

## **Section Two:**

### **Mission Statement**

#### **To Support Children, Youth and Families**

Revised January 2003 – this statement is reviewed annually.

The KCDC has evolved into a fully inclusive, family centered, community driven organization. Initially the Centre provided specialized services to children who were challenged physically, intellectually, socially and/or emotionally. This has broadened over the years to include programs aimed at prevention and support for parents. Growth continues as the Centre strives to meet the needs of children, youth, adults and families in our community.

Our mission statement has evolved over our years of service and has included:

- The KCDC is dedicated to helping children with special needs and their families within the context of their community by providing therapy, education and support.
- To support children\* and their families in reaching their full potential. \* primarily those with special needs. A children and families' resource centre.
- To ensure children have an equal opportunity to be the best they can be.

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#### **Statement of Principles**

##### **Principles guide the way we do our business.**

We at the Kitimat Child Development Centre are dedicated to providing our clients with the best quality services, and to providing our employees with a safe teaching environment.

Our staff and employees are customer orientated and as members of the Child Development Centre Team we are technically motivated and dedicated to providing fast and friendly service to the most important people in the world- our valued clients,.

The present and future of our organization is based on our ability, to work as a team, to work together, and to provide our community and our clients with the services they expect, and with the quality they deserve.

We are dedicated to creativity, to service, to integrity, and to customer satisfaction where excellence has been our tradition

Our statement of principles was developed in 1990 and revisited in September 2003. The staff reviewed this at our fall 2006 staff meeting and adopted the following:

We at the Kitimat Child Development Centre- A Family Resource Centre are dedicated to providing efficient and professional services to our valued clients and to the community. We strive to provide our employees with a safe supportive working environment. We are dedicated to client satisfaction where excellence has been our tradition for thirty years.

This statement is reviewed at our annual staff day and in the last few years no changes have been made.

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## **Our Vision**

Our vision statement presents a picture of where we are heading and highlights our priorities.

### **Vision**

The Kitimat Child Development Centre will be known as an organization dedicated to improving the quality of life for children with developmental delays and disabilities and their families.

We will be a resource to families, professionals and to the communities we serve. We will be located in a multi-use child and family resource centre.

In partnership with families, other community agencies and organizations, other caregivers and government, we will expand our leadership role in:

- Empowering families ( removed supporting families)
- Providing specialized clinical services
- Providing community-based, family centered programs
- Developing individualized programs for children
- Co-ordination of services
- Advocating with children, youth and their families.- (changed to with from for in 2010).
- Sharing information

- Encouraging ongoing professional development and developing new knowledge.
- Preventing childhood disabilities

We will foster an environment that encourages caring, innovation, flexibility, and we will strive for excellence and a commitment to excellence.

This statement was revised April 2000 and in May 2003. Staff input was done Fall of 2006 and the Board reviewed the statement in February 2007. Board postponed this review to September 2007. The Board approved wording changes 2009 and then reviewed the vision again on the 2010 staff day. 2012 updating of the strategic plan included a review the vision statement and no changes were made.

### Kitimat Child Development Centre Summary of Previous Strategic Plans

Notes prior to 1991 were not summarized but are available in the history files.

In 1991 our Mission statement was The KCDC is dedicated to helping children with special needs and their families within the context of their community by providing therapy, education and support.

Notes from 1991 shows issues discussed were integrated pre-school, facility, day care, wait list for pre-school, transportation, infant development program, union, fundraising, joint programs with other providers, public relations.

In 1994 the vision statement was revised. Another minor revision was done in 1997. A vision statement is where we are going. It should be a picture of what we are working towards. 2009 was the last revision.

In 1995 the plan included restructuring of the Board, planning committee terms of reference, public relations and fund raising.

1996/97 included categories for Board Development, Community Interaction, and Provincial Interaction.

1998 had political advocacy, volunteer co-ordination and fund raising, facility planning, programs, governance, nominating and public relations.

In 2000 our plans were divided into four strategic areas: Governance, Finance, Programs and Administration.

We have approached strategic planning in different ways. We have held a number of Board/ staff planning days with facilitators. In 1999 we had an external management review of our organization by an external consultant.

In January of 2001 the goals and objective the Board had determined in their priority goal setting January 2000 and the Annual plan dated September 2000 to August 2001 was summarized into a strategic plan.

In 2003, January we held a planning day and the 2003 plan was been adopted. We also revisited our mission, vision and goal statements. This revised Board policy and procedure manual was also adopted to include using a collaborative governance structure.

In 2004 and again in 2005 the Board revisited our strategic plans and made notes on what we have accomplished. The plans were revised in 2005 to identify next steps but leaving the same strategic areas of focus.

In 2006 and implemented in 2007 we set a 2007-2010 strategic plan that set three strategic areas of emphasis- governance, programs and services, administration. The objectives and actions were reviewed and prioritized annually by the Board of Directors.

A strategic plan was set from 2001 to 2005. Community and staff input was used to develop this plan.

In the fall of 2006 the staff reviewed the mission and vision statements and proposed to the Board some changes. The Board addressed this in 2007 with a strategic planning process that included reviewing the Board policy manual and making minor changes, completing an environmental scan using a survey monkey tool, completing a review of the Executive Directors performance and linking this review to Board strategic directions and then adopting revised strategic plans.

In 2008 Board members attended a joint Terrace/Kitimat strategic planning workshop and from this revised our plan to more clearly identify strategic directions for each year. This prioritization of actions has then been done annually until September 2010 when a new strategic plan is being developed. To do the new plan a survey monkey tool was used to identify the current environmental context and identify the strategic priorities to address. Concurrently with revising the strategic plan the constitution and bylaws were reviewed and suggested updates are being worked through. Our current purpose somewhat limits us to children and youth and not the evolving adult services that are identified as needed in our community.

In 2011-2012 we revised our strategic plan and set a plan for 2012-2015. This plan is reviewed annually by staff and the Board of Directors.

In 2010 we revised our constitution and bylaws and proposed a number of changes including the number of board members to constitute our board. We also completed a SWOT analysis for the Centre that was used to develop our new strategic plan.

## **Section Three**

### **We do business by Board and Staff working together.**

In other words Board members are valued members of our Kitimat Child Development Centre Association and are part of our Centre team.

### **Board Orientation**

The members of the Board of Directors of the Kitimat Child Development Centre are an important component in ensuring that the children, youth and families served by the Association receive the quality supports needed and are treated with the utmost respect and consideration. To this end, each year new Board members will be informed of their legal duties under the Society Act of BC and their obligations and responsibilities under the Constitution and Bylaws of the Association.

In addition, Directors will receive an orientation to policies, procedures and activities, programs and services of the Association.

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

Prior to taking part in any Board discussions, all newly elected or appointed Directors shall read and sign the Board member confidentiality and code of conduct statement.

### **Policy #1 Governance Board's Job is**

Adopted May 2003

The focus of Board Governance is to provide leadership and direction to the Centre. Consequently, the Board is more concerned with the vision, values, outcomes and the future rather than on operational/management matters.

The Board accomplishes this by:

1. Having clearly stated values and principles that guide organizational outcomes and thinking.
2. Establishing links with its stakeholders and being accountable to the membership, stakeholders and legal bodies.
3. The Board will guide the mission of the Centre by representing all interests pertaining to our mission and not the interests of one particular group or community.
4. The Board will ensure compliance with legislation or legal mandates.
5. Decisions at the Board level will be made by the Board as a whole using agreed upon rules of order. Currently, Perry's rules are used.

6. The Board will regularly monitor and review its own performance and processes.
7. The Board will ensure viability of the organization through ongoing training, education and Board development activities.
8. The Board will be proactive in identification and consequent development of relevant policies.
9. The Board will be solely responsible for its performance.

## **Policy #2 Governing Process**

### **Board Member Responsibilities**

Revised September 2010 to include more detail on the roles.

The Primary Board responsibilities generally fall within eight general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation; Advocacy; Management of Critical Transitional Phases; and Complaints Review.

As a Board Member you commit to our Code of Ethics, Conflict of Interest and Confidentiality Policies.

Board Members will act honestly and in good faith in the best interests of the Society.

Board members will exercise the care, diligence, and skill of a reasonably prudent person, in exercising his/her powers and in performing his/her functions as a director.

### **Planning**

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

The Strategic Plan provides a blueprint for the Society's direction and activities for the next three to five years based on internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

The Board is responsible for:

- Ensuring that strategic planning takes place in a three to five year cycle;
- Establishing, in consultation with key stakeholders, management and staff, the Society's overall direction through the development and approval of a strategic plan;

- Ensuring that progress is monitored regularly in conjunction with the annual plans (see annual plan in the appendix).
- Ensuring that service targets and forecasts of financial resources and constraints are included in the final preparation of the coming year's budget; and
- Reviewing, amending and approving the annual audited statements and plans (risk management plan, strategic plan, accessibility, building, succession and others.)

### Financial Stewardship

The Board is responsible for:

- Securing adequate financial resources for the work of the organization;
- Ensuring development of financial management and inventory control systems adequate to properly record financial transactions and control of assets;
- Appointing the yearly auditor;
- Monitoring efficient use of resources; and
- Establishing proper financial controls and policies including policy and procedures for budget approval.

### Human Resources Stewardship

The Board is responsible for:

- Ensuring the establishment of personnel policies to govern managing staff and volunteer resources and working conditions;
- Recruiting, supporting and evaluating the performance of the Executive Director;
- Providing guidelines for staff compensation;
- Planning to ensure smooth transition in both Board and senior staff positions; and
- Monitoring compliance with legislative and regulatory requirements.

### Performance Monitoring and Accountability

The Board is responsible for ensuring:

- Adequate systems are in place for monitoring organizational performance;
- Regular review of services to ensure that they are consistent with the purpose of the Society and that programs are effective and relevant to community needs;
- The general performance of the organization is monitored against legislative and regulatory requirements and approved objectives of the organization;
- There is reporting to funders and other key stakeholders; and
- The Board works effectively.

## Risk Management

The Board is responsible to ensure that:

- The Society's By-laws are current and governance practices are consistent with the By-laws;
- Adequate insurance provisions are in place to protect the organization and Board from potential liabilities;
- Resources are sufficient to minimize risk to employees and volunteers;
- The Society is in compliance with statutory and regulatory requirements;
- Policies are respected in actual practice; and
- Adequate contingency plans are in place to protect against reasonably anticipated crises.
- Reviewing and approving the Centre Risk management plan.

## Community Representation and Advocacy

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

- Advocate for quality services and programs for children and their families;
- Represent the organization positively to the community;
- Fairly represent community perspectives to the organization;
- Ensure community input to its planning;
- Provide continuity for the Society and opportunities for citizen participation;
- Advocate for adequate resources to fulfill the organizational mandate; and
- Respond to changing needs/pressures in the community.
- Be guided by the Centre Advocacy policies and procedures.

## Management of Critical Transitional Phases

The Board is responsible for management of critical transitional phases and events.

These include:

- Turnover in key positions in the Board;
- Turnover in senior management;
- Rapid growth or decline in resources;
- Labour relations disputes and
- Issues of significant public controversy.

## Complaints Review

Board members do not generally have direct contact with clients or staff. However, the Board is responsible for hearing complaints about the Executive

Director or complaints on appeal from a decision of the Executive Director. See Policy in operations policy and procedure manual.

The Board is responsible for:

- Hearing complaints from consumers about services through a formal complaints process and in a timely manner;
- Ensuring that individuals reporting issues of waste, fraud, abuse or other wrongdoing shall remain free of reprisal for doing so; and
- Ensuring individuals' names and identifying personal information will be kept confidential when case information is presented to the Board or a committee for orientation or illustrative purposes.

### Authority and Accountability

The Board as a whole is responsible to the membership and those government and individual or corporate donors who provide funds for the operation of the Society. The Board is also accountable, in a more general sense, to exercise good stewardship of the Society on behalf of the trust placed in it by the general public, persons served, staff, volunteers and other stakeholders.

Individual members are elected and/or appointed under the authority of the Bylaws and are responsible to the members of the Society who elect them. However, they have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee, however, the Board retains ultimate responsibility and accountability.

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

In general, the President will represent the Society on matters of Board policy and the Executive Director will represent the Society on operational issues. Either may represent the Society on issues related to advocacy in accordance to the mandate of the Society. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but to recognize that care should be taken by individual Directors to distinguish these from positions of the Society.

### Due Diligence – Responsibilities of Individual Board Members

Each Board member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major

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

- Be informed of the Articles of Incorporation and legislation under which the Society exists, its By-laws, Mission and Philosophy Statements, Code of Conduct (see Appendix 9) and policies as they pertain to the duties of a Board member;
- Keep generally informed about the activities of the Society and the community, and general trends in the business in which it operates;
- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances;
- Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- Voice clearly and explicitly at the time a decision is being made, any opposition to a decision being considered by the Board;
- Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting in reasonably full possession of the facts;
- Ask the Directors to review a decision if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership;
- Know and respect the distinction in the roles of the Board and staff consistent with the principles underlying these governance policies; and
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Society's By-laws and policies.

### Oath of Office and Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of any client names and/or circumstances that might identify clients. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence.

Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board. Board members shall agree to and sign an Oath of Office and Confidentiality upon joining the Board and annually thereafter see Appendix.

## Code of Conduct

Board members are expected to comply with the Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. Board members shall agree to and sign a code of conduct annually included in Appendix.

## **Policy #3 Board of Directors Terms of Reference**

The Kitimat Child Development Centre is governed by a Board of Directors elected yearly at the society annual meeting. Our constitution states ( see appendix) we need a minimum of 9 Board members and can have a Board of eleven members. A quorum for a Board meeting is 5 members. Meetings are scheduled on a monthly basis. We need to have 7 legal meetings per year. We take a break during the summer months.

The Board elects an executive committee composed of President, Vice President, Vice Chair, Secretary and Treasurer. As a strategic organization we have a mission, vision and values statement. The Board reviews yearly the Centre strategic plan. The Board has committees to help with the work of the Board of Directors.

## The Board

- Establishes the legal existence of the association by ensuring our business meets the requirements of the Society Act.
- The Board governs the activities of the Centre by setting policies and monitoring their implementation.
- The Board is directly responsible for employing an Executive Director.
- The Board takes on responsibility for fund raising.
- The Board assists the Executive Director in evaluation of Centre services.

## Board Members

- Represent our community and bring knowledge about the need for community services and integrates this knowledge into our policies and strategic plans.
- Assist the Centre staff in relating our work to other community agencies and community members.
- Will develop an understanding of the services provided by the Centre and will be able to interpret this to our community.
- Board members are volunteers and as such receive no compensation, receive no loans, stock ownership and have no other financial interest in the organization .

Adopted May 2003 – revised August 2010

## **Policy #4 Conflict of Interest**

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

The Board represents the "ownership" or membership of the Society. It is the legally constituted authority responsible directly to the funders and the community for prudent oversight of the Society's operations. It is responsible for articulating (and/or safeguarding) the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage the Society's operations. The Board focuses on strategic leadership rather than administrative detail, important policy rather than operational matters. It establishes and respects distinctions between Board and staff roles and manages any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

### **Practices**

All members involved in a society- its members, directors and employees have duties they owe the society.

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

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

- There must be not self-dealing or any conduct of private business or personal services between a Board member and the organization except as procedurally controlled to ensure openness, competitive opportunity and equal access to "inside" information.
- Board members must not use their position to obtain for themselves, family members or close associates employment within the organization.
- Should a Board member be considered for employment, She/He must temporarily withdraw from Board deliberations, voting and access to applicable Board information.

Our conflict of interest guideline is taken from the BC Law Reform Commission Recommended Conduct Policy Statement.

This policy was adopted by the Board May 2003, and revised August 2010

## **Policy #5 Failure to Disclose a Conflict of Interest**

Revised May 2003

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

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

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

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

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

## **Policy #6 Confidentiality**

Revised May 2003 Reviewed September 2010 –no changes

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

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

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

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

## **Policy #7 Role of the President- Role of the Vice President.**

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

The President is to safeguard the integrity of the Board process and to represent the Board as required and to ensure that the Board operates within its approach to governing and to the rules/policies it establishes.

The President does this by:

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

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

### **Policy #8 Establishment of Board Committees**

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

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

The Finance Committee is the only standing committee required under our constitution and bylaws.

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

## **Board Member Liability**

Summary developed January 2003, accepted by the Board in May 2003, and revised August 2010 for more clarity on roles and legal responsibilities of a Board member.

This summary deals with acts that Board Members could be held accountable for if the Board Member acts in excess of his or her authority.

Section 25 of the Society Act provides:

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

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

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

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

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

## Ultra Vires

This legal term means “beyond the life of”

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

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

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

Board members are liable personally for actions outside the society’s power or their authority as directors. Thus it is critical to read the constitution and bylaws of the society.

A director may be liable personally if arrangements are made with other persons that exceed the director’s actual authority.

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

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

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

*Civil Liability.* Ordinarily directors are not personally liable for contracts between the society and other persons. Directors should ensure contracts are entered into by the Society, not by individual Directors. All contracts should be signed The Kitimat Child Development Centre by J. Doe (Director).

*Goods and Services Act and Income Tax Act* There is the obligation of employers to collect and remit taxes to the government. Directors may be liable to pay any amount of employee taxes including penalties and interest that are not remitted. It is a Directors responsibility to do due diligence and take reasonable degree of skill and care to ensure payments are being done. This can be as simple as requiring the executive director to report to the Board on a periodic basis (monthly or quarterly) that this has been done.

## **Policy #9 The Complimentary Model of Governance**

### Preamble Discussion

Governance and management: The role of the Board of Directors and the role of the Executive Director.

Questions about these issues have prevailed since the first Board of Directors hired its first Executive Director. There is acceptance of the principal that “the volunteer Board sets policy and the staff implements the policy.” But the fundamental question is how to operate this and ensure that each meets their responsibilities. The answer to this is they must be colleagues. Each has a different part, but together they share the play. Their tasks are complimentary. The two have to work as a team.<sup>1</sup>

- Board and Staff formulate Policy.
- Board approves final Policy related to Board responsibilities.
- Staff implements Policies, Board and staff evaluates the outcome of policies.

There are three models of governance- the traditional, the Carver and the Complimentary model (the Complimentary model being the newest model to be articulated). This model is taken from the book “Managing for the Future” by Peter F. Drucker.

The Kitimat Child Development Centre Association accepts the following Principles and Operating Features of the Complimentary Model to guide their practices.

1. The Board is accountable for both the governance and the management of the Centre.
2. The Executive Director is the Chief Executive Officer and is responsible to the Board for the management of the Society.
3. The Board elects a President from its members
4. The Board is responsible for determining all non-administrative policies of the Centre. The Executive Director is responsible for determining all administrative policies.

Ask?

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

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<sup>1</sup> For a discussion of the complimentary model see the Changing Winds Web site. Tom Abbott.

5. The Board defines a Code of Conduct for the Board Members, Committee members and for the Executive Director.
6. There are Board Committees or task forces. Board Statutory Committees (finance) Working Committees (building and fund raising).
7. There are four monitoring options for the Board. (Executive Directors Report, Committee Reports, Financial Reports, and the Board may from time to time engage an external review report.)
8. The Board completes an annual appraisal of the Executive Director following the procedures set by the Board. This includes an annual review of the Executive Director's self appraisal and then a discussion on this, a review annually of whether or not the Centre is meeting the set strategic direction and a formal written evaluation every three years. The formal evaluation may include consultation with staff, Board and other external stakeholders.
9. The Board President co-ordinates self-appraisal of all Board members.
10. Board training is a component of the organization.

The Operating Features of the Complimentary Model are:

1. The Board establishes non-administrative policies, the Executive Director Implements policies and the Board monitors organizational effectiveness.
2. All members of the Board are equal. The Directors believe that all contributions and opinions of the Directors are important. Directors are expected to engage in candid and honest dialogue with respect for each other's differences. Board members direct, control and inspire the Society through careful deliberation and establishment of the strategic direction of the Society.
3. The Board will speak with one voice or not at all.
4. The Board is the main liaison to and from the stakeholders.
5. The Executive Director is responsible to the Board for the management of the Centre.
6. There are four Centre policy manuals. A Board policy manual, an Operations f policy and procedure manual, a Financial Management policy and procedure manual and a Programs Policy and Procedure Manual.
7. The President of the Board is responsible for the Board agenda.
8. The Board sets the Executive Director's salary and the global budgets as per financial policies.
9. The Executive Director sets all other staff salaries.
10. The Board will monitor performance against set performance criteria.

The Board Orientation and Policy Manual is designed for use by the volunteer Board to help Board members meet their policy and management responsibilities. It includes policies on how the Board operates.

The Centre Policy and Procedure Manual is designed to be used by employees. The manual generally includes operational instructions that the staff need in order for them to meet their responsibilities.

The Financial policy manual is designed for use by the Board and management to meet financial responsibilities.

The Programs Policy and Procedure manual is designed for management of our programs.

### **Policy #10 Governance Board's Job is:**

The focus of Board Governance is to provide leadership and direction to the Centre. Consequently, the Board is more concerned with the vision, values, outcomes and the future rather than on operational/management matters.

All Board decisions on policy, governance, programs or any other business will be made in consideration of the mandate of the organization will be reviewed annually by the Board of Directors.

The Board accomplishes this by:

11. Having clearly stated values and principles that guide organizational outcomes and thinking.
12. Establishing links with its stakeholders and being accountable to the membership, stakeholders and legal bodies.
13. The Board will guide the mission of the Centre by representing all interests pertaining to our mission and not the interests of one particular group or community.
14. The Board will ensure compliance with legislation or legal mandates.
15. Decisions at the Board level will be made by the Board as a whole using agreed upon rules of order. Currently, Perry's rules are used.
16. The Board will regularly monitor and review its own performance and processes.
17. The Board will ensure viability of the organization through ongoing training, education and Board development activities.
18. The Board will be proactive in identification and consequent development of relevant policies.
19. The Board will be solely responsible for its performance.

### **Policy #11 Operational Environment and Philosophy of Management and Leadership**

The Board believes that the staff and volunteers of the organization are a talented and rich source that make significant contributions to their areas of responsibilities and that also possess knowledge, creativity, and experience that can be of benefit to achieving the vision and outcomes of the association.

The Executive Director shall:

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

### **Board Policy #12 Society Responsibilities**

Constitution and Bylaws,  
Reporting Requirements under the Society Act of British Columbia  
Code of Ethics Statement, Mission Statement

1. As a strategic organization the Board reviews our strategic plan annually. This review includes the Constitution and bylaws, the Code of Ethics and Mission Statements. The Board will revise the Strategic plan minimally every five (5) years or earlier as determined based on needs changing or on the accomplishment of the set goals and objectives.
2. The mandate of the organization will be reviewed annually by the Board of Directors.
3. All Board decisions on policy, governance, programs, or any other business will be made with consideration of the mandate of the organization
4. Notice of any revisions for the Constitution and Bylaws must be given by mail to society members 14 days in advance of the General Meeting.
5. The Annual General Meeting of the Society is held in June or September of each year. The Board makes the decision on the date of the meeting.
6. If the proposed resolutions modifying the Constitution or bylaws are adopted by the members at a General Meeting they must be submitted to the Ministry of Finance and Corporate Relations.

7. If the proposed Resolutions are not accepted by the Ministry the Constitution remains the same.
8. Within 30 days of the Annual General Meeting the Society must submit our Annual Report to the Ministry of Finance and Corporate Relations.
9. If there is a change in address and/or a change in Directors for the Society notice must be filed with the Ministry of Finance and Corporate Relations. Board and Staff members receive a copy of the Constitution, Code of Ethics, Statement of Confidentiality and Mission Statement in their orientation package.
10. Every September Board members will sign the Code of Ethics to signify their commitment to following the Code. At each yearly performance review Staff will sign acknowledgment of the Code of Ethics and Statements of Confidentiality.

### **Policy #13 Board of Directors Membership**

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

Every effort will be made to recruit qualified parents to sit on the Board of Directors.

### **Policy #14 Board Meeting Process**

All meetings of the organization will be conducted according to Perry's Rules of Order.

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

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

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

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

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

Minutes will be taken for all meetings.

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

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

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

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

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

Agenda items should be consistent with the job functions of the Board. As it is the Board's agenda the Board should be the initiator of what information it would like to receive and what reports it would like to have presented at the meetings.

The Executive Director will inform staff of any feedback from the Board regarding the reports or issues, which needs to be discussed with staff members.

### **Policy #15 Organizational Performance**

The Board of Directors has a responsibility of monitoring organizational performance.

The Board of Directors is committed to ensuring that all services provided by the organization maintain a high quality.

The Board is committed to supporting a Continuous Quality Improvement program, which monitors, assesses, develops action plans, and ensures implementation of plans to maintain and improve service quality in all areas of the organization. Setting priorities for the Association is a Board/ administration/ staff effort. Board members and the staff work together to set common goals, so the administration and staff have no doubt about what the Board expects to be accomplished.

Accordingly the Board will:

1. The Board will produce written policies that, at the broadest levels, address each category of organizational decision making.
2. The Board will establish and follow policies on Board Governance. How the Board conceives, carries out, and monitors its own task. Policy #1 &2
3. Set a Process for outcome evaluation of programs and services. Ends: organizations products, effects, benefits, outcomes, recipients, and relative worth. Policy # 11 &15
4. Establish management and organizational policies that guide the achieving of our mandate. Including but not limited to policies establishing the roles and expectations of the Executive Director. Policy # 25

Is there a good job description? Attached in the appendix of this manual.  
Do we take time once per year to talk about the future?

5. The Board will establish policies and procedures for Board/Executive Director linkage: how the power is delegated and the proper use monitored the Executive Director role, authority, and accountability. Our priorities set for administration/staff clear enough to accurately evaluate administrative performance? Policy # 25
6. The Board will produce evidence of a yearly performance appraisal of the Executive Director. See Board processes of this manual.
7. As a means to accomplish the Board Responsibilities the Board will

Set and follow an annual working agenda. – in appendix

Questions to guide yearly planning include:

Who are we serving?

What changes are we trying to achieve?

What is our mandate? Our dream? Our strategic direction?

What are our immediate priorities?

Is the Board focused on “Ends” not means?

What learning do we want/need?

### **Policy #16 Stakeholder Relations**

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

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

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

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

Account to the public and its membership for competent, conscientious, and effective accomplishment of its obligations. It will allow no officer, individual or committee of the Board to usurp this role or hinder its commitment.

### **Policy #17 Crisis Management**

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

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

### **Policy #18 Lobbying on behalf of the Centre- Advocacy**

Revised September 2010

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

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

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

Added September 2010 for more clarity on advocacy.

### **Purpose**

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

### Policy

The Board has direct and indirect responsibilities in the area of advocacy. Direct advocacy includes: Political and Public Policy; Community Awareness and Support; Client Advocacy and Support; and Financial Advocacy. Indirect includes guidelines for advocacy by non-Board members on behalf of the Society or its clients.

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

### Political and Public Policy

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

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

Periodically there is realignment of programs within government and the Board must try to insure that these changes are as positive as possible.

The Board is responsible for:

- Ensuring participation in such organizations as can advance our interests in advocacy;

- Ensuring involvement in such forums as may influence policy or service delivery in areas of interest to the Society such as legislative committees and public forums;

- Cultivating relationships with elected representatives and government agents so as to advance the interests of the Society and its clients; and

- Ensuring that the positions of the Board are reflected in advocacy work done by others on behalf of the Society.

### Community Awareness and Support

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

The Board is responsible for:

- Ensuring the Society has a visible and positive presence in the community;
- Ensuring that potential clients are made aware of the Society and its services;
- and
- Generating fiscal support through staff activities, Board activities and community knowledge of the needs of the Society.

### Client Advocacy and Support

Along with staff, the Board will support the clients in securing the necessities to best promote the clients' optimum wellbeing, enshrined in the Society's mission statement.

The Board is responsible for:

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

### Financial Advocacy

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

The Board is responsible for:

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

### Advocacy Priority

The Board is responsible for determining the priorities for advocacy. In order for work to be effective, it must be focused so as not to be spread too thin. The Board is

responsible for analyzing the needs and setting the priorities for both Board and staff in advocacy work on behalf of the Society.

The Board is responsible for:

- Assessing the competing needs of the Society and the resource requirements;
- Evaluation of the competing needs in terms of
  - Client base to be served
  - Impact on community
  - Cost / benefit of undertaking the work
  - Consistency with the Society's mandate
  - Deliverability
  - Compatibility with available funding sources;
- Determining the priorities of the needs; and
- Allocating the resources to address the advocacy needs.

### Advocacy Process

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

The Board is responsible for:

- Allocation of resources to advocacy work;
- Designation of specific advocacy tasks;
- Terms of Reference and oversight of any advocacy committee or working group;
- Ensuring consistency of the "message" in any advocacy work being undertaken; and delegating authorities under this policy, as needed, to the Executive Director, Board members, or others.

### **Policy #19 Solicitation of Funds/Donations**

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

### **Policy #20 Legal mandate**

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

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

### **Policy #21 In camera Meetings**

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

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

### **Policy #22 Ethical Conduct and Code of Conduct**

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

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

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

### **Policy #23 Breach of Code of Conduct**

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

The investigation will be conducted by:

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

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

**Policy #24 Complaints and Concerns** (reviewed and edits suggested at the October 2010 board meeting- edits approved at the November board meeting)

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

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

Any complaint expressed by a client or parent/guardian regarding services received will be brought to the attention of the Executive Director. Such concern will be investigated as appropriate and an action plan developed. The party making the complaint will be informed of the action plan. If dissatisfied with the results, the party will be informed of their right to contact the President of the Board of Directors if they wish to do so.

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

Disposition of Complaints and Disputes Involving Directors

- The Board, as a whole, shall review any complaints that a Director has violated any provision of the Society's By-laws, Governance Policies, Code of Conduct, or Oath of Office & Confidentiality Agreement. It shall, at its discretion, delegate these responsibilities to a committee of the Board struck for such a purpose.
- The Board shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- Complaints of a grave nature may be referred to an independent arbiter.
- Allegations of illegal activity shall be immediately referred to police, child protection or other appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- The review of such complaints or disputes shall include an opportunity for the member(s) concerned to present their position. Board members who originate

- or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- Every attempt should be made to resolve such matters expeditiously and fairly.
  - The Board shall approve the recommendations regarding resolution of such matters.
  - The ruling of the Board shall be final. Should the member refuse to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the Board, suspension or a request for the member's resignation.

#### Employee complaints:

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

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

The Board will be informed of any complaints that cannot be resolved by the Executive Director at the next Board meeting for informational purposes only. Confidentiality will be respected in this summary of how the complaint is dealt with. This step is an important risk management step for the Centre.

Any member of the public has the right to contact the President of the Board of Directors. The President's responsibility is to bring the issue to the Board and to the Executive Director to then determine the nature of the concern/complaint and the steps that should be taken.

#### **Policy #25 Board Delegation to the Executive Director** **Board/ Executive Director Relationship**

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

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

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

To operate effectively in realizing the directions and guidelines set out by its policies the Board authorizes the Executive Director to establish all further policies, make relevant

and necessary decisions, develop and implement activities and actions that are considered to be consistent with any reasonable interpretation of Board policies.

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

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

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

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

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

The parameters that guide the actions and behaviors of the Executive Director are specified in the Executive Director's code of conduct, Operational Environment, Philosophy of Management and Leadership Policies of the Board.

### **Policy #26 Executive Director Code of Conduct**

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

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

- Will manage staff compensation and benefits within market norms.
- Will ensure board information is accurate and complete and presented in a timely manner.

**Policy # 27 Executive Compensation and Executive Director Performance Evaluation.**

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

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

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

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

**Executive Director's Performance Evaluation**

General

The Executive Director is the sole official link between the Board and the organization that it governs. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives. Consequently, the Executive Director's job contributions can be expressed as performance with respect to five components:

- Executive Director's Job Description;
- Achievement of the annual plans (see Board member orientation package for description of annual plans);
- Organizational operation within the boundaries established in Board policies;
- Quality of relationship with senior staff; and
- Quality of relationship with major community stakeholders.

The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the Executive Director. The Board will seek input on executive compensation from outside advisors.

## Procedure

The Board (or a Committee of the Board) has responsibility for the annual performance evaluation of the Executive Director and for making decisions with respect to his/her performance, continuing tenure and compensation see Appendix for job description.

The Board has established an evaluation performance process that may include feedback on his/her performance that includes annual self appraisal by the Executive Director with review from the Board of the self appraisal and the performance goals set for the following year. Additionally every three (3) years a more comprehensive formal review will be completed using input from board, staff and external stakeholders. The President is responsible for synthesize the evaluation and determining with the board performance goals and objectives.

The essential elements of the performance review will include the self evaluation, the goals set on the previous evaluation, a review of the job description and employment contract and along with Board members' observations of the Executive Director's interactions with the board, staff and key stakeholders throughout the year shall form the basis of the evaluation. The President for the every three year evaluation will obtain input from Board members, key senior staff and key community stakeholders and prepare a written evaluation of the Executive Director's performance. The Board can determine to do the more formal evaluation at their will. The President will provide a summary of the performance review to the Board. The Board may meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.

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

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

## **OPERATIONAL POLICIES**

### **Policy #1 Member relations- Retention of records**

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

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

### **Operational Policy #2 Accreditation and Quality Assurance**

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

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

Accordingly, the Executive Director shall not fail to ensure that all funded agencies participate in recognized accreditation programs, where they exist, at intervals not exceeding five years.

### **Operational Policy #3 Operational Contingency Plans**

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

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

### **Operational Policy #4 Employee Salary and Benefits**

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

Accordingly s/he will not without approval;

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

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

- Provide compensation and benefits to management personnel that are significantly higher or more substantial than that of other employees under their

supervision, or that violates the norm for acceptable executive compensation in the region.

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

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

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

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

### **Operational Policy #5 Employee Relations**

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

Accordingly:

There will be a yearly performance review policy. Judgments of performance will be based on competencies and objectives.

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

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

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

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

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

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

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

### **Operational Policy #6 Board Member Expense Policy**

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

Approved reimbursable expenses for Board Members include:

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

### **Policy # 7 Succession Planning**

Added September 2010

#### **Purpose**

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

#### **Policy**

Succession planning is an integral component of the strategic plan for the Society. The ability to fulfill the mission is reliant upon having a stable leadership. Succession planning acknowledges that staff will not be with the Society indefinitely and a plan will provide the process for addressing the changes that will occur when they leave. Key positions are identified as those positions that are necessary for operations by looking at the level of skill required, seniority and/or experience.

Succession planning ensures that there are qualified and motivated employees (or a means for recruiting them) who are able to take over when the key people leave. It also demonstrates to funders and other stakeholders that the organization is prepared for the continuation of service delivery during periods of transition.

## **Practice**

### ***Determine the key positions for the Society***

- a. Executive Director
- b. Finance Director
- c. Program Director
- d. Program Leads including Office Manager

### ***Review and list the current and emerging needs***

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

### ***Identify the gaps***

- a. Individuals slated to or likely to leave and when.
- b. New positions required to support the strategic plan.
- c. Positions which are or will become obsolete.
- d. Skills and knowledge for development.

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

### ***Determine who has the capacity internally to replace the key positions***

- a. Identify the person in collaboration with the key person
- b. Ensure the person is motivated to take on the job and has identified their career path.
- c. Develop a plan to ensure that the eventual successor gains the requisite skills and knowledge to take on the job.
- d. Ensure that the second in command is exposed to a broad range of experiences so that he/she has a wider understanding of the operations of the organization.

### ***Formalize***

- a. Coaching
- b. Training
- c. Exposure – cross training
- d. Education
- e. Assessment
- f. Timelines
- g. Job Shadow

### ***When the successor is not identified internally***

Appoint a selection/search committee:

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

**Identify key issues for an orderly transition:**

- Define actions to address them and consider budget requirements.

**Establish a compensation package.**

**Develop a candidate profile:**

- Review the job description;
- Review the spirit with which the work needs to be done; and
- Detail personal characteristics, skills background and experience for the job.

Cast a wide “net” in the search.

**Shortlist candidates:**

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

**Interview:**

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

**Transition Phase**

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

**Abrupt Departure**

*Organize:*

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

**Stabilize:**

- Address any financial crises facing the Society;

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

***Understand:***

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

***Plan:***

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

***Execute:***

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

***Planned Departure***

***Organize:***

- Appoint a transition committee;.
- Hold organizing meeting (s) to address the steps to follow; and

- Define the departing Executive Director’s role during the transition.

***Stabilize:***

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

***Understand:***

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

***Plan:***

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

***Execute:***

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

## **Policy # 8 Board Development**

### **Purpose**

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

### **Policy**

The Board will follow these guidelines regarding development, makeup and orientation of the Board.

## **Practice**

### **Policy #9 Recruitment and Screening of New Board Members**

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

### **Makeup of the Society Board**

It is recommended that the Society's Board recruit individuals with a varied range of skills, experience, background and/or interests that reflect the overall management needs of the Society. It is anticipated that some Board members will have skills/experience/background/interest in more than one area.

It is a goal to have the composition of the Board to include five main areas:

- Family members of clients who have had or are receiving service;
- Financial/Business ( 3 of the 12 );
- Legal ( 1 of the 12 );
- Community – could be service clubs, connections, fundraising; and
- Tri Ministry- experience in either the Health, Education or MCFD streams.

### **Policy #10 Criminal Record Check**

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

### **Policy #11 Orientation of New Members**

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

- The history, mission and purpose;
- Legislation and Articles of Incorporation;
- Constitution, by-laws and governance policies;
- An overview of funding sources;
- An overview of key policy areas and copies of policies to study;
- Role, structure and functions of the Board;
- Board member Oath of Office & Confidentiality Agreement, Code of Conduct and Conflict of Interest policies;

- Procedural guidelines for Board meetings;
- Procedures for Board member expenses;
- A tour of facilities and introduction to key staff'; and
- Presentations and orientation of programs and services by Program Director and/or Department Leaders.

### **Education Needs**

The Society acknowledges and supports the need to ensure the Board is educated in the areas identified by individual members. Board members participate in a self-evaluation and an evaluation of the Board as a whole. See appendix.

### **Exit from the Board of Directors.**

Board members, whose terms are expiring, will be canvassed regarding their interest in remaining. Board members who leave will be asked to complete an exit survey.