



CANADIAN CENTRE FOR  
**GENDER+SEXUAL DIVERSITY**

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## **Board of Directors Policy Manual**

Approved: 2022-04-28



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## Purpose

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This policy describes the standards and procedures of the Canadian Centre for Gender and Sexual Diversity (CCGSD) for the governance of the organization in accordance with [By-law No. 2](#) and outlines the roles and responsibilities of the Board and its members, the Directors and the Executive Committee.

## Policy Statement

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CCGSD envisions a world in which people can shape the decisions that impact their lives, enjoy freedoms, and navigate an equal world free of violence. CCGSD will be a national force and partner of choice within the movement to end discrimination.

The Board is focussed on supporting and embodying the vision, mission, value and principles of CCGSD. We are a governance Board providing support and strategic direction for the organization and the Executive Director.

## About CCGSD

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### Vision

A world without discrimination.

A world in which people can shape the decisions that impact their lives, enjoy freedoms, and navigate an equal world free of violence.

CCGSD will be a national force and partner of choice within the movement to end discrimination.

### Mission

To empower gender and sexually diverse communities through education, research, and advocacy.

Guided by the goals of the communities in which we work, we undertake our mission with both empathy and compassion since it is what the communities we serve deserve.

### Core Values

CCGSD is committed to re-centering the communities in which we work. In our commitment to these diverse communities, we have deeply examined our individual and collective values and how to reflect these values in our work. We hold many values in esteem, but the Principles of Social Justice are the interrelated values at our core:

- **Equity:** We work to identify and eliminate societal barriers that prevent marginalized and oppressed individuals, peoples, and communities from participating fully in society;
- **Access:** We are committed to ensuring that all people and communities have access to rights-based goods and services: education, healthcare, shelter, and food, among others;
- **Rights:** We believe in and protect the civil, political, economic, cultural, and social rights of all people and communities; and



- **Participation for All:** We firmly declare that when rights-based or accessibility-related decisions will affect a person's life, or a community's well-being, that person or community needs to be included as a determining factor in the decision-making process.

## **Guiding Principles**

In order to fulfill our Vision and Mission, all CCGSD's work is executed in accordance with five Principles:

### **Diversity**

Diversity is the cornerstone of the 2SLGBTQIA+ movement. We acknowledge and celebrate diversity in these communities and with our staff, volunteers, and partners. One size cannot fit us all and we know that we cannot possibly understand the unique experiences of every person in these communities. But diversity is our strength and through finding commonalities in our differences, we can work for social justice for all of us in this beautifully diverse world.

### **Intersectional Feminism**

All feminism, to be socially just, must be intersectional. Dr. Kimberlé Crenshaw, who coined the term, said intersectionality "is a lens through which you can see where power comes and collides, where it interlocks and intersects." Developed by Dr. Crenshaw within critical race theory, intersectionality is now widely used in various contexts in relation to social justice. We apply this lens to our work and our organization to seek out the intersections of power and the intersections of oppression experienced by gender and sexually diverse communities. We do so from a feminist perspective that acknowledges the cisheteropatriarchal oppression stemming from pervasive, systemic misogyny, the heritage of white superiority, and colonialism. We apply this intersectional and feminist lens to ensure that our work is intentionally anti-racist, decolonizing, class equitable, anti-ableist, and gender and sexually diverse within and outside of these communities.

### **Education**

For CCGSD, education is the continuous process of knowledge exchange between two or more people, and the foundation of social justice and a world without discrimination. We work not only to educate, but to learn. We exchange; we do not teach. Education is advocacy: it is widespread and helps us all learn about each other and our unique experiences of privilege and oppression so that we can build an equitable, accessible, participatory and rights-based world without discrimination together.

### **Empathy and Compassion**

We lead with empathy and compassion, kindness and understanding. We believe that we can change the world through mutual understanding, knowledge exchange, and a willingness to truly hear each other in and among diverse communities. We extend the benefit of the doubt to each other and to those within and outside of these diverse communities in an effort to understand actions and perspectives that we may not share. We believe that the acceptance of and ability to find similarity through our differences begins with empathy and compassion.

### **Open Communication and Integrity**

Participation and inclusion require truthful and honest information and the expectation of confidentiality. We focus on openness, honesty, and integrity. At the same time, we respect



the rights of privacy of our staff, volunteers, participants, and members, and members of gender and sexually diverse communities. Both internally and externally, if information can be shared, it will be. We prioritize internal processes that are inclusive of staff and build organizational structures that welcome and respond to community feedback. We work to find the balance between safer spaces and openness to reach the goals of social justice: access, participation, rights, and equity.

## Board Code of Conduct

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The code of conduct is intended to provide guidance to CCGSD Board of Directors on the expectations, and principles and guidelines of ethical conduct and duty to maintain confidentiality with respect to all confidential information that comes into their knowledge or possession in the course of performing their duties with CCGSD.

**Expected behaviour** for Board members at in-person and/or virtual events, activities and meetings include that:

- a) they shall refrain from violent behavior, harassment, intimidation, retaliation or any form of discrimination and shall treat one another and staff members with respect, co-operation, and a willingness to deal openly on all matters, valuing a diversity of views and opinion;
- b) they should be considerate, respectful, and collaborative with others;
- c) they should communicate openly with respect for others, critiquing ideas rather than individuals;
- d) they should avoid personal attacks directed toward others;
- e) they should be mindful of their surroundings and their fellow participants; and,
- f) they should respect the rules and policies of the meeting venue, hotels, CCGSD contracted facility, or any other venue.

**Unacceptable behavior** by Board members includes, but is not limited to:

- a) verbal or written comments that are not welcome and/or are personally offensive that relate to gender, sexual orientation, disability, physical appearance, body size, race, religion, national origin, or age;
- b) violations of federal or provincial laws that could result in fines or civil damages payable by CCGSD or that could otherwise significantly harm CCGSDs reputation or public image;
- c) unethical conduct and/or conduct that contravenes any CCGSD policies or its Code of Conduct; and
- d) danger to the health, safety or well-being of staff, other Board members and/or the general public.

## Confidentiality Policy

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**Confidential information** includes:

- a) unpublished financial information;



- b) personal information with respect to employees or volunteers;
- c) any information discussed “in camera” at Board or committee meetings;
- d) data entrusted to CCGSD by external parties; and,
- e) any item marked as confidential either verbally or in written form.

The duty to maintain confidentiality does not apply to information that is already in the public domain.

### **Requirements for Confidentiality**

- Board members must take reasonable steps to ensure that confidential information that comes into their knowledge or possession is not improperly disclosed or used. This includes properly securing the source or location of the information in their possession or control.
- Board members must not use confidential information for their own advantage or for the gain or advantage of others.
- Board members must return any confidential information in their possession or control upon ceasing to be a board member or at the request of the CCGSD Executive Director or President.
- Board members must be proactive in identifying and reporting any breach of this policy.
- Board members are bound by this duty of confidentiality during their term as a Board member, or other volunteer role, and this duty continues after their term ends.

An acknowledgement of this policy must be signed by new board members before they assume their role. There is a section for acknowledgement and signature at the end of this document.

## **Roles and Responsibilities**

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### **Responsibilities of the Board of Directors**

The Board of Directors is collectively responsible for the governance and oversight of CCGSD, which includes:

- determining the vision, mission, values, and principles of CCGSD, and ensuring that these are reflected in the practices and programs of the organization;
- developing a strategic direction and plan to guide the work of CCGSD in collaboration with the Executive Director;
- ensuring the finances of CCGSD are handled ethically and transparently, and that the requirements of the financial cycle, including reporting and audit, are completed on schedule;
- ensuring CCGSD meets all of its legal obligations;
- recruiting and onboarding new Board Members, including ensuring the roles of the Executive Committee (Board President, Vice President, Secretary, and Treasurer) are filled by individuals with the relevant skill sets;
- empowering the Executive Director to operationalize policies of CCGSD in line with



CCGSD's vision, mission, values, and principles;

- maintaining communication and relations with the Executive Director;
- supporting the Executive Director in ensuring CCGSD has adequate resources (fiscal and human) to operationalize the strategic plan;
- providing guidance and direction to the Executive Director in developing responses to risks, challenges, barriers, or other issues as they arise;
- upholding ethical standards, confidentiality, and earning and maintaining the trust of the communities CCGSD serves and other stakeholders of the organization, including, but also alongside, staff and management; and
- understand the core Board Member duties:



source: [Board Member Responsibilities & Roles: A Nonprofit's Guide](#), Boardable, 2020-12-10

## Members of the Board (Director)

Members of the Board are also Members of the Corporation and, as such, are entitled to receive notice of, attend, and vote at all meetings of the Members (including the Annual General Meeting and any special meetings).

### Basic requirements

To be a member of the Board, individuals must:

- be at least 18 years of age;
- not have bankruptcy status; and
- demonstrate allyship to and/or lived experience in 2SLGBTQIA+ communities.

### Responsibilities:

- Contributing to the Board and collaborating with the other members of the Board in meeting all responsibilities of the Board of Directors as outlined above, including being informed of the issues affecting or likely to affect CCGSD;
- Attend meetings on a regular and punctual basis and being properly prepared to



participate, including:

- notifying the meeting chair of an inability to attend as soon as possible within 48 hours before the scheduled meeting time;
- not missing consecutive meetings, or more than three meetings in a fiscal year;
- flagging any conflicts in scheduling or other issues that are preventing attendance at Board meetings to the chair as soon as they are known;
- working with the chair to clear any issues or hindrances to Board attendance.
- Working towards achieving a consensus that respects divergent points of view;
- Sharing individual skills, knowledge, and experience to provide support and guidance to the Executive Director, the organization and the Board in setting and furthering the strategic direction of CCGSD;
- Each Director must act in accordance with the Canada Not-for-Profit Corporations Act, and their common law fiduciary duties, including but not limited to:
  - acting honestly, in good faith and at all times, in the best interests of the corporation;
  - being independent and impartial;
  - exercising, in the performance of their duties, the degrees of care, diligence and skill required of a Director;
  - preserving the confidentiality of information obtained while acting as a Director by avoiding any advertent or inadvertent disclosure of information, in accordance with Confidentiality policy;
  - exercising vigilance for and declaring apparent or real personal conflict of interest in accordance with the Conflict of Interest policy;
  - voicing, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Contributing as a chair or member of at least one Board committee.

## **Executive Committee**

The Executive Committee comprises four offices of the corporation: President, Vice President, Secretary, and Treasurer. Members of the Executive Committee must meet all of the requirements for Members of the Board, as well as role-specific requirements outlined below. In addition, members of the Executive Committee:

- fill the Offices of the corporation and, along with the Executive Director, are considered Officers of the corporation, i.e. have been delegated by the Board the power to manage the affairs of the corporation within the mandate of their roles and responsibilities as outlined below and in Article 7 of [By-Law No. 2](#).
- are designated Signing Officers for the organization, and, as such, are tasked with signing or counter signing cheques, correspondence, applications, reports, contracts, or other documents on behalf of the organization;
- ensure 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;

- ensure CCGSD is and remains in good standing according to the laws and regulations set out by Corporations Canada (Canada Not-for-profit Corporations Act) and the Canada Revenue Agency (Charities Directorate);
- oversee the human resources management of the Executive Director, including ensuring that annual performance goals are established and documented and that regular performance reviews are conducted; and
- demonstrate adequate relevant education or experience to fulfill the requirements of their role.

## **President of the Board**

### **Responsibilities**

- preside over meetings in accordance with applicable Bylaws and Robert's Rules of Order for the Board of Directors and Members' Meetings (Annual General Meeting and Special Meetings);
- call meetings of the Board of Directors within the timeframe specified in By-law No. 2 (48 hours prior to the meeting);
- sign the final approved minutes of the Board of Directors alongside the Secretary;
- act as the first point of contact for the Board in all communications with and from the Board;
- serve as Chair of the Executive Committee;
- meets regularly with the Executive Director (as determined between the President and Executive Director) to ensure open communication and good relations between the Executive Director and the Board, and to support the Executive Director in the execution of the goals of the organization; and
- support the Executive Director in maintaining positive and productive relationships with the communities served by the organization, and with media, funders, donors, and other organizations.

## **Vice-President of the Board**

### **Responsibilities**

- assist the President of the Board in their role;
- act on behalf of the President in their absence and/or when the President refuses to act;
- fulfill duties in the absence of a Secretary or a Treasurer until a qualified candidate for the role is recruited; and,
- act as chair for the Policy & By-Law Committee.

## **Secretary of the Board**

### **Responsibilities**



- record minutes for all meetings of the Board, the Annual General Meeting, and all special meetings of the Members;
- sign a copy of the final, approved minutes and ensure that the signed copy is maintained in the corporate records;
- in the absence of the President and/or Vice-President, call meetings to order and preside until a temporary chairperson is elected;
- manage and maintain the Board records, i.e. all books, papers, records, documents, and other instruments documenting or supporting the work of the Board;
- act as the registered agent with respect to the laws of the jurisdiction, designated as the person upon whom legal notice to the corporation is served, and who is responsible for ensuring that all documents necessary to maintain the corporation are filed;
- ensure that an up-to-date copy of the By-laws is available at all meetings;
- support the President and/or Vice President in ensuring proper notification is given of Directors' and Members' meetings as specified in the By-laws; and
- manage the general correspondence of the Board of Directors.

### **Treasurer of the Board**

#### Responsibilities:

- Oversee the financial matters of CCGSD in line with best practices and in accordance with By-law No. 2 and all applicable legal requirements;
- report on the financial health of CCGSD at regular intervals to the Board of Directors;
- ensure that effective financial measures, controls, and procedures are put in place, that they are in accordance with applicable standards, and that they are appropriate for CCGSD;
- ensure that CCGSD annual accounts are compliant with CRA guidelines;
- review the annual audit and present it to the Board;
- present the annual budget, budget updates, and financial reports to the Board of Directors;
- support and advise the Executive Director on financial matters and drafting the annual budget;
- liaise with CCGSD's auditor or public accountant as needed in order to monitor and advise on the financial viability of CCGSD;
- liaise with the external bookkeeper of CCGSD as needed, and ensure receipt of financial reports from the bookkeeper quarterly;
- serve as Chair of the Finance Committee; and
- with the support of the Finance Committee:
  - draft, update, and maintain the Finance Policy for CCGSD;
  - provide recommendations to the Board for updates to finance policy or



- procedures for their approval;
- support the operationalization and application of procedures for accounting and management of CCGSD's finances;
- ensure that proper accounts and records are kept, and that financial resources are spent and invested in line with CCGSD's policies, good governance, and legal and regulatory requirements.

## Board Committees

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### Committee Chair Responsibilities

- Recruit members;
- lead the drafting and update the terms of reference in collaboration with the committee membership;
- call and preside over committee meetings; and
- update the Board of Directors on the activities of the Committees at regular Board meetings.

### Committee Guidelines

- The Terms of Reference for the Board Committees is determined by the committee members and presented for approval to the Board of Directors by the Committee Chair.
- All proposals from committees must be approved by a majority vote of Directors at a Board of Directors meeting or by Board Resolution.
- Where they are not represented on a committee, members of staff and the communities we serve will be consulted as needed.

## Standing Committees

### Policy & By-law Committee

The Policy and By-Law Committee develops, oversees, and proposes changes to organizational policies and By-law No. 2 that are in line with the vision, mission, values, and principles of CCGSD. The Vice-President of the Board of Directors is the chair of the Policy & By-law Committee. Membership includes the Executive Director and is open to members of the Board, staff and the communities we serve.

### Finance Committee

The Finance Committee develops, oversees, and proposes changes to the budget, finance policy, and financial management systems of CCGSD in line with the Vision, Mission, Values, and Principles of the organization. The Treasurer of the Board chairs the committee. Membership includes the Executive Director, the Vice President of the Board, and is open to members of the Board, staff and the communities we serve.

### Fundraising, Communications, and Advocacy Committee

The Fundraising Committee develops, oversees, and proposes changes to CCGSD's fundraising, communications, and advocacy strategies in line with the Vision, Mission, Values, and Principles of the organization. The committee is chaired by a volunteer Director



from the Board of Directors selected based on interest and knowledge. Membership includes a member of the Finance Committee and the Manager in charge of the Communications and Advocacy Department. This committee is open to members of staff and the communities we serve.

### **Executive Committee**

The Executive Committee manages and supports the Executive Director in the execution of their duties, and in ensuring that decisions being made are in line with the Vision, Mission, Values, and Principles of the organization. The Executive Committee is chaired by the President of the Board of Directors and membership includes the Officers of the Corporation: the Vice-President, Treasurer, and Secretary of the Board of Directors.

### **Ad Hoc Committees**

The Board of Directors may vote to establish an ad hoc committee as needed for specific purposes. The creation and mandate of any ad hoc committee is proposed by resolution to the Board of Directors prior to a Board meeting and presented and voted upon at the meeting. A simple majority vote is sufficient to ensure that the Committee is put in place. The Chair for Ad Hoc Committees will be a volunteer from the Board or from the staff.

### **Coming Into Force**

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This manual, code of conduct and confidentiality policy are in force as of the below date of approval from the Board.

Date approved by the Board: 2022-04-28

Date of next review of this document: 2025-04



## Acknowledgement and Signature

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Acknowledgment of Board membership responsibilities, code of conduct and confidentiality policy.

I acknowledge that I have read and understood my responsibilities as a Member of the Board, the code of conduct and the confidentiality policy and I agree to conduct myself in accordance with these requirements.

Signature \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_