other relevant information or material required. The Executive Director and Board President will ensure an agenda is made for each meeting. The start time and place will be included on the agenda.

Copies of the agenda are available for the public and staff if requested.

Items may be put forth for placement on the agenda by Board members and the Executive Director. Board approval of the agenda is required at the beginning of each meeting.

Policy #35 Stakeholder Relations

The Board will act in a manner that emphasizes accountability to the general public and the membership of the organization to which it is responsible for service.

To that end the Board will:

Develop communication practices which support the goal of achieving an informed public and membership. These will include: Holding meetings in public (see Regular meeting policy) except for discussions of some matters that, of necessity (see in camera policy) must be addressed in an in camera forum.

Hold an annual meeting to report to the public and the membership.

Develop communication links with various stakeholder groups to provide opportunity for comment on issues of concern to them. Board members are seen as ambassadors. Board members will respect crisis management policy, lobbyist policy, and solicitation of funds policy.

Policy #36 Crisis Management

Sooner or later a Board can find itself in a crisis-building fire, staff injury/scandal, a legal law suit etc. When this occurs there is unwanted public attention that can occur, as well Board members may feel they wish to act on the crisis. This is a time to fall back on our policies. Board members should ask themselves “can the Board really do anything about the situation? Evaluate decisions- collaborate. Consider if it is clumsy to call a meeting and try to make emergency decisions as group, is the issue something we can address, are the policies and procedures we have in place being implemented?” Rules we accept when a crisis occurs are:

- Keep yourself informed from the right source- you’re Executive Director or his/her designate.
- Support the Executive Director. Make sure the public sees your support, but communication is the responsibility of the Executive Director.
- Operate as a Board not as individuals.

Policy #37 Lobbying on behalf of the Centre- Advocacy

Revised September 2010

Board members are powerful lobbyist because they represent our members and are unpaid volunteers who may appear to be more objective in their requests than employees. When lobbying and using the Centre as a reference point Board members will:

- Attempt to show that your lobby goals match the goals of the Centre.

Will communicate with the Board for permission to lobby on behalf of the Centre and/or to inform the Board of the lobbying issue/concern.

Added September 2010 for more clarity on advocacy.

Purpose

To provide guidance on how the Board will fulfill its responsibilities in advocacy for the Society.

Policy

The Board has direct and indirect advocacy responsibilities. Areas of advocacy include Political and Public Policy; Community Awareness and Support; Advocacy on behalf of Clients, and Financial Advocacy. Indirect advocacy is when the Board uses a non-Board members to advocate on on behalf of the Society or its clients. Both must follow the policies of the Society.

The Board is responsible for the administrative structure of the advocacy process and establishment of advocacy priorities.

Political and Public Policy

Because of the high dependence upon government funding and its consequent control of program content, eligibility and approach by government, an active role is essential in ensuring the interests of our clients and the Society are made known. The Board is in a position to have the best knowledge of the client needs and changes required to improve programs and services.

As new public policy and public policy changes have the ability to significantly affect the Society's activities and services, the Board needs to ensure that public policy is in the best interest of the clients and the Society.

Periodically there is realignment of programs within government and the Board- Centre. The Board is responsible to insure there is input on behalf of our mission to these changes.

The Board is responsible for:

- Facilitating involvement in advocacy on interests related to our mandate.

- This can include hosting forums, writing and submitting position papers, meetings with the political representatives or other forums. Cultivating relationships with elected representatives and government agents so as to advance the interests of the Society and its clients; and
- ensuring that the positions of the Board are reflected in advocacy work done by others on behalf of the Society. i.e our Provincial Advocacy group – BCACDI- British Columbia Association of Child Development and Intervention.

Community Awareness and Support

For the Society to continue to be effective, it must have the support, trust and active participation of the community we serve. The Board is responsible for building community awareness of the Society, ensuring those in need of service know of its availability and generating a base for the financial support of the Society.

The Board is responsible for:

Ensuring the Society has a visible and positive presence in the community;
Ensuring that potential clients are made aware of the Society and its services; and
Generating fiscal support.

This is done by becoming informed on our services, participating in community events (Telethon, Parade etc), referring other to call the centre or visit our web site, speaking positively about the Centre and your role on the Board.etc.

Client Advocacy and Support

Along with staff, the Board will support the clients in securing the necessities to best promote the clients' optimum wellbeing and access to services as needed.

The Board is responsible for

Ensuring staff are able to provide assistance to clients to access assets and services not provided by the Society;
Working with government or intervening with government on behalf of clients to support their needs; and
Advocating with government for program policy changes that better address clients' needs.

Advocacy on behalf of a person served is done only with the person served permission and if the person served is unable to give this permission then advocacy is only done if a consensus decision is made by the team working with the client or the Executive Director and management team. If a board member is advocating on behalf of a client then confidentiality will be respected and the board code of conduct will guide actions taken. Ie. Cannot speak on behalf of the full board unless permission given to do so, cannot make promises that the board has not agreed to.

Financial Advocacy

Service delivery shortfalls and waitlists are unacceptable to the Board. It is a key Board Centre advocacy responsibility to pursue the fiscal resources needed to maximize the delivery of services to our community.

The Board is responsible for:

Promoting the Society's needs both directly and indirectly within the community;
Participating both directly and indirectly in groups and associations that advocate with the community and government for improved service and additional resources for service delivery;
Participating with such initiatives as commissions, house committees a royal commissions that are in a position to bring pressure to bear on government to add resources or services; and
Participating as needed with senior staff in negotiations with funding agencies for required changes to agreements and contracts.

Advocacy Priority

The Board is responsible for determining the priorities for advocacy. In order for work to be effective, it must be focused so as not to be spread too thin. The Board is responsible for analyzing the needs and setting the priorities for both Board and staff in advocacy work on behalf of the Society.

The Board is responsible for:

1. Assessing the competing needs of the Society and the resource requirements;
2. Evaluation of the competing needs in terms of the client base to be served- do we have sufficient knowledge on the issue?.
3. What is the impact on our community?
4. Cost / benefit of undertaking the work. Is the result obtainable?
5. Is the issue consistent with the Society's mandate
6. Deliverability – do we have the resources to do this advocacy?
7. Compatibility with available funding sources- is what we want do fit with our other services?
8. What are our priorities needs; and what resources can be allocated to address the advocacy needs.

Advocacy Process

The Board is responsible for overseeing the advocacy process and those advocating on behalf of the Society.

The Board is responsible for:

Allocation of resources to advocacy work;
Designation of specific advocacy tasks;
Terms of Reference and oversight of any advocacy committee or working group;

Ensuring consistency of the “message” in any advocacy work being undertaken; and delegating authority as needed, to the Executive Director, Board members, or others.

Policy #38 Solicitation of Funds/Donations

The Kitimat Child Development Centre relies on donations of funds, time and resources. Board members assist in the solicitation of donations. To ensure the need for, respect for donors and appreciation for donations occurs donation requests should be approved by the Executive Director prior to making the request.

Policy #39 In camera Meetings

All meetings of the Kitimat Child Development Centre Association are open meetings. Visitors can be requested by the Chair to participate in the meeting discussions but cannot make motions. At any time Board members may request through the President that guests not be present or be asked to withdraw from participating in the meeting.

For Board agenda items of a personnel or confidential financial nature the Board may move in camera where confidentiality can be further protected. Moving in camera requires a Board motion and on completion of the in camera business the Board moves again into a public meeting. The decisions of in camera meetings are recorded in the Centre book of minutes. If confidentiality must be maintained the decision will be placed in a sealed envelope and kept with Centre confidential records.

Policy #40 Complaints and Concerns

(reviewed and edits suggested at the October 2010 board meeting- edits still to be approved.- on the November board agenda)

The Board will handle queries, complaints and concerns in a respectful, timely and positive manner for all parties concerned. Queries, complaints and concerns may be submitted by correspondence or through presentation, comment or questions.

The first step the board will do is determine if the complaint is relevant for the Board to address.

The following steps will be followed if a complaint is received:

Any Board members receiving a complaint, concern or query will direct the party bringing forth the concern as a first step in our complaint/concern process to contact the Executive Director or his/her designate. The Board

member may ask the complainant if they wish the Board member to assist in bringing forth the complaint to the Executive Director.

A complaint or concern will be investigated and an action plan developed following the Centre concern and complaint policy and procedure. This procedure includes time lines and the party making the complaint will be informed of the action plan. If dissatisfied with the results, the party will be informed of their right to contact the President of the Board of Directors if they wish to do so.

Disposition of Complaints and Disputes Involving Directors

The Board, as a whole, shall review any complaints that a Director has violated any provision of the Society's By-laws, Governance Policies, Code of Conduct, or Oath of Office & Confidentiality Agreement.

The Board at its discretion may delegate these responsibilities to a committee of the Board struck for such a purpose.

The Board shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.

Complaints of a grave nature may be referred to an independent arbiter. To do this the Board makes a motion that includes who should be contracted to be an independent arbiter. The Board also has the right to ask for legal counsel.

Allegations of illegal activity shall be immediately referred to police, child protection or other appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.

The review of such complaints or disputes shall include an opportunity for the member(s) concerned to present their position. Board members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.

Every attempt should be made to resolve such matters expeditiously and fairly.

The Board shall approve the recommendations regarding resolution of such matters.

The ruling of the Board shall be final. Should the member refuse to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the Board, suspension or a request for the member's resignation.

Employee complaints:

The responsibility for human resource management is delegated to the Executive Director. The board role is to ensure the appropriate policies are in place to ensure all legal employment responsibilities are being followed.

The process for employee complaints is for the employee to firstly work with their immediate supervisor. If this does not resolve the concern then the employee may meet with the Executive Director.

If an Employee(s) is dissatisfied with the outcome, the employee has the right to in writing ask for Board consideration of the complaint. The Board will only consider complaints to which they have governance authority over as established in Board policies. This includes following the labour standards act.

As a risk management step the Executive Director will inform the Board of any complaints that cannot be resolved or have the risk of legal action or affect on the reputation of the Centre.

This is for informational purposes only. Confidentiality will be respected in this summary of how the complaint is dealt with.

Any member of the public has the right to contact Board members. It is the responsibility of the Board member to direct the complaint to the Executive Director or to the President of the Board so a determination can be made as to who is the appropriate person to investigate and resolve the complaint.

BOARD OPERATIONAL POLICIES AND PROCEDURES.

Operational #1 Member relations- retention of records

The Board the CDC recognizes that provincial statutes require that member records be retained according to legislation.

Accordingly, the Executive Director shall not fail to establish procedures governing the confidentiality, disclosure, safekeeping, retention and eventual disposition of all pertinent records over which the Board has jurisdiction in compliance with the freedom of information and privacy legislation of the province of B.C.

Operational #2 Accreditation and Quality Assurance

The Board of Directors is committed to ensuring all services provided by the organization maintain high quality. The Board is committed to supporting continuous quality improvement program, which monitors, assesses, develops action plans, and ensures implementation of plans to maintain and improve service quality in all areas of the organization.

The Board recognizes the value of accreditation in strengthening its agencies and services and in identifying areas of continued improvement.

Accordingly, the Executive Director shall not fail to ensure that all funded agencies participate in recognized accreditation programs, where they exist, at intervals not exceeding three years. For a new program, this program must become accredited within 5 years of being a Centre program.

Operational Contingency Plans

The Executive Director shall ensure that at least two other staff is familiar with Board and Executive Director Obligations, issues and processes.

The Board will appoint a temporary replacement in the event of a sudden loss of the Executive Directors services.

Operational #4 Employee Salary and Benefits

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director may not cause or allow financial risk or negative public image.

Accordingly s/he will not without approval;

- Change her/his own compensation and benefits
- Promise or imply guaranteed employment.
- Establish compensation and benefits which:

- Deviates materially from the geographic or professional market for the skills employed in similar types of service sectors, except where necessary to provide pay equity within the policies of the Board.

- Provide compensation and benefits to management personnel that are significantly higher or more substantial than that of other employees under their supervision, or that violates the norm for acceptable executive compensation in the region.

Create obligations over a longer term than revenues can be safely projected, in no event longer than two years.

Are at significant variance with established bargaining unit contracts that we benchmark our salary and benefits with.

Establish deferred or long term compensation and benefits which cause unfounded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.

Place management personnel or employees in a supervisory role directly above a family member.

Operational #5 Employee Relations

With respect to personnel, paid and volunteer, the Executive Director may not cause or allow unfair or inequitable treatment,

Accordingly:

All employees will have a yearly performance review. Judgments of performance will be based on competencies and objectives.

Individual job performance shall be the only basis for discrimination among personnel.

The Executive Director must be proactive in protecting personnel from unsafe and unhealthy conditions in the workplace.

The Executive Director must respect the employment agreement(s) with all personnel.

The Executive Director and his/her employees must respect the communication protocols established and set out in Board policy.

The Executive Director must ensure that personnel are informed of Board and organizational policies

The Executive Director must respect the skill and talents of personnel and ensure personnel participation in planning and contributing to the fulfillment of the mission of the organization.

Harassment in any form will not be practiced or tolerated in the Child Development Centre.

Operational #6 Board Member Expense Policy

Policy: in accordance with the Association By-laws, the Code of Ethics and Conflict of Interest policies for Board Members, Board members serve as volunteers, without remuneration or personal gain to themselves or their families.

Approved reimbursable expenses for Board Members include:

1. Travel, accommodation and meal costs of attending conferences. Attendance of Board members at conferences and/or at Provincial meetings is determined by the Board.
2. Travel, accommodation, meal costs and any additional cost of delegates attending additional meetings, conferences or duties as pre-approved by the Board on a per occasion basis with reference to the needs of the Association, the benefits of the Association, and the balance of funds available within the annual Board expense budget.
3. Expenses allowable for travel, accommodation, meals and any additional approved expenses will be claimed as stated for per diem expenses in the operational policies of the Centre.

Operational # 7 Succession Planning

Added September 2010



The Board will develop and implement a succession plan for key personnel.



Succession planning is an integral component of the strategic plan for the Society. Succession planning acknowledges that staff will not be with the Society indefinitely and a plan will provide the process for addressing the changes that will occur when they leave. Succession planning also includes emergency or unplanned need for replacing key staff. Key positions are identified as those positions that are necessary for operations of the Centre and are defined by the level of skill required, seniority and/or experience.

Succession planning ensures that there are qualified and motivated employees (or a means for recruiting them) who are able to take over when the key people leave. It also demonstrates to funders and other

stakeholders that the organization is prepared for the continuation of service delivery during periods of transition.



Determine the key positions for the Society

- a. Executive Director- who MW
- b. Finance Director- who MP
- c. Program Director who CL and MA
- d. Program Leads including Office Manager who? LB

Review and list the current and emerging needs

Examine the strategic and operational plans to be clear about priorities.

Identify the gaps

- a. Individuals slated to or likely to leave and when. Who and when. Who is near retirement ?
- b. New positions required to support the strategic plan.
- c. Positions which are or will become obsolete. Examine the organizational chart. Identify where cross training or changes could be made.
- d. Identify the skills and knowledge in current staff and what skills and knowledge is required for the position. This is currently done with a succession plan survey conducted semi annually for identified positions.

Evaluate all staff members with the goal of defining those who have the skills, knowledge or the potential along with the desire to be promoted to existing and new positions.

Determine who has the capacity internally to replace the key positions

- a. Identify the person in collaboration with the leaving staff member.
- b. Ensure the person is motivated to take on the job and has identified in their career path this is what they wish to do.
- c. Develop a plan to ensure that the eventual successor gains the requisite skills and knowledge to take on the job. What is the plan/
- d. Ensure that the second in command is exposed to a broad range of experiences so that he/she has a wider understanding of the operations of the organization. How/ job training, mentoring?

Formalize

- a. Coaching

- b. Training
- c. Exposure – cross training
- d. Education
- e. Assessment
- f. Timelines
- g. Job Shadowing (very important.)

When the successor is not identified internally

Appoint a selection/search committee:

- Working backwards, from the retirement date determine what steps have to be taken before that date, and develop a succession timeline that would provide a structure for the plan (this includes a period of overlap between the incoming person and the outgoing person).

Identify key issues for an orderly transition:

- Define actions to address them and consider budget requirements.

Establish a compensation package.

Develop a candidate profile:

- Review the job description. Job Descriptions are in the personnel files and in a binder in the Executive Director's office.
- Review the spirit with which the work needs to be done; and
- Detail personal characteristics, skills background and experience for the job.

Cast a wide "net" in the search.

Shortlist candidates:

- Screen applications; how?
- Telephone conversations with several applicants;
- Short list to four or five candidates; and
- Give a package of information to the candidate ahead of time for their review: documents include the budget, job description, org chart, and newsletters.

Interview:

- Use a candidate comparison chart using a 1-5 rating system;
- Categories to include standard evaluation such as education, experience and a range of skills;
- Other areas include establishing criteria for a "fit" for the Society;
- Divide the questions up amongst the panel; and
- Set a second interview for more in-depth exploration for a selected candidate.

Transition Phase

Establish the length of time required e.g. three months.

Abrupt Departure

Organize:

- Appoint a transition committee;
- Hold organizing meetings to address the following steps;
- Resource any key problems with the exiting leader before transition planning can begin in earnest; and
- Address the need for interim leadership by hiring an interim Executive Director or appointing an acting executive.

Stabilize:

- Address any financial crises facing the Society;
- Attend to the staff by arranging a meeting where the Board chair and/or other Board leaders can hear the staff's story and concern; provide appropriate assurance and inform staff of initial plans for the transition; and
- Meet with /contact key funders to make sure they are informed and aware that the Board is taking decisive action.

Understand:

- Make sure the Board understands the organization's financial situation, its contracts and other external obligations;
- Review personnel policies to ensure that the Board understands the organization's obligations to the departing executive for unpaid leave, insurance, etc.;
- If possible, conduct an exit interview with the departing executive to acquire critical information, such as the status of contracts;
- Secure legal advice to discuss the terms of separation and to review related documents the Board is discharging the executive; and
- Inform the auditor of the situation and determine if a special audit may be needed.

Plan:

- Develop an initial timeline covering at least the first phase of the transition, including assignments for Board and staff. This is a changing document that can be updated as planning progresses;
- Prepare a public statement and talking points about the departure to ensure that all Board members are on the same page in their communications; and
- Identify a spokesperson to respond to media inquiries if necessary.

Execute:

- Work the plan;
- Communicate with the staff and key stakeholders;
- Provide assurance that the Board is working diligently to make sure the organization will come out of this situation in good shape and even stronger;
- Update any funders with whom the organization has grants or contracts;
- Secure keys and computer passwords from the departing executive, as well as any organizational property such as credit cards, laptop, cell phone, etc; and
- Change the signatories on all financial accounts.

Planned Departure

Organize:

- Appoint a transition committee;
- Hold organizing meeting (s) to address the steps to follow; and
- Define the departing Executive Director's role during the transition.

Stabilize:

- Attend the staff meetings;
- Consider having the Board chair and/or other Board leaders meet with the staff along with departing chief executive, if necessary; and
- Review plans for addressing any current staff vacancies.

Understand:

- Assess the organization – its finances, systems, staffing, governance and current strategic direction;
- Unpack the current Executive Director's job and encourage delegation of extraneous duties; and
- Ask the departing executive to develop a handoff report that outlines key contacts, grants and contracts, major deadlines, internal and external liabilities and obligations and the executive's sense of the organizations current situation and future direction.

Plan:

- Develop an initial timeline covering at least the first phase of the transition including assignments for Board and staff. This can be a living document that the Board updates as the situation becomes clearer and uncertainties have been addressed;
- Prepare a public statement and talking points about the departure to ensure that all Board members are on the same page in their communications; and

- Identify a spokesperson, typically the departing executive and/or Board chair to respond to media inquiries.

Execute:

- Work the plan;
- Communicate with the staff and key stakeholders;
- Provide assurance that the Board is working diligently to plan a successful transition; and
- Work with the departing executive to inform any funders with whom the organization has grants or contracts.

Operational # 8 Board Development



Provide guidelines on the development, makeup and orientation of the Board.



The Board will follow these guidelines regarding development, member composition of the board and orientation Board members.



Recruitment and Screening of New Board Members

The Board of Directors will, as Director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board. The Board may appoint a recruitment committee that may shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board or members of the Society in a manner consistent with the Society's By-laws and these policies.

Setting the meeting agenda:

- All Board members can submit items for addition to the agenda. These can be submitted to the Board President or to the Executive Director.

- At the beginning of each Board meeting there is a call for additions to the agenda. The President of the Board will accept these additions and then in consultation with Board members and the Executive Director determine if there is time to deal with the issue that meeting, if more information is required and/or if a specific meeting on this new business is required.
- The Executive Director develops a draft agenda based on the template used for all Board meetings and notes from the previous minutes any unfinished business to be dealt with and/or any of the Board monthly actions relevant for this month. The Board President reviews and adds to this agenda during his/her weekly contact with the Executive Director.

Signing of Confidentiality and Code of Conduct

This is done annually at the September Board meeting. We use one form to acknowledge Code of Conduct, Conflict of Interest and Confidentiality statements.

Setting Annual Board outcomes and results, linking to the strategic plan

As a strategic organization the Child Development Centre has been guided by a number of strategic plans. A summary of these plans is in your Board manual. The most recent plan is being developed September 2010 .

Setting of annual Board plans and outcomes is based on the Annual Board Plan in the appendix of your Board Manual, regular asking at Board meetings if we are meeting our Strategic Plan goals and objectives, reviewing of the Executive Director's monthly Board reports and Executive Director annual work plans.

The mission statement is to be reviewed every two years unless a need is identified to revisit the mission statement and/or the vision statements.

Results are reflected in a number of reports including the annual report, the Board President's reports, Executive Director reports, and presentations from staff on their programs in addition to specific term reports such as succession planning, risk management, accessibility reports.

Succession planning

The Executive Director is responsible to ensure two others are familiar with obligations, issues and processes. It is the Board's responsibility to appoint a temporary replacement if the Executive Director services are suddenly lost.

The succession plan is filed in Section --- of the board governance manual and is filed in the Executive Director's office. CARF 1.B.5.b.

A succession plan for both emergent situations and long term succession is annually reported to the Board by the Executive Director. It is a board responsibility to annually review this plan.

Establishment and Review of Policy (policies). – this operational policy guides how policies and procedures are updated.

In the commitment to continued quality assurance there is a commitment to ongoing policy review. Policies may require improvement or modification because of changes both external and internal environments.

Board members at any time may inquire regarding governance and operational policies.

All policies and procedure manuals of the Centre are posted on our web site. It is our policy that the currently posted policy manuals are the ones in effect.

The Centre has a Board Policy Manual, Finance Policy Manual, Operations Policy Manual, Program Policy Manual and a Health and Safety Policy Manual.

Outline of Responsibility for review and approval of policies.

All policies established must be in compliance with any legal mandates/laws guiding our business and services.

To reduce risk policies will be reviewed on a regular basis.

Board Governance Policy Manual- a full board responsibility for all policies- reviewed annually in conjunction with reviewing annually the strategic plans

Finance Policy Manual-policies must receive Board approval and notably policies on expenditures, investments, insurance, reserve funds- reviewed annually in conjunction with reviewing annually the strategic plans

Operational Policies inclusive of Human resources policies are the responsibility of the Executive Director- reviewed on an ongoing basis with staff being able to inquire on or suggest policy needs at any time using the open communication with the Executive Director or by completing and submitting the Centre recommendation form. Complete audit of the policies is done at a minimum of every two years.

Program Policies and Procedures – are the responsibility of the Executive Director-reviewed annually in conjunction with writing program annual reports. Policies identified for changes or modification may be scheduled throughout the year for reviews and modifications.

Health and Safety Policies and Procedures – are the responsibility of the Executive Director- reviewed on an ongoing basis by the Health and Safety Committee.

Identification of need to update policies can come from reviewing the annual changes in CARF accreditation standards, from staff or persons served input on our suggestion forms, and from operational questions.

The following questions will be considered in revising or implementing new policies. The decision on how and when to implement a policy will be determined by defining:

- what policy is needed.
- if this is a lack of policy or a need to consolidate current policies
- the level of policy- is it a governance or operational policy?
- what potential policy options are possible.
- if any consultation should occur- ie .legal
- the buy –in and supportive procedures required for the policy
- when and how to implement the policy.
- how and when there will be monitoring of the policies? (evaluation).