

Canadian Center for Gender and Sexual Diversity (CCGSD) Board of Directors Policy Manual

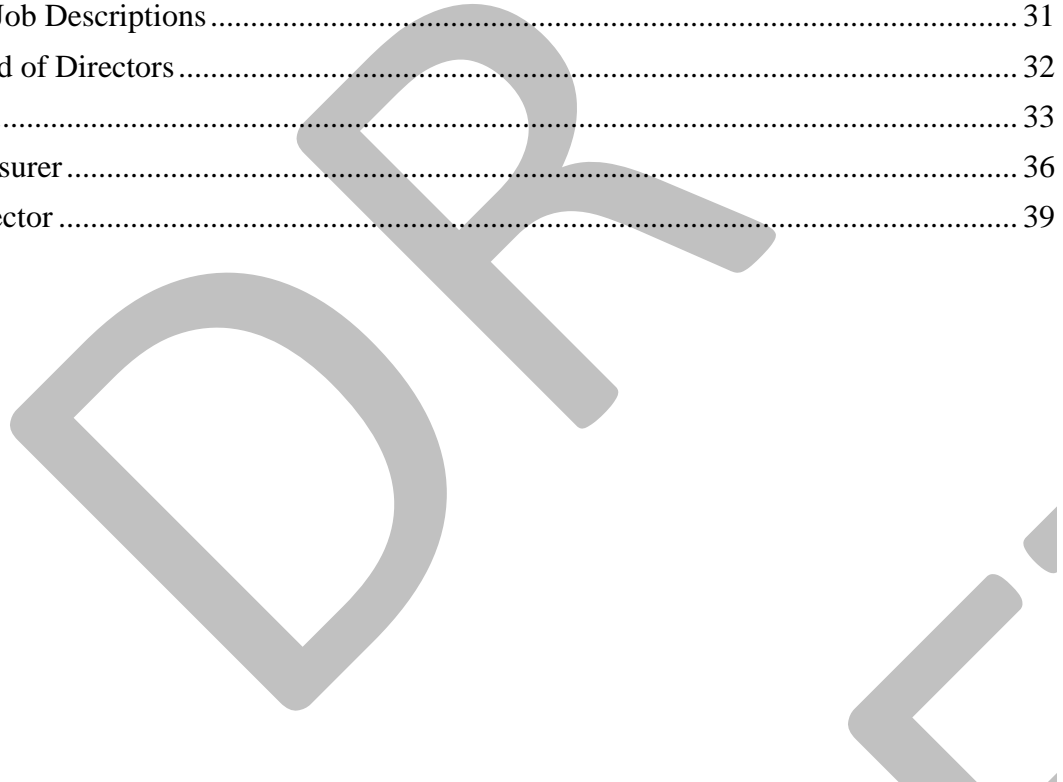
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Governance Framework

Purpose

In its simplest form, Board governance is distinct from the ongoing management of CCGSD's operations. The Board sets the broad policies outlining the results CCGSD needs to achieve and the organizational values governing the achievement of these policies. The Executive Director is the agent tasked with achieving these results. In order to ensure accountability and the autonomy required for the both the Board and the Executive Director to be successful in their roles a clear distinction must be made between the responsibilities of the Board of Directors and the Executive Director. Both the Board and Executive Director must be careful to remain within their respective domains of responsibility. If they fail to do so accountability and autonomy standards will be undermined, and the result will be poor decision-making, role confusion, conflict and frustration.

When it is working well this approach to governance provides:

- Clarity of roles and responsibility, vision and accountability
- Focus on results and outcomes
- Connections between the Board and other stakeholders
- Board satisfaction due to the clear leader role it plays
- CEO empowerment and liberation
- Effective Board scanning of the internal and external operational environment
- Board assuming responsibility for adequate funding

Funder and regulatory organizations are comfortable with this model because accountability is clear and it meets legal requirements.

A policy based governance model is a rigid top down approach that, over time, can lead to a disconnect between staff and board members. The disconnect leads to tension between staff and the Board because staff believe the Board doesn't have a sufficient understanding of the organizations programs and operations.

CCGSD needs a Board model that incorporates the advantages of the policy governance model while having the flexibility to continually adjust to evolving issues, new partnerships and continuous innovation. Board and operational functions and power sharing arrangements therefore, need to evolve as the operating environment changes. An added complexity is the fact that CCGSD serves a diverse set of needs, with multiple partners across a very large geographic area. Activities such as the following can increase the effectiveness of the governance model:

- Ongoing negotiations between the Board and Executive Director over the division of power
- Ongoing discussion between the Board, staff and the clients CCGSD serves, in order to develop a common vision of the needs CCGSD is meeting, its effectiveness in meeting these needs, and innovations that would improve the effectiveness of CCGSD programs and services
- The creation of *small core Board membership* supplemented through power sharing with cells of stakeholders across the geographic area served by CCGSD. Inclusion of these stakeholder groups in setting Board policy and priorities will increase the Board's sensitivity to emerging issues and services, and provide stakeholders with new channels of influence.

Policy

A clear distinction between the role of *principle and agent* of CCGSD will be maintained. The role of principle is to establish the end results that CCGSD needs to achieve, and the parameters governing the achievement of these ends. The Board of Directors is the principle. The role of the agent is to achieve the results established by the principle. The Executive Director is the agent. When an individual acts as both principle and agent, a conflict of interest exists. The board decision-making will be structured in so that the relationship and power sharing arrangements between the Board, staff and CCGSD stakeholders will continuously evolve as the organization evolves and needs change.

Specific Responsibilities

Role of Board of Directors

The Board of Directors is responsible for establishing the Mission, Mandate, Values and Strategic Plan of CCGSD, and for ensuring CCGSD is adequately resourced (fiscal and human resources) to fulfill this role. It is also responsible for monitoring and evaluating the progress made by CCGSD towards achieving CCGSD's mission, mandate, values and strategic plan and for taking corrective action when necessary. The Board of Directors is also responsible for ensuring CCGSD complies with all legislation regulations related to its operations and that its fiscal and human resources are employed in the most effective manner possible.

In order to achieve this the Board will: (1) Use CCGSD programs and activities to engage in a dialogue with staff and clients about the needs the organization is meeting and its effectiveness in meeting these needs; (2) Create a group where specific stakeholders, staff and Board members can jointly decide upon policies, priorities and strategies to meet the specific needs of the stakeholders; and (3) Engage in an ongoing dialogue with the Executive Director with regards to the powers sharing arrangements required to meet the evolving services and needs of CCGSD.

In addition the Board of Director is responsible for objectively assessing and monitoring its own work and for addressing and resolving any short falls.

Executive Director

The Executive Director has the authority and autonomy to organize and manage the resources and work of the organization within the limits established by the Board of Directors. This position is responsible for ensuring that the financial and human resource assets of CCGSD are protected and that the human resources are effectively meeting the demands placed on CCGSD. The Executive Director has a key reporting role. It is essentially that this position accurately reports changes in the internal and external operating environment and potential remedies and innovations that address these changing conditions.

Specific Duties of the members and officers of the Board of Directors and the Executive Director are outlined in the respective job descriptions in the Appendix.

Areas Board Policy Must Address to Meet Its Responsibilities

1. Mission, mandate ,values and strategic plan
2. Board-Staff Communications
3. Management of Board Business
4. Executive Limitations
5. Stakeholder Roles in Decision-Making

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Mission, Mandate and Strategic Directions

Our Vision

As a leader in anti-discrimination work, CCGSD runs programming all over Canada and the United States. Because of our hundreds of volunteers, we are able to reach over 250,000 people annually. We are also a proud leader in the International Day of Pink (DayOfPink.org), engaging millions of people in wearing pink and to run programs that stand up to bullying. We encourage you to find out more about CCGSD & the International Day of Pink, and get involved in making your community a safer and more diverse place.

CCGSD Mission Statement

The Canadian Centre for Gender and Sexual Diversity aspires to support and transform Canadian and indigenous communities from coast to coast to coast in a shared vision of a discrimination-free gender and sexually diverse world.

Mandate

The Canadian Centre for Gender and Sexual Diversity was established to support and empower work happening on a collaborative and/or collective level between and within territories, provinces, and nations of peoples such as Canadians, First Nations, Inuit, and Métis. This support comes in the form of educational and arts-based initiatives, research, and resources for schools and communities, ranging from a full day of workshops with ongoing support to week-long training forums with integrated year-long projects as part of its deliverables. The International Day of Pink is part of this programming, where we provide learning kits that make wearing pink a catalyst for change. Lastly, complementary programs facilitated by our Youth Advisory Committee, such as our grants, awards, and scholarships, continue to celebrate the ongoing work already being done in hundreds of communities daily.

Values

The CCGSD is committed to the following values and concepts:

| | | |
|---|---|---|
| <p>Anti-Oppression</p> <ul style="list-style-type: none"> • Accessibility • Decolonization • Anti-Racism • Newcomer Support • Environmentalism • Social Justice • Diversity • Intersectionality • Feminism (including Transfeminine Empowerment) • Non-binary Gender Empowerment | <p>Education</p> <ul style="list-style-type: none"> • The Arts • Evidence-based Research • Cultural Safety • Cultural Exchange • Traditional Teachings • Ongoing Training • Peer-to-Peer Learning • Mentorship • Community-Led Resources • Oral Lore | <p>Community</p> <ul style="list-style-type: none"> • Local Leadership • Teamwork • Empathy • Compassion • Honesty • Connection • Outreach • Transparency • Non-Violent Commu • Accountability |
|---|---|---|

1. CCGSD will develop a strategic plan in conjunction with its stakeholders. The Strategic Plan will outline the strategic directions of CCGSD over a three to five year period. The plan will be reviewed and revised annually.
2. CCGSD will outline the milestones the Foundation will use to assess its progress. The Executive Director will provide the Board with ongoing updates at each Board meeting.

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Board-Staff Communications

Purpose

The Board of Directors and CCGSD staffs need to establish a strong working relationship in order to further the vision and goals of the organization.

Policy

Communication with the Executive Director

1. The Executive Director is the only employee of the Board of Directors and as such is responsible for communicating operational issues to the Board.
2. The Board President is responsible for all Board communications to the ED.
3. The Executive Director (or designate) will attend all Board and Board committee meetings. The agenda of these meetings will include an Executive Director's (ED) report or verbal update.
4. On a quarterly bases the Board will discuss the overall operations of CCGSD and changes in plans and power sharing arrangements required to support the evolution of CCGD.
5. The Board of Directors will establish annual performance goals for the Executive Director and an annual performance evaluation.
6. The President of the Board will be responsible for meeting privately with the Executive Director in order to track the ED's performance and provide the ED with feedback.
7. The annual performance appraisal will be prepared the President with stakeholder input and must be approved by the Board prior to presenting it to the ED.
8. All media communication will go through the ED (or designate)

Board Communications

1. The President will meet with each Board member at the end of the fiscal year t review their participation on the Board
2. The president will send each Board member a questionnaire to get their feedback on the effectiveness of Board meetings and the performance of the Board. A sample is included in the Appendix.
3. The Ed will maintain regular communication with Board members ensure they have the supports and information to fulfill their roles.

Communications – Media Relations

Purpose

Local, provincial, national and international media are vital partners in achieving the goals of CCGSD. In order to maximize the advantages of media presentation and minimize the risks of media misrepresentation it is necessary to establish guidelines for how media contacts will be conducted.

It is not the intention of this policy to curb freedom of speech or to enforce strict rules and regulations. Rather, the intention is to establish a framework for achieving an effective working relationship with the media. The organization welcomes the opportunity to talk to the media and, through them, to debate issues in the public arena.

In dealing with the media, staff, Board members and other volunteers should be conscious that they may be seen as representatives of the organization and should therefore avoid making comments or participating in photo opportunities that may damage the long-term reputation of CCGSD.

CCGSD works with the media in order to

- advocate for the goals of the organization
- promote the work of the organization
- inform the public of the details of the organization
- assist in fundraising for the organization

In order to ensure that these purposes can be fulfilled, this policy regulates the choice of people entitled to speak for CCGSD.

The media themselves have a vital role to play on behalf of the community in holding CCGSD to account for its policies and actions. It is important that they have access to officers and members and to background information to assist them in this role.

To balance this, CCGSD must have the capacity to defend itself from any unfounded criticism, and will ensure that the public are properly informed of all the relevant facts (if necessary using other channels of communication).

It is the responsibility of all staff, board members and volunteers to ensure that effective media relations are maintained in order to achieve the aims of CCGSD. Naturally, in doing this, certain legal constraints might apply (eg not making comment on current court cases, especially those before a jury).

This policy deals with the day-to-day relationship between CCGSD and the media and does not address how the organization will work with the media in a crisis. Separate guidelines are available for this in the Appendix. Community

Policy

1. CCGSD operates on the values of
 - **Honesty:** The organization will never knowingly mislead the public, media or staff on an issue or news story.
 - **Transparency:** The organization will promote openness and accessibility in our dealings with the media, whilst complying with the law and maintaining confidentiality when appropriate.
 - **Clarity:** All communications with the media will be written in plain English/French.
 - **Balance:** Information provided to the media by CCGSD will as far as humanly possible be objective, balanced, accurate, informative and timely.
2. CCGSD should seek to establish and maintain a good and open relationship with the media. It is important that the organization works with the media to communicate important public information messages about its work and its goals. However, contact concerning any significant

matter in the name of or on behalf of CCGSD should only be made by the Executive Director (or their designate) and President (or designate).

3. In situations where it is impossible to follow the preceding step, staff, Board members and volunteers are recommended to exercise extreme caution and to seek guidance from the most senior staff or Board member available.

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Communications – Social Media

Purpose

Social media such as Twitter, Facebook, Google+, YouTube and blogging represent a growing form of communication for not-for-profit organizations, allowing them to engage their members and the wider public more easily than ever before.

However, it is also an area in which rules and boundaries are constantly being tested. This policy acts in conjunction with CCGSD's Media Relations Policy in order to maximize our social media reach while protecting our public reputation.

CCGSD may choose to engage in social media such as:

- Twitter
- Facebook
- Google+
- WordPress/Blogger
- YouTube/Vimeo
- iTunes/Podcasting

CCGSD seeks to encourage information and link-sharing amongst its membership, staff and volunteers, and seeks to utilize the expertise of its employees and volunteers in generating appropriate social media content.

At the same time, social media posts should be in keeping with the image that CCGSD wishes to present to the public, and posts made through its social media channels should not damage the organization's reputation in any way.

Due to the fast-moving nature of social media and the constant development of new social media programs, it is important that this policy and its procedures be reviewed at regular intervals.

Policy

CCGSD's social media use shall be consistent with the following core values:

- **Integrity:** CCGSD will not knowingly post incorrect, defamatory or misleading information about its own work, the work of other organizations, or individuals. In addition, it will post in accordance with the organization's Copyright and Privacy policies.
- **Professionalism:** CCGSD's social media represents the organization as a whole and should seek to maintain a professional and uniform tone. Staff and volunteers may, from time to time and as appropriate, post on behalf of CCGSD using its online profiles, but the impression should remain one of a singular organization rather than a group of individuals.
- **Information Sharing:** CCGSD encourages the sharing and reposting of online information that is relevant, appropriate to its aims, and of interest to its members.

CCGSD should seek to grow its social media base and use this to engage with existing and potential members, donors and stakeholders. At the same time, a professional balance must be struck which avoids placing the organization's reputation at risk.

Board Business - Board's Governance Commitment

Policy

The board will govern with an emphasis on (1) outward vision rather than an internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

Accordingly,

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be an initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual for the board's values.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long term impacts outside the operating organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy making principles, respect of roles, and ensuring the continuity of governance capability.
4. Continual board development will include orientation of new members in the Board's governance process and periodic board discussion of process improvement.
5. The board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Staff Relationship.

Board Business-Board Attendance

Purpose

Regular attendance at Board and committee meetings is essential in order to maintain continuity and cohesion in the management and governance of CCSD.

This Board Attendance Policy is intended to encourage regular attendance at Board and committee meetings and to provide procedures to deal with any failures in such attendance.

Policy

Board and committee members are expected to demonstrate their commitment to the organisation by unbroken attendance at the Board or committee on which they sit, except when prevented by unforeseeable events.

Specific Responsibilities and Procedures

1. It is the responsibility of the Board Chair to monitor the attendance of each member and to issue warnings as appropriate.
2. The Secretary shall notify members of forthcoming meetings no sooner than 14 working days before the set date of the meeting.
3. Where Board members are prevented from attending any Board meeting, they should notify the Chair of their intended absence.
4. Where a meeting is to be held either in the form of a teleconference or online, the Chair should notify members accordingly. Participation in these meetings shall be equivalent to attendance at a regular meeting.
5. If a Board member is absent for two consecutive meetings without first notifying the chair of their absence, or if a Board member is absent for three consecutive meetings having notified the chair of their absence, that Board member is in breach of their obligations and is liable to be removed from the Board, subject to the following processes.
6. Prospective members of the Board shall be issued with copies of the attendance policy and asked to commit themselves to observing its terms.
7. If a Board member is in breach of their attendance requirements then the Chair shall consult them to discuss this matter.
8. If the Board member's difficulties are resolvable, then the chair shall attempt to resolve them.
9. If no mutually satisfactory resolution is possible, and if the Board member wishes to continue on the Board, then the member's response will be put to the Board at its next meeting. The Board member shall be entitled to speak to this item, and to vote on it. The Board will then decide what actions to take regarding that Board member's future membership on the Board.

10. If the Board decides that termination is justified, the Board may suspend that person's membership of the Board. In the event the member wishes to continue in his or her position, the suspension shall be put to the membership for approval. The suspended member shall be given an opportunity to be heard, either personally or through a representative, and may submit materials in writing to be circulated.

The Board may remove any person from any Board sub-committee for any reason, including (but not limited to) non-attendance.

When any person has been removed from the Board or from any committee under this provision, the Board or committee will promptly initiate a process to recruit a new Board member. The person whose membership has been terminated shall retain the right to stand again at the next election for the Board.

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Board Business- Recruitment

Purpose

The nomination and selection of Board members is the prerogative of the members of CCGSD through the election process. However, given the responsibilities of the Board, there is a need for the Board to have an appropriate mix of expertise and experience. Policies and procedures must facilitate the election of those people who best meet the needs of the Board.

Board members should provide an appropriate mix of skills to provide the necessary breadth and depth of knowledge and experience to meet the Board's responsibilities and objectives. The Board also aims for a composition which will appropriately represent the interests of the various groups contained within the organization's common bond and which will include a diversity of the people CCGSD serves.

Policy

The Board should attempt, using its network of contacts within and without the organization's membership, to identify appropriate individuals with needed skills and interests as potential Board members. When vacancies arise among the elected Board positions, such individuals should be encouraged to nominate for election. Such individuals may also be appointed by the Board, to vacant Board positions.



Board Business - Board Member Orientation

Purpose

In order to be fully effective as a member of the Board of Directors, new board members need the information and resources to fulfil their role.

Policy

All new Board members will receive an orientation on the role of the Board, and the programs and services offered by CCGSD.

Specific Responsibilities and Procedures

1. New Board members will receive a presentation on the Vision, Mission, Mandate, Values and Strategic Plan of CCGSD by the Executive Director
2. New Board members will be provided with an overview of work of CCGSD, the programs we offer, funders, finances of agency, reporting mechanisms etc. by the Executive Director and relevant CCGSD staff.
3. New Board members will be informed that CCGSD has a Policy Board. And explanation about what this is and why. This will be presented by the Executive Director or the chair of the Governance Committee.
4. The roles & responsibilities of the New Board Members will be explained and they will be presented with an article on Board member liability. They will also be told about the Board's Officers Liability Policy.
5. New Board members will be given an orientation manual that includes the Board Policies, the most recent Annual Report, CCGSD Organizational Chart, an up-to-date Revenue/Expense Statement a copy of CCGSD's expense Reimbursement policy.

Board Business-Mediation

Purpose

The Board of CCGSD is committed to reaching a speedy and just resolution of any disputes or grievances that may arise and that may threaten the harmonious functioning of the Board. This policy is designed to set out the process for resolution of disputes or grievances between Board members that are unable to be resolved through respectful debate in Board meetings.

Policy

Disputes will be resolved by mediation.

Specific Responsibilities and Procedures

1. It is the responsibility of the President to ensure that:
 - Board members are aware of this policy;
 - Disputes are handled respectfully, confidentially, and in accordance with natural justice.
2. It is the responsibility of the all employees to ensure that their usage of electronic media conforms to this policy.
3. The parties to the dispute must notify the President and meet to discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
4. If the parties are unable to resolve the dispute at such a meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
5. The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement, a person appointed by the Board
6. The mediator:
 - (a) may be a member or former member;
 - (b) must not be biased, or reasonably be perceived to be biased; and
 - (c) must not have a personal interest in the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. The mediation must be confidential and without prejudice.
11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise in the Board or at law.

Executive Limitations

1. The EXECUTIVE DIRECTOR shall not cause or allow any practice, activity, decision or organizational circumstance which is unlawful, or contrary to principles of justice, equality and peace, and commonly accepted business and professional ethics.
2. With respect to interactions with clients, or those applying to be clients, the EXECUTIVE DIRECTOR shall not cause or allow conditions, procedures, or decisions which are unsafe, disrespectful, untimely, undignified, judgmental, unnecessarily intrusive or not confidential.
3. With respect to treatment of paid and volunteer staff, the EXECUTIVE DIRECTOR shall not cause or allow conditions which are unfair or undignified, disorganized, or unclear. The ED shall not:
 - a. Operate without written personnel policies which: clarify rules for staff, provide for effective handling of grievances, protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
 - b. Discriminate against any staff member for non-disruptive expression of dissent.
 - c. Allow staff to be unprepared to deal with emergency situations. 4. Fail to acquaint staff with the EXECUTIVE DIRECTOR' s interpretation of their protections under this policy.
 - d. Prevent staff from informing the board, if they have good reason to believe that critical issues are being misrepresented to the Board by the ED.
4. Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from board Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan. The EXECUTIVE DIRECTOR will not allow budgeting to:
 - a. Omit credible projection of revenue and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
 - b. Risk incurring those situations or conditions described as unacceptable in the board policy
 - c. Provide less than the Board's operational budget during the year than is established by the Board.
5. With respect to the actual, ongoing financial condition and activities, the EXECUTIVE DIRECTOR shall not cause or allow the development of fiscal jeopardy or a material

deviation of actual expenditures from board priorities established in Ends policies. The EXECUTIVE DIRECTOR will not:

- a. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
 - b. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
 - c. Use any Long Term Reserves, unless approved by the Board of Directors
 - d. Fail to settle payroll and debts in a timely manner.
 - e. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
 - f. Make a single purchase or commitment of greater than \$20,000. Splitting orders to avoid this limit is not acceptable.
 - g. Acquire, encumber, or dispose of real estate.
 - h. Fail to aggressively pursue receivables after a reasonable grace period
6. The EXECUTIVE DIRECTOR may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked. The EXECUTIVE DIRECTOR will not:
- a. Fail to insure adequately against theft and casualty and against liability losses to board members, staff or the organization itself
 - b. Allow personnel access to material amounts of funds.
 - c. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
 - d. Unnecessarily expose the organization, its board or staff to claims of liability.
 - e. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$500, without having obtained comparative prices and quality; (c) of over \$500, without a stringent method of assuring the balance of long term cost and quality.
 - f. Fail to protect intellectual property, information and files from loss or significant damage.
 - g. Receive process or disburse funds under controls which are insufficient to meet the board appointed auditor's standards.

- h. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
 - i. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.
 - j. Change the organization's name or substantially alter its identity in the community.
- 7. With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the EXECUTIVE DIRECTOR may not cause or allow jeopardy to fiscal integrity or public image. The EXECUTIVE DIRECTOR will not:
 - a. Change his or her own compensation and benefits, except as those benefits are consistent with a package for all other employees.
 - b. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
 - c. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue.
- 8. The EXECUTIVE DIRECTOR shall not permit the board to be uninformed or unsupported in its work. Accordingly, he or she shall not:
 - a. 1. Neglect to submit monitoring data required by the board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion
 - b. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
 - c. Fail to advise the board if, in the EXECUTIVE DIRECTOR's opinion, the board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of board behaviour which is detrimental to the work relationship between the board and the EXECUTIVE DIRECTOR.
 - d. Let the board be unaware of any significant incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.
 - e. Allow the board to be without a workable mechanism for official board, officer or committee communications.

- f. Allow the board to be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy of the board regardless of the board's monitoring schedule
 - g. Fail to present contracts and documents to the Board that require their sign-off.
9. The EXECUTIVE DURECTOR shall not permit services and programs to operate below the standards expected by funders or set by CCGSD.

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Stakeholder Engagement in Board Decision-Making

Purpose

In order for the Board to have the level of knowledge required to set strategic directions and make informed policy decisions, it must have a mechanism for actively engaging key stakeholders in the Board decision-making.

Policy

The members of the Board of Directors will be comprised of a small group that is supported by a cross section of key stakeholder groups (Steering Committees) with limited decision making powers. The Steering Committees will be comprised of specific stakeholder groups that are impacted by the programs and services of CCGSD and Core Board members will be actively involved in these groups.

Responsibilities and Procedures.

1. In cooperation with CCGSD staff, the Board will identify key stakeholder groups impacted by CCGSD services and/or impacted by emerging issues.
2. In conjunction with CCGSD staff the Board will develop the mandate and terms of reference for the Steering Committee(s).
3. CCGSD staff will recommend stakeholders that have the capacity to both represent their areas and engage in the level of analysis and policy formulation required by the Steering Committee.
4. The Steering Committees will review and evaluate the service area. They will recommend policies and program changes that would increase the effectiveness of CCGSD services, as well as potential areas of service innovation.
5. The Board and staff will then work with the Steering Committee(s) to explore how their proposed directions could be accommodated within the Board policy framework and CCGSD's service system.
6. This will be a fluid process where all participants (Board, staff and stakeholders) are working as a team to bring about the changes identified by the Steering Committee(s).
7. In order to make the most efficient use of time and resources and to maximize stakeholder input, Steering Committees could coincide with other programs and activities of CCGSD across Canada.

Appendix 1

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Board Survey

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Board Survey

Board Establishment and Operations

Please indicate the response that best represents your opinion.

| | Strongly Agree | Agree | Disagree | Strongly Disagree |
|---|----------------|-------|----------|-------------------|
| The board has a nomination process that identifies and recruits effective board members | | | | |
| Board membership reflects the diversity of the communities CCGSD serves | | | | |
| The board currently has a sufficient range of expertise and experience to make it an effective governing body | | | | |
| New board members are provided a comprehensive orientation | | | | |
| The board evaluates its work annually to improve systems and processes | | | | |
| Board education opportunities are regularly provided to improve board skills and knowledge | | | | |
| The board operates consistent with the CCGSD by-laws | | | | |
| CCGSD's commitment to equity and inclusion is reflected in the board's activities and behaviour. | | | | |
| When members recognize that they have a conflict of interest, they disclose it appropriately. | | | | |
| Board members respect rules of confidentiality and speak with one voice following discussions and decisions at board meetings | | | | |
| Opportunities are created for board members to participate fully in the governance work of the board. The executive director is evaluated as stipulated in policy | | | | |

| | | | | |
|--|--|--|--|--|
| The board focuses its attention on long-term strategic and policy issues rather than operational matters | | | | |
|--|--|--|--|--|

Comments

DR

✓

Communication and Decision-making

Please indicate the response that best represents your opinion

| | Strongly Agree | Agree | Disagree | Strongly Disagree |
|---|----------------|-------|----------|-------------------|
| There are timely and open lines of communication between the board and the executive director | | | | |
| Board members support and encourage others on the board to participate fully | | | | |
| Board members are comfortable raising and addressing issues where differences of opinion or conflict occur. | | | | |
| Board discussion is focused on major issues with fair, open, respectful and thorough deliberation | | | | |
| The board's decision-making process is transparent | | | | |
| Board meetings are conducted efficiently and effectively | | | | |
| Comments | | | | |

Trusteeship

Please indicate the response that best represents your opinion

| | Strongly Agree | Agree | Disagree | Strongly Disagree |
|--|----------------|-------|----------|-------------------|
| | | | | |

| | | | | |
|--|--|--|--|--|
| Board members receive sufficient information about CCGSDactivities, services and programs to arrive at responsible decisions | | | | |
| he board ensures the proposed budget is financially responsible and furthers the achievement of the mission. | | | | |
| Comments | | | | |

DR

✓

Leadership and Training

Please indicate the response that best represents your opinion.

| | Strongly Agree | Agree | Disagree | Strongly Disagree |
|--|----------------|-------|----------|-------------------|
| The current mission reflects the role and activities of the organization. | | | | |
| The board makes decisions that are consistent with the CCGSD's mission and values. | | | | |
| The current mission reflects the role and activities of the organization | | | | |
| The board is committed to ongoing learning and improvement | | | | |
| Comments | | | | |

Board Member's Experience

Please indicate the response that best represents your opinion

| | Strongly Agree | Agree | Disagree | Strongly Disagree |
|--|----------------|-------|----------|-------------------|
| sure As a board member, I feel my skills and experience are well used | | | | |
| I feel my voice is heard and valued | | | | |
| I find the experience of being a CCGSD board member satisfying and rewarding | | | | |
| Comments | | | | |

Overall Board Functioning

Please indicate the response that best represents your opinion

| | Strongly Agree | Agree | Disagree | Strongly Disagree |
|---|----------------|-------|----------|-------------------|
| Overall, the board has been effective in accomplishing its goals and achieving results. | | | | |
| The board conducts itself in an ethical and professional manner | | | | |
| Board members have good working relationships with one another. | | | | |
| board celebrates its accomplishments and successes. | | | | |
| Comments | | | | |

Qualitative Questions

1. What are the board's strengths?
2. Thinking about the board's accomplishments in the last year, what makes you most proud?
3. What, if anything, impacts on your ability to participate on the board?
4. What issues should occupy the board's time and attention during the next year?
5. What topics should the board prioritize for board education in the next year?
6. How can the board's performance be improved?

Appendix II - **Job Descriptions**

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Member, Board of Directors

Responsible to:

Foundation member(s)

Summary of Job Functions

As a voting member of the Board of Directors the Board Member is jointly responsible for the governance of CCGSD. More specifically this includes determining and monitoring the mission, mandate and values CCGSD; ensuring services satisfy the mission, mandate and values of CCGSD; approving and monitoring CCGSD's strategic directions; ensuring the finances of CCGSD are handled responsibly; and ensuring CCGSD meets all of its legal obligations.

Specific Responsibilities

1. Understand and demonstrate a commitment to the organization's mission and programs
2. Keep up to date with issues and trends that affect the organization
3. Prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them
4. Attend meetings regularly
5. Contribute skills and knowledge by participating actively in meetings and committee work
6. Make inquiries when clarification or more information is needed
7. Understand and monitor the organization's financial affairs
8. Avoid any potential conflicts of interest
9. Understand and maintain confidentiality
10. Ensure the organization is complying with all legal and regulatory requirements
11. Participate in Board Committees as required
12. Appoints, evaluates and terminates the Executive Director

Qualifications

- Over 18 years of age
- Does not have a bankruptcy status
- Satisfies the specific competency and skills required by the Board of Directors (as posted for the specific member recruitment).
- Skills to work collaboratively with other board members, senior management and other stakeholders

President, Board of Directors

Date (d/m/yr) Board Member

Date (d/m/yr)

President

Responsible to:

Board of Directors

Summary of Responsibilities

The President is responsible for ensuring that the Board of Directors and its members: are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; conduct board business effectively and efficiently; and are accountable for their performance.

In order to fulfill these responsibilities, and subject to the organization's bylaws, the President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers, submits various reports to the board, to funders, and to other "stakeholders"; proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises and/or as defined in the bylaws

Specific Responsibilities

Meetings

- ensures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and the Executive Director to draft annual and meeting agendas and reporting schedules.
- presides over meetings of the Board of Directors. In this capacity, the President:
- chairs meetings according to ***Roberts Rules of Order*** for the purposes of
 - encouraging all members to participate in discussion;
 - arriving at decisions in an orderly, timely and democratic manner;
- votes as prescribed in the bylaws.

Board Committees

- serves as an ex-officio member of board committees specified in the bylaws. In this capacity, the President's role is
 - to serve as a voting member of the committee (if specified in the bylaws);
 - to negotiate reporting schedules;
 - to identify problems and assist the committee chairperson to resolve them, and if necessary, to bring them to the attention of the Board of Directors.

Board-Staff Relations

- primary liaison between the Board and the executive director. In this capacity, the President:

- ensures that annual performance reviews of the executive director are conducted;
- meets periodically with the executive director;
- participates in the hiring and evaluation of the executive director.

Community Relations

- ensures that the organization maintains positive and productive relationships with media, funders, donors, and other organizations. In this capacity, the President serves as primary spokesperson for the Board. Duties may include:
 - representing the organization to the media;
 - representing the organization on governmental or nongovernmental organizations and committees;
 - timely and appropriate reporting of Board decisions and actions to members and/or funders and/or donors.

Signing Officer

- is designated as a signing officers for certain documents.
- signs or counter signs cheques, correspondence, applications, reports, contracts or other documents on behalf of organization.

Board Development

- ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

Fund Raising

- ensures that structures and procedures are in place for securing the resources required by the organization

Delegation

- may establish or propose the establishment of committees of the Board, and assign tasks and delegate responsibilities to board committees and/or directors

Qualifications

- Over 18 years of age
 - Does not have bankruptcy status
 - Understands the fiduciary responsibilities of a non-profit board of directors
 - Demonstrated ability to chair meetings and coordinate Board functions
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Secretary/Treasurer

Responsible to:

Board of Directors

Summary of Responsibilities

The Treasurer will oversee the financial matters of the charity in line with good practice and in accordance with the governing document and legal requirements and report to the Board of Directors at regular intervals about the financial health of CCGSD. The treasurer will ensure that effective financial measures, controls and procedures are put in place, and are appropriate for CCGSD.

The Secretary will ensure that board meetings, Board committee meetings and all board decisions are properly documented and that adequate Board records are maintained. The secretary will also ensure manage all correspondence to and from the Board of Directors.

Specific Responsibilities

Treasurer

- reports the current financial position of CCGSD at each Board meeting and ensures this is recorded in the minutes. The report will include an update on funds received and spent since the last report.
- ensures all financial decisions taken are recorded in the Board minutes.
- liaise with staff responsible for the financial management of CCGSD.
- reviews procedures for the day- to- day accounting and financial practices to ensure clarity about their roles, responsibilities and communication practices
- oversees the financial matters of the Board and ensures other directors are adequately informed of financial related issues
- oversees, and present budgets, accounts, management accounts and financial statements to the Board of Directors
- ensures that proper accounts and records are kept, ensuring financial resources are spent and invested in line with the CCGSD's policies, good governance, legal and regulatory requirements
- develops and implements financial, reserves and investment policies
- acts as a counter- signatory CCGSD cheques and any applications for funds

- chairs any finance committee in line with standing orders and terms of reference, and reports back to the Board of Directors. Advises on the financial implications of CCGSD's strategic plan
- ensures that CCGSD annual accounts are compliant with the CRA guidelines
- liaises with the CCGSD's auditors or independent examiner, where appropriate. Monitoring and advising on the financial viability of the charity after liaising with the charity's auditors
- works collaboratively with other officers and staff to ensure the T3010B is submitted to CRA in an accurate and timely manner

Secretary

Minutes

- signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.
- ensures accurate meeting minutes are taken and approved. This includes:
 - date, time, location of meeting;
 - list of those present and absent;
 - list of items discussed;
 - list of reports presented;
 - text of motions presented and description of their disposition.

Records

- ensures that the records CCGSD are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (eg. letters patent, articles of incorporation), lists of directors, Board and committee meeting minutes financial reports, and other official records.

Membership

- ensures that official records are maintained of members of CCGSD and Board.
- ensures that these records are available when required for reports, elections, referenda, other votes, etc.

Bylaws

- ensures that an up-to-date copy of the bylaws is available at all meetings.

Communication

- ensures that proper notification is given of directors' and members' meetings as specified in the bylaws.
- manages the general correspondence of the Board of Directors.

Meetings

- In the absence of the President, the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The secretary records meeting minutes as described above. Depending upon the bylaws and practices of CCGSD, the Secretary may perform these duties for Member meetings (eg. Annual General Meeting) and/or for an executive committee.

Filing

- acts as the registered agent with respect to the laws of the jurisdiction.; the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

Qualifications

- Over the age of 18
- Does not have bankruptcy status
- Accounting designation/experience

Secretary/Treasurer

Date



Executive Director

Responsible to:

Board of Directors

Summary of Job Functions

The Executive Director is responsible for the overall management of CCGSD (ie: planning, service delivery, finance, human resources, community and funder relations). Specifically the Executive Director is responsible for establishing and executing major goals and objectives for CCGSD; fund raising; developing CCGSD's annual budget; implementing policies established by the board of directors; providing leadership, direction and guidance of CCGSD activities; analyzing and evaluating the effectiveness of all organization operations; developing and maintaining organizational structure and effective personnel; coordinating major activities through subordinates and appraising assigned personnel. The Executive Director represents CCGSD to regulatory bodies, other agencies, community and civic organizations, donors, funders and supporters, media and the public.

Specific Responsibilities

General

- Acts as the spokesperson for organization
- Executes board-approved policies
- Directs and oversees short and long term strategic plans
- Attends Board Meetings
- Maintains a competent and effective managerial staff
- Provides leadership to organization personnel through effective objective setting, delegation, and communication
- Conducts staff meetings to disseminate pertinent information
- Ensures that appropriate salary and wage structures are maintained
- Delegates authority and responsibility to managerial staff
- Coordinates and directs employees
- Oversees the preparation of office procedure manuals, outlining specific duties and area responsibilities
- Ensures that job descriptions are current
- Conducts performance appraisals as required
- Formulates and implements corrective action as needed

Administration

- Ensures administrative staff remains current to organization business and Board directives/approvals that affect their functions and areas of responsibility
- Works with the Board of Directors on governance policy issues by providing support and by initiating approved recommendations or actions
- Ensures compliance to minimum standards in accordance with all government legislation, regulations and guidelines pertinent to the organization's role as an employer and non-profit agency
- Recommends to the Board changes to policies and procedures that would improve the organization
- Maintains an effective and cost efficient office environment
- Develops, maintains, and up-dates job descriptions pertinent to the organization

- Determines staff training and/or equipment needs of clerical and administrative employees, taking into account annual budget allocations
- Submits all information, reports and records as requested or required by law to appropriate government officials or the board of directors
- Develops and implements operational plans, policies, and goals that further strategic objectives

Financial

- Maintains full awareness of the complete financial, statistical, and accounting records of the organization
- Ensures that operating results established in the annual budget are achieved and the control of operating expenses within budget
- Ensures the accuracy, integrity, and timeliness of all financial accounting, controls and reporting
- Signs all checks
- Ensures the preparation of the annual budget for board approval

Service Delivery

- Tracks service demand and trends. Prepares submissions and presentations to current and potential funders in accordance with e service demands and trends
- Advocates for positive change with government, institutions and the public on issues affecting CCGSD's clients and partners
- Tracks service outcomes and program impacts and reports the results to funders and the Board of Directors.
- Establishes ,monitors and evaluates CCGSD service standards
- Manages client and community complaints

Partnership Management

- Where appropriate develops and maintains partnerships with other organizations and institutions that share common goals and mandates
- Coordinates roles and action plans with other organizations and institutions that share common goals and mandates
- Where appropriate supports the plans and interventions of partnering organizations and institutions
- Where appropriate promotes service integration and coordination to ensure client needs are meet in the most effective and efficient manner possible

Qualifications

- University degree in human services or a related discipline (sociology, psychology, etc.).
- Formal training in accounting, and organizational management
- Minimum of 5 years of experience at the supervisory/management level
- Public presentation, government and media relations, leadership, and problem solving skills
- Proven ability to work collaboratively with staff and all stakeholder groups

President, Board of Directors

Date (d/m/yr)

Executive Director

Date (d/m/yr)

