

# **Board Policies**

**Governance Manual:**

**Guelph Neighbourhood Support Coalition**

# **G.E.M. (Governance Effectiveness Model)**

This document is a set of policies that the Guelph Neighbourhood Support Coalition (GNSC), a governing Board, has adopted to guide the organization's systems and work. GNSC has adapted this document with permission from the work of Strive!, a private company devoted to helping maximize the effectiveness of people and organizations through leadership development.

# General Board Governance Policy

The Board of the Guelph Neighbourhood Support Coalition (referred throughout the document as GNSC) shall be a governing Board operating within the guidelines of the Act, Regulations, and Bylaws, focusing on leadership by planning and policy setting, and delegating the implementation to the staff through the Executive Director. Each Board member shall sign a Board Member Agreement at the start of their term as Board Member.

The Board policies clarify expectations in regard to each of the seven disciplines of governance excellence:

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# Connect . . . For Healthy Board Relations

Section

Approved

Revised

## General Board Directive

In June 2104 the Guelph Neighbourhood Support Coalition's (GNSC's) Board of Directors adopted our Board Policies document based on the Governance Effectiveness Model (GEM).

The Board Policy document is reviewed by the Board at least once annually, prior to the Annual General Meeting to determine if amendments are needed.

The Board Policies clarify expectations in regard to each of the seven disciplines of governance excellence (*CONNECT, DIRECT, PROTECT, RESPECT, REFLECT, SELECT, EXPECT*). Board members shall connect with each other by clarifying expectations of Board members, communicating thoroughly, and developing an effective team dynamic.

The governance structure for the GNSC provides a recognized role for both community partners and neighbourhood leaders in the strategic use and development of resources for the work of neighbourhood groups across the city of Guelph.

### Con-1 **Board Leadership**

The Board is responsible for creating and managing a governance structure, for holding itself accountable, and for ensuring effective Board collaboration for the benefit of the organization and its community.

Con-1.1 The Board commits itself to ethical, efficient, and lawful conduct. Board members shall function in an ethical manner, contribute to the work of the Board, support the decisions of the Board, and respect the confidentiality of privileged information.

Con-1.2 The Board shall speak with one voice. All Board members shall support all Board decisions outside of Board meetings. Board members will act as 'ambassadors' for the organization, communicating positively and constructively about the work of the GNSC.

Con-1.3 Board members shall make every effort to attend and participate in all meetings and be properly prepared for Board deliberation.

Con-1.4 Board members shall treat others with respect and professionalism. When differences of opinion exist, the commitment shall be to challenge the issues but never attack or defame the person.

Con-1.5      Board members may not exercise individual authority over the organization, management, staff, or those we serve except as explicitly directed by the Board through a duly passed motion. Board members shall not judge the performance of personnel outside of the official Board process.

Con-1.6      The Board shall annually monitor its own effectiveness and take actions to excel in its role by completing a Board Assessment, at or before the final Board meeting each year.  
*By-law ref:2.06*

Con-2      **Board Meetings**

The Board shall meet a minimum of 8 times per year.

Con-2.1      The Board shall establish a schedule of regular meeting times at the first meeting after the annual meeting.

Con-2.2      The Co-Chairs or a majority of Board members may call for a special meeting to deal with urgent issues.

Con-2.3      Board members shall notify the Co-Chairs, or the Executive Director who makes arrangements for Board meetings, if unable to attend a meeting.

Con-2.4      The Board is committed to having the minutes accurately reflect the actions of the Board. The minutes are stored with other corporate documents to protect them from harm or loss. Minutes will be stored in hard copy in the annual Board binder and will be signed by one of the Co-Chairs and Secretary prior to annual submission to the auditor/public accountant. Electronic copies will be saved in PDF format and maintained by staff of the organization.

Con-3      **Board Meeting Process**

Meetings shall follow a customized GNSC process for our Board.

- Con-3.1 *By-law ref:4.08* The Chairperson has the responsibility to manage the discussion and discern when the group is ready to make a decision. Decisions shall be formalized by a motion duly moved and seconded, followed by discussion. Should consensus be reached and no objections are voiced, the motion is carried. Should consensus not be reached, the chair will go around the table twice to further the discussion and ensure all voices are heard to try to reach consensus. Should consensus not be reached after the second time around the table the Chair will call a vote. The decision shall be made with 50% plus 1. In the event of a tie, the co-chair who is chairing that particular meeting, will cast the deciding vote.
- Con-3.2 The will of the majority must be carried out while hearing the minority and protecting their rights in situations where consensus is not reached.
- Con-3.3 All Board members are expected to participate in the meetings. Each Board member is to be regarded as having rights and power equal to every other Board member and is able to voice an opinion.
- Con-3.4 Only one topic or motion shall be considered at a time.
- Con-4 **Board Meeting Agenda**
- Con-4.1 The Executive of the Board, in consultation with the Executive Director, will create and distribute the agenda for every Board meeting in advance of the meeting.
- Con-4.2 Anyone wishing an item to be put on the agenda of a future meeting shall notify the Chairperson of the Board at least 10 days prior to the meeting.
- Con-4.3 The agenda shall be circulated so all Board members receive it at least 7 days in advance of the regularly scheduled meeting(s).
- Con-4.4 The Board has discretion to allow or disallow agenda additions on the date of the meeting based on consensus.
- Con-4.6 When practical, Board members shall be provided with background information on agenda items at least 7 days in advance of the meeting.

Con-5 **Board Officers**

The Board shall maintain clear descriptions of the duties of each officer. The officers shall consist of two Co-Chairs, Treasurer and Secretary. Each officer shall serve the Board and follow the Board's direction.

Con-5.1 **Co-Chairs**

The Co-Chairs of the Board shall ensure that the Board behaves consistently with its own rules, policies and by-laws and guidelines legitimately imposed upon it from outside the organization.

Con-5.1.1 The Co-Chairs of the Board shall preside at Board meetings. He/she may appoint an alternate to serve in this capacity as needed as per the Bylaws.

Con-5.1.2 The authority of the Co-Chairs between Board meetings is only to make reasonable interpretations of Board policy on behalf of the Board.

Con-5.1.3 The Co-Chairs shall confer with each other to ensure that both individuals are familiar with and informed about the issues well enough to perform primary Chair duties if necessary.

Con-5.1.4 The Co-Chairs of the Board shall be the public spokespersons for the Board, unless someone else is appointed by the Board.

Con-5.1.5 The Co-Chairs of the Board shall share in the performance of the functions of the Chairperson's role and abide by the Co-chair job description

Con-5.3 **Secretary & Treasurer**

The primary role of the Secretary of the Board is to ensure appropriate written documentation of the corporation's decisions.

Con-5.3.1 The Secretary shall ensure that the minutes are prepared and circulated within 10 days following a Board meeting.

Con-5.3.2 The Secretary shall ensure that the Board policy manual is updated when policies are created, revised or deleted.

Con-5.3.3 The Secretary shall ensure that all documentation of Board business is up to date and in compliance with legal obligations.



Con-5.3.4 The Treasurer and Secretary of the Board shall fulfill the functions of the Treasurer and Secretary according to the by-laws and job descriptions.

Con-5.3.5 The Treasurer shall chair the Finance Committee.

Con – 5.3.6 The Treasurer is responsible to ensure that financial operations are consistent with the approved budget and priorities.

Con-5.3.5.1 The Treasurer shall ensure that financial statements/reports are presented to the Board, including recommendations where required.

Con-5.3.5.2 The Treasurer shall ensure that an independent annual audit of financial statements is completed and reviewed by the Board.

Con-6.0 **Board Committees**

Board committees exist to help the Board do its job and fulfill its legal responsibilities according to the organization’s by-laws. Committees ordinarily shall assist the Board by preparing policy alternatives and implications for Board deliberation.

Con-6.1 When practical, Committee reports to the Board shall be in writing and made available so that they can be circulated for all Board members to receive them at least 7 days prior to the Board meeting at which related matters shall be discussed.

Con-6.2 Committee reports shall summarize the information researched by the committee. When various options have been considered by the committee, the report shall indicate the pros and cons of each option and make recommendations for decisions accordingly. When appropriate, the Committees will bring recommendations to the Board, based on their research.

Con-7 **Board Per Diem and Expenses**

Con-7.1 Board members shall be reimbursed for any direct expenses related to their involvement with the Board and their authorized work on its behalf.

Con-7.1.1 Reimbursements shall be subject to the same process, rates, and deadlines as annually determined for and by staff. All reimbursement requests shall be accompanied by receipts for travel with personal vehicles and standard rate meal claims.

**Con-8 Confidentiality**

Board members shall not reveal any confidential information, except as obliged by law, of which they become aware during the performance of their duties to anyone not normally present at Board meetings. A statement regarding confidentiality is included in the Board Member Code of Ethics signed by each Board Member at the start of their Term.

**Con-9 Ethics**

Board members shall operate in an ethical and legal manner and in accordance with its by-laws. Each Board member, at the start of their Board Term, will read, agree, and sign the Board Member Code of Ethics.

Con-9.1 Board members shall adhere to policies concerning fraud, dishonest conduct, discrimination, and harassment of any kind as established by the organization. Members shall be provided with the organization's Code of Ethics.

**Con-10 Conflict of Interest**

Board members must avoid conflict of interest with respect to their fiduciary responsibility. This requires that Board members declare their personal interest in any Board agenda items and refrain from discussion and vote whenever they or the Board believe there to be a conflict of interest or a potential perception of a conflict of interest.

**Con-11 Annual Board Work Plan**

To fulfill its role in a governance style consistent with Board policy, the Board shall establish and follow an annual planning cycle that ensures it provides regular direction to the organization and monitors the organization's progress.

**Con-11.1 Organizational Planning**

The Board shall ensure the organization has a current and relevant strategic plan/Community Impact Plan at all times.

Con-11.2 The Board shall engage in a strategic planning process and/or review at least every 3 years.

Con-11.3 The Board shall review the strategic plan and set annual strategic goals every year.

Con-11.4 The Board shall annually review the operational financial statement.

## II – Direct . . . Organizational Performance

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### General Board Directive

The Board is responsible to direct the organization in the interests of the Neighbourhood Groups and community.

#### Dir-1 **Strategic Planning**

The Board is responsible to ensure that the organization has a current, relevant strategic plan or Community Impact Plan.

Dir-1.1 The Board shall annually review and update the strategic plan or Community Impact Plan.

#### Dir-1.2 **Our Vision**

We aim for a healthy, safe community where everyone feels at home.

#### Dir-1.3 **Our Mission**

To support Neighbourhood Groups that are inclusive, engaging, responsive and build a sense of belonging.

#### Dir-1.4 **Our Values**

##### **Community**

We believe that community is a grassroots voice that's heard, respected and centred.

**“Not about us without us”**

##### **Integrity**

We believe in building trusting relationships based on respect and honesty.

**“Do the right thing”**

##### **Fun**

We believe in celebrating all that we do together.

**“Be the fun”**

##### **Growing Together**

We believe that recognizing and sharing everyone's gifts will make us all better.

**“Together we create solutions”**

##### **Love & Kindness**

We believe that a compassionate heart is a powerful teacher and guide.

**“We lead from our hearts”**

##### **Courage**

We believe in creating and holding space to questions and challenge our assumptions and practices.  
**“Know when to step up and step back”**

Dir-1.5 **Key Priorities**

Our role as Board members shall be to focus on achieving results in key priority areas set out in our yearly planning documents and/or strategic planning document but on a broad level shall include:

- Community Engagement
- Leadership
- Inclusion
- Effective Responses through Partnerships

Dir-1.6 **Indicators of Success**

In close collaboration with the management team, the Board determines the primary measures for success in the key priority areas. Refer to Community Impact Plan document.

## **III – Protect . . . The Interests of the Neighbourhood Groups and Broader Community**

### **Policy Statement:**

The Guelph Neighbourhood Support Coalition (GNSC) shall develop and adhere to financial policies and procedures that follow recognized accounting principles and meet the government and regulatory requirements of the Canadian and Ontario governments in which it operates.

#### **1. Banking**

The funds of The GNSC must be in a financial institution that is covered by deposit insurance. The financial institution will be approved by the Board of Directors.

##### Procedure

Donations, grants, fundraising revenues, fee for service revenues and all other monies designated for the GNSC will be deposited regularly by the Executive Director or designate. All payments and bills shall be paid by the Executive Director or designate (Book Keeper).

#### **2. Audit**

The GNSC Board will annually appoint an auditor.

##### Procedure

The GNSC will undergo an annual audit. The Executive Director will lead the process with the auditors with support from the Book Keeper and Treasurer.

#### **3. Budget Expenditures**

The Executive Director has full approval to expend on budgeted items, as approved by the Board of Directors annually. Non-budgeted expenditures over \$5,000.00, and not already approved within in the budget process, requires the approval of the Board of Directors.

All expenditures must be authorized by the Executive Director or designate. Board members may not make any purchases on behalf of the GNSC.

##### Procedure

Any non-budgeted expenditures over \$5,000.00 must be approved by the Board of Directors at a regularly scheduled meeting or via email correspondence. Minutes of meetings and email correspondence related to such expenditures must be recorded.

#### **4. Budget Process**

The budget shall be a financial road map for the organization. The Board will not pass a deficit budget.

##### Procedure

The budget will be developed by the Executive Director in partnership with the Treasurer, Book Keeper and Finance Committee. The budget will be approved by the Board of Directors prior to the beginning of each fiscal year and reviewed regularly throughout the year or as significant program changes occur. It is the Treasurer's role to present the budget and updates at board meetings one month after each quarter (Jan., April, July, Oct.). It is the Executive Director's role to ensure the Treasurer has an updated budget, and relevant financial documents quarterly, at the Finance Committee meeting prior to the Board Meeting.

## **5. Charitable Receipts**

All cash and in-kind donors will be issued a charitable receipt, based on Canada Revenue Agency guidelines.

### Procedure

Charitable receipts will be processed by the GNSC bookkeeper (or in the case of on-line donations they will be sent out by Canada Helps), signed by the Executive Director, and mailed out to donors.

## **6. Contingency and Emergency Funds**

The Board of Directors may, at its discretion, determine a set amount to be a contingency fund through the annual budgeting process. The purpose of this fund is to ensure monies are available each fiscal year for innovation or other non-budgeted program-related expenses.

The Board of Directors may, at its discretion, determine a set amount to be an emergency fund through the annual budgeting process. The purpose of this fund is to ensure monies are available each fiscal year for GNSC or Neighbourhood Groups emergencies (e.g. damaged NG space or equipment).

### Procedure

Each year the Board of Directors may determine the contingency and emergency amount to be a percentage of the annual budget or a specific amount.

This amount must be for a specific purpose and approved by the Board of Directors. This approval shall be made at a regularly scheduled board meeting and recorded as such.

## **7. Deferred Revenue and Expenses**

Monies received prior to the fiscal year end of the GNSC for a designated purpose and not spent prior to year end, may be recorded as deferred revenue and adjusted to the appropriate income account for the next fiscal year at the approval and discretion of the Executive Director.

Expenses incurred prior to the fiscal year end for activities or services that take place in the next fiscal year will be recorded as deferred expenses and adjusted to the appropriate expense account for the next fiscal year.

### Procedure

Adjusting entries will be made as part of the audit of the GNSC.

## **8. Electronic Funds Transfers and Pre-authorized Payments**

The GNSC allows funds to be transferred electronically to approved suppliers or vendors in two ways: through on line pre-authorized payments and through electronic funds transfers.

The budget approval supersedes this policy. If payments are reflected in a budget line and a contract of services with payment schedule is attached then the Executive Director has authority to establish these payments.

Electronic pre-authorized payments are payments to consistent suppliers based on a regular billing cycle (To date we have no such suppliers). The Board of Directors shall authorize the list of suppliers on an annual basis, and the Executive Director shall make bill payments online accordingly.

Electronic Funds Transfers are financial transfers directly from the GNSC bank account to another approved bank account (e.g. Telpay our electronic payroll service). These transfers require dual authorization from two signing officers.

### Procedure

At the start of each fiscal year, the Board of Directors shall approve a list of suppliers that they approve to pay via electronic pre-authorized payments. By doing so, authorized staff (Executive Director, Book Keeper) shall have the authority to pay these bills on line on a regular basis. Copies of the original bills and proof of on line payment shall be shared with the Treasurer as part of his/her review of bills to be paid. The Treasurer shall initial and date these documents.

The Board of Directors shall approve electronic funds transfers to specific suppliers as deemed appropriate. Through a secure on line service, authorized staff (Executive Director, Book Keeper) can set up a transfer amount, date of transfer and designated bank account.

Signing officers will then be notified of the transaction and two of five signing officers shall authorize this payment using a secure system. (Specific instructions will be shared with signing officers and maintained by authorized staff.) A report providing proof of such transfers shall be prepared monthly and shared with the Book Keeper and Treasurer, and filed with the appropriate supplier's invoice.

## **9. In-Kind Contributions**

Donations of acceptable gifts in kind (goods and services) will be reported and acknowledged by the GNSC.

### Procedures

In-kind donations that do not have a designated value and supplier will be recorded separately and reported to the Board of Directors.

In-kind donors will be recognized as equal to cash donors of the GNSC, according to the organization's donor recognition strategy.

## **10. Purchasing Authority**

The Executive Director or designate shall be responsible for ensuring fair market value is paid for all purchases.

### Procedure

When a substantial purchase is to be made (for capital needs or for something outside the budget parameters and at a value of \$5,000.00 +) the Executive Director will present a proposal for the expense in writing to the Board of Directors and provide at least two quotes for the work or purchase.

Consideration of special circumstances that do not apply to this policy (such as for unique products or services) shall be made by the Board of Directors. In a situation where a contract or agreement from an external agency (funder) differs from this policy, the requirements of the contract/agreement will be adhered to for the specific deliverables of that contract/agreement.

## **11. Signing Authority**

The GNSC shall have signing officers who are members of the Board of Directors as specified in the organization's by-laws. The Executive Director and the Neighbourhood Development Supervisor will be the staff members with signing authority. There shall be up to five officers with signing authority in the GNSC: the Co-Chairs, Treasurer, Secretary, Neighbourhood Development Supervisor and Executive Director.

### Procedure

Two signatures are required on all cheques as well as contracts or agreements which bind the organization. The Executive Director shall be the primary signatory.

Any reimbursement to a signing officer must be authorized by two other signing officers.

## **12. Reimbursements**

Purchases made by the Executive Director with his/her own funds will be reimbursed on approval from two signing authorities. Approval will be based on the appropriateness of the purchases under the guidelines and categories outlined in the annual budget.

Purchases made by the Neighbourhood Development Supervisor will be screened and approved by the Executive Director. All other GNSC staff purchases will be screened and approved by the appropriate supervisor.

### Procedure

All reimbursements will be submitted with the official reimbursement form. Each purchase will have the appropriate budget category and number recorded alongside it. All purchases must have invoices or official receipts to be approved.

Mileage must be recorded on a second form and if approved will be compensated at a rate of:

- 50¢ per kilometre

## **13. Petty Cash**

The GNSC office will have petty cash in the amount of \$200.00 locked and accessed only by the Executive Director and the Neighbourhood Development Supervisor

### Procedure

Petty cash must be kept in a locking cash box, stored in a secure place. Petty cash will only be used for minor purchases under \$200.00. Receipts should be kept for all purchases and placed



in the lock box for the Book Keeper. The \$200.00 float will be replenished on an as needed basis.

#### **14. Organizational Credit Card**

The GNCS will obtain two business credits (One for the Executive Director and one for the Neighbourhood Development Supervisor) from our financial institution and guaranteed by a GIC in the amount of \$ 5,000.00. This is in accordance with the Executive Director's spending limit.

#### **Procedure**

All credit card purchases must be accompanied by the monthly statement and receipts. These will be reviewed by the Treasurer.

#### **15. Policy Review**

The Financial policies will be reviewed every three years or on an as needed basis.

## IV – Respect . . . Neighbourhood Groups, Partners and Community Expectations

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*Approved*

*Revised*

### **General Board Directive**

The Board is responsible for understanding and respecting the expectations of neighbourhood groups, partners and the broader community.

Res-1      **Interests of Neighbourhood Groups, Partners and Community**

The Board is responsible to make decisions in the best interests of the Organization as a whole as informed by the goals and priorities of the neighbourhood groups and partners in the context of the larger community.

Res-2      **Organizational Image**

The Board is responsible to represent the Mission, Vision and Values of the organization when interacting with the wider community and contribute to the positive image of the organization in the eyes of the neighbourhood groups, partners and community.

## V – Reflect . . . On Organizational Results

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### **General Board Directive**

The Board is responsible for articulating the organizations results to neighbourhood groups, partners and the wider community and for understanding any deviations from expected results.

#### **Ref-1 Organizational Results**

The Board shall assess the organization's results within the context of its Strategic Plan.

Ref-1.1 The Board shall regularly schedule time for whole Board reflection on operational performance.

Ref-1.1.1 The Board will have an annual calendar that includes regular reporting of results

Ref-1.1.2 The Board shall, annually, consider the reasons for the organization's recent results and identify lessons learned.

#### **Ref-2 Organizational Context**

The Board shall elicit feedback from neighbourhood groups, partners, and community in regards to achieving our goals as outlined in the strategic and/or yearly plan. The Board will also be responsive to changing internal and external conditions when necessary.

## VI – Select . . . Your Prominent Leadership

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### General Board Directive

The Board is responsible to ensure that appropriate individuals are selected, prepared, and held accountable for Board and officer positions in the organization.

#### Sel-1 **Executive Director Selection and Support**

The Board is responsible for the organization having an executive director who ably leads the operations of the organization.

#### Sel-1.1 **Supporting the Executive Director**

The Board shall determine the skills and characteristics that are needed in the organization's executive director and ensure a capable individual holds the position.

Sel-1.1.1 The Board is responsible for monitoring executive director performance and redirecting the executive director as required.

Sel-1.1.1.1 The Board shall annually review the performance of the executive director as outlined in the EXPECT policy section.

Sel-1.1.1.2 The Board is responsible for making appropriate professional developmental opportunities available to the executive director.

Sel-1.1.1.3 The Board is responsible for ensuring there is a succession plan and reviewing it every three years to ensure it remains up to date and relevant.

#### Sel-1.2 **Removing the Executive Director**

The Board is responsible for removing the executive director.

Sel-1.2.1 The termination process will comply with legislative requirements and existing agency policies.

#### Sel-1.3 **Selecting a Executive Director**

When the executive director position is vacant, the Board is responsible for selecting an executive director who can satisfy the requirements of the job.

Sel-1.3.1 The Board shall share the responsibility for orienting the executive director in conjunction with the senior staff of the organization and with the incumbent unless that is not appropriate.

**Sel-2 Board Member Selection and Support**

The Board is responsible to ensure that Board members and officers have the appropriate knowledge and skills to fulfill their roles.

Sel-2.1 The Board shall maintain a clear description of the duties of Board members and Board officers.

Sel-2.2 The Board shall be composed of people who have the skills and commitment to do an excellent job of governing the organization.

**Sel-2.3 Board Member Recruitment**

The Board shall actively recruit capable volunteers from the Neighbourhood Panel and Partner Panel as indicated in the organizational by-laws. Membership on the Board may be subject to a current police check.

Sel-2.3.1 The Board shall ensure that both the Neighbourhood Panel and the Partner Panel have a selection process that identifies individuals with appropriate experience and skills and encourages them to be candidates for Board positions

**Sel-2.4 Board Member Development**

The Board of GNCS strives to enhance the ability of its members to govern the organization by providing training for Board members. Periodically the Board will assess the educational needs of the members and offer training, support or assistance as needed. Examples of ongoing Board development includes: Scheduled presentations by paid or unpaid staff at Board meetings; Notification and financial support for attending governance-related community trainings and workshops (e.g. Volunteer Centre workshops); Unless otherwise stated, all working subcommittees of the Board are open to any Board member who wishes to attend and expand learning in a particular area.

Sel-2.4.1

The Board is responsible for ensuring proper Board member orientation and effective Board performance and succession. The new Board member will get appropriate mentorship.

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- Sel-2.4.2 New Board members shall receive an orientation to ensure familiarity with the organization, its issues, and the process of governance. A Board package including all governing policies shall be provided. In their first meeting with the ED and/or Board Co-Chair, all new Board members receive copies of the following documents: Board policy document; Organizational Bylaw document; Most recent annual report and audited statements; Board member contact list; Annual Board work plan/calendar.
- Sel-2.4.2 Board members shall be encouraged to participate in at least 1 day of training per year relevant to their role on the Board.
- Sel-2.4.3 Board members shall be invited to provide a brief report on training in which they participate at a subsequent Board meeting based on their relevant experience.
- Sel-2.5 **Board Member Performance**  
When individual Board members do not meet the shared expectations of the Board, the Co-Chairs of the Board shall take steps to encourage improved performance.
- Sel-2.6 **Board Member Removal**  
Board members may be removed from the Board in accordance with the Bylaws.
- Sel-2.6.1 When a Board member submits a written resignation to the Co-Chairs of the Board, the resignation is effective at the time the Board accepts it with formal resolution.

## VII – Expect . . . Great Board-Management Interaction

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*Revised*

### **General Board Directive**

The Board is responsible for overseeing the organization and the executive director and for establishing communication protocols between the Board, executive director, staff and volunteers.

#### **Exp-1 Executive Director Job Description**

Executive Director performance shall be considered to be organizational performance. The Executive Director is responsible to achieve the organization's strategic plan and yearly organizational plan and follow Board policies.

Exp-1.1 The Board shall determine strategic directions at least every three years, and review them annually. It will ensure the Executive Director creates an annual operational plan to provide direction for the organization.

Exp-1.2 The Board may change its strategic plan and Board policies and, by so doing, modify the operational direction given to the Executive Director.

#### **Exp-2 Delegation to the Executive Director**

All Board authority delegated to staff is delegated through the Executive Director.

Exp-2.1 The Executive Director is responsible for, and accountable for, the complete operations of the organization.

Exp-2.2 The Board delegates all staff authority through the Executive Director. This means the Board as a whole shall not direct, manage, hire, or fire any staff other than the Executive Director. The Board shall refrain from evaluating, either formally or informally, any staff other than the Executive Director.

Exp-2.3 The Board shall accept any reasonable interpretation by the Executive Director of the strategic plan, yearly organizational plan and Board policies.

Exp-2.3.1 If the Board is not satisfied with the Executive Director's interpretation of policies, the Board shall more clearly articulate its expectations for future performance.

#### **Exp-3 Board Supervision of the Executive Director**

The Board, as a whole, is responsible to ensure effective performance of the Executive Director.

Exp-3.1 **Performance Review**

The Board shall provide a formal, verbal, and written performance review of the Executive Director annually, during the last month of, or in the first 2 months following the end of, a fiscal year. In the first year of hire, the Executive Director shall also receive reviews at 6 months and 12 months from his/her start date.

Exp-3.1.1 The 6 month review will be based on performance towards the outlined organizational goals the Executive Director was to achieve. It will include feedback in the form of a survey from all Executive Director direct reports, self-assessment, and input from Board directors. The 12 month feedback will be based on attainment of organizational goals of the Executive Director as well as feedback from staff, volunteers, and partners, and general stakeholders.

Exp-3.2 The Board's review of Executive Director performance shall include a self-evaluation by the Executive Director, praise for jobs well done, articulation of concerns related to elements of the strategic plan not achieved and Board policies not followed, discussion of how to address the areas of concern, and development of a mutually agreed-to professional development plan for the Executive Director for the coming year.

Exp-3.3 The measurements that the Board shall use to monitor the performance of the Executive Director are the same as the measurements for the organization.

Exp-3.4 Evaluation of the Executive Director's performance shall include assessments of the organization's performance completed independently by each Board member, and the Executive Director.

Exp-4 **Board Direction**

Only officially-passed motions of the Board are binding upon the Executive Director.

Exp-4.1 The Board shall instruct the Executive Director through written Board policies.

Exp-4.1.1 Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in instances when the Board has specifically authorized such exercise of authority.



- Exp-4.2 The Executive Director is the Board's only link to operational achievement and conduct so that all authority and accountability of staff is considered the authority and accountability of the Executive Director.
- Exp-5 **Remuneration**  
The Executive Director's remuneration, including salary and benefits, shall be determined by the Board and is subject to market conditions and budget resources; the remuneration shall be reviewed annually as part of the performance review process.
- Exp-6 **Monitoring the Executive Director**  
Monitoring Executive Director performance is synonymous with monitoring the organization's performance against the strategic plan, yearly organizational plan and Board policies. Any evaluation of the Executive Director's performance, formal or informal, shall be derived from these monitoring data.
- Exp-6.1 The organization's accomplishment of the strategic plan and yearly organizational plan and compliance with Board policies shall be viewed as successful Executive Director performance.
- Exp-6.2 The Board shall acquire monitoring data by one of three methods: by staff report for which the Executive Director shall provide the Board with a report; by third party report for which an external, objective third party is selected and provides a report; and by Board inspection for which a designated person or people from the Board assess compliance with a specific policy.