

## **Yale and District Historical Society Governance Manual- Feb/28/15**

This Board Governance Manual is intended to document the constituted purpose, vision, mission and guiding principles of the Yale and District Historical Society along with the policies and procedures periodically adopted that together serve to inform the strategic leadership and decision making by the Board of Directors on behalf of the Society and its members.

This Manual is reviewed annually by the Board of Directors and amended as necessary by Board resolution. In keeping with the Society's intention to be open and inclusive, input from Members of the Society regarding any of the Board policies and procedures documented in this Governance Manual is encouraged and will be considered in this annual review and deliberations of the Board.

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## Constitution

The Constitution of the Yale and District Historical Society (as recorded in the establishing documents dated January 31, 1977) is as follows:

*The name of the Society is The Yale and District Historical Society*

*The objects of the Society are:*

- a. To gather and preserve information, records and objects of educational, historical and cultural value associated with the area and without limiting the generality of the foregoing*
- b. To establish and maintain a museum for the purpose of preserving, recording and exhibiting for public enjoyment such material*
- c. To undertake other such activities which from time to time may be deemed appropriate*

*The operations of the Society are to be chiefly carried on in the “Town of Yale, BC” and the surrounding area.*

*Upon a winding up or dissolution of the Society, any assets of the Society remaining after the satisfaction of its debts and liabilities shall be transferred or given to a charitable organization, the objects of which are similar to the objects.*

A copy of the Society’s bylaws are attached as Appendix A to this Governance Manual and together with the Constitution, the Societies’ Act of BC and legal precedent in common law, form the legal context within which the Yale and District Historical Society must operate.

## Vision/Mission/Guiding Principles

### Vision:

*“Historic Yale is a key contributor to a vibrant Yale community by being a destination for visitors from near and far who seek authentic and engaging interpretation of the heritage and history of Yale and District.”*

### Mission:

*“To achieve this vision, The Yale and District Historical Society:*

- showcases its collection in engaging ways*
- delivers authentic and compelling visitor programming*
- builds effective partnerships for mutual gain*
- invests in marketing to build awareness and excitement with target visitors and,*
- generates sufficient revenues to sustain its operations.”*

### Guiding Principles:

*The Yale and District Historical Society conducts all its affairs in a manner that is:*

- Authentic*
- Strategic*
- Action-oriented*
- Entrepreneurial*
- Respectful*

## A Brief History

The Yale and District Historical Society was established on January 31, 1977. The members of the Society are categorized as follows (please reference the Society's bylaws for more detailed information):

- Active members – persons who wish to participate in the affairs of the Society by full voting privileges
- Student members – persons 21 years of age or under who are regularly enrolled in any educational institution in the Province of BC
- Life members – persons who have prepaid their membership for life by a single payment or who have this status conferred upon them for service to the Society
- Commercial members – commercial firms or industrial plants
- Honorary members – persons distinguished for their museum work or who have rendered distinguished service to the Society

The Board of Directors of the Society is known as the Executive Council and is comprised of the Officers of the Society (President, Vice-President and Secretary, Treasurer) and four Directors known as Museum Trustees. A current listing of Directors and their contact information is provided as Appendix B. The Board has chosen to operate as a Policy Board and meet its fiduciary duties in accordance with the following governance policies contained herein.

## Strategic Plan

See attached Strategic Plan dated April, 2015 and approved by the Board of Directors.

## Board Roles and Responsibilities

### General Responsibilities of the Board

The Board's duty is to govern the affairs of the Society within the framework of relevant legislation and standards. The Board of Directors represents the Society's members and is given the legal authority and responsibility for the achievement of the organization's constituted purpose as reflected in its vision and mission, for its stability and for its continuance. It is responsible for ensuring that it has adequate information to monitor major areas of performance. The Board, in discharging its responsibilities for the governance of the Society, oversees the management of the Society's finances.

### Authority and Accountability

The Board as a whole is responsible to the members of the Society. Also, the Board is contractually accountable to the Provincial Government for its responsibilities as documented in the Heritage Site Management Agreement. 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, visitors, staff, and volunteers. Individual members are elected and/or appointed under the authority of the Society's bylaws and Governance Policy and are responsible to the members of the Society. 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.

### **Major Duties of the Board**

- Oversee development and approval of a long-term strategic plan and approve annual budgets and operating plans;
- Define and safeguard the organizational vision, mission, the values framework and operating principles within which it expects the Society to be administered, and to review these periodically;
- Govern the Society through broad policies and planning objectives approved by the Board, formulated with the Site Manager and staff, and reviewed periodically;
- Select and support a Site Manager to whom the responsibility for administration of the Society is delegated;
- Review and evaluate performance regularly and provide appropriate compensation for the Site Manager on the basis of a specific job description and approved objectives;
- Seek and secure sufficient resources for the Society to finance its programs adequately;
- Report to the members about the activities of the Society and expenditures of funds;
- Ensure prudent and proper management of the Society's resources;
- Establish the general values framework within which the Society's human resources will be managed and periodically monitor key human resource performance indicators;
- Approve and periodically review personnel policies within which human resources will be managed;
- Establish guidelines within which management may negotiate pay and benefits agreements with staff;
- Regularly review the Society's activities to ensure that they are consistent with the purpose of the Society and that its programs are effective and relevant to member needs;
- Provide continuity for the Society and opportunities for citizen/member participation;

### **Roles and Responsibilities of Individual Board Members**

Each Board member is expected to be 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 responsible to:

- Be informed of the constitution and legislation under which the Society exists, its governance policies, mission, values, code of conduct, 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 taken, 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, by directors 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;
- Work with the staff of the Society on committees or task forces of the Board;
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Society's policies.

## Roles of the Officers of the Board

Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board.

### President

The role of the President is to ensure the integrity of the Board's processes. The President is the only Board member authorized to speak for the Society, unless this is specifically delegated to another Board member.

- The President presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the work is conducted efficiently and effectively. The President has no authority to make decisions outside the Governance Policies or the parameters of policies created by resolution of the Board.
- The President will set the agendas for meetings of the Board with assistance from the Site Manager and input from the members of the Board.
- The President will plan the conduct and timing of Board meetings in conjunction with the Site Manager and will chair meetings of the Board.
- The President will ensure that the Board is properly informed about the operations of the Society and has the information and opportunity necessary to come to decisions on matters within its purview.
- The President and the Treasurer will be the Board's primary liaison with the Site Manager, who is responsible for the execution of Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve the corporate objectives.
- The President will act as public and media spokesperson for the Board and Society as required.

### Vice President

The Vice President shall assume the duties of any Officer during his/her absence.

### Secretary

The Secretary shall ensure that all secretarial functions are performed for the Board and that record is kept of all proceedings and transactions as well as Board member meeting attendance. The Secretary is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the Society to be kept at the Museum on the Heritage Site where they can be viewed by the members as needed.

. The Secretary shall:

- Oversee the keeping of records of meetings, policies, membership and any other records required by law.
- Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- Ensure that copies of minutes and agendas are circulated to Board members prior to each meeting.
- Maintain, or ensure the maintenance of, the files and records of the Society to be passed on to future officers and ensure the security and confidentiality of all such files and records.

### **Treasurer**

The Treasurer shall oversee the financial affairs of the Society including:

- Review and recommend annual operating and capital budgets to the Board of Directors for approval
- Recommend policies for risk management and protection of the Society's assets
- Ensure the establishment of proper financial reporting systems and controls
- Regularly review of financial statements and recommend acceptance by the Board

## **Role of Committees**

Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the Site Manager to allocate resources in support of committee activities. The President in consultation with the Site Manager appoints committee Chairs and members annually for one-year terms.

### **Composition of Committees**

A member of the Board may chair any committee. The composition of the committees shall be representatives of the Board and where possible and appropriate, of staff.

### **Function of Committees**

A committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of the Society's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications and make recommendations to the Board for decision. The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

### **Relationship to Staff**

**Board and staff work co-operatively to carry out the objectives of the Society.** The Board relies upon the ability, training, expertise and experience of staff to plan for and provide services within the Society's mandate. Committee and Board meetings are the generally recognized avenues for Board and staff to think and plan together. The attendance of the Site Manager, or designate, at all committee meetings is essential to the effective work of the committees. Committees may advise the Board or the Site Manager but do not exercise authority over staff, and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the

distinction between Board and staff responsibilities. Communications between Board and staff, outside of committee meetings, shall be through the Site Manager. This includes:

- Any assignments or directives;
- Requests for organizational resources or staff time;
- Staff performance concerns or policy infractions;
- Concerns regarding any aspect of programs or administration.

### **Executive Committee**

The Board President chairs the Executive Committee, which is comprised of the officers of the Society. This committee possesses specific powers to make decisions between Board meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board at its next meeting. The Executive Committee also has responsibility for the annual performance and evaluation of the Site Manager and for making recommendations to the Board with respect to his/her performance, continuing tenure and compensation.

### **Nominating Committee**

The Board President annually appoints members to the Nominating Committee. The committee is responsible for:

- Identifying, interviewing and checking references on prospective candidates for vacant positions on the Board of Directors including securing a Criminal Reference Check;
- Presenting for approval an annual slate of directors to the board, including the position of President and any directors to the maximum allotment. Recommend suitable candidates to the Board according to the approved criteria to fill director vacancies.
- Ensuring that board members receive proper orientation to their responsibilities;
- Monitoring board member attendance.
- Regularly reviewing governance policies/practices and recommending changes to the Board as required
- Administering an annual Board self-evaluation and presenting summary results for discussion by the Board as a whole.

## **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 all Yale and District Historical Society related business. 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 a Code of Conduct upon joining the Board of Directors.

## Director's Code of Conduct

Directors agree to abide by the following Code of Conduct:

1. Directors shall at all times use their best efforts to provide progressive, collective leadership and direction to the Society in support of its vision, mission and mandate.
2. Directors shall adhere to the Society's governance policies.
3. Directors shall adhere to the Society's conflict of interest policy; avoid, in fact and perception, conflicts of interest, and immediately disclose possible conflicts to the Board.
4. Directors shall endeavor to direct the activities of the Society as a whole rather than in their own interest or that of any specific group.
5. Directors shall maintain the confidentiality of the details and dynamics of Board discussions, as well as those items designated as confidential.
6. Regardless of their personal viewpoint, Directors shall not speak against, or in any way undermine Board solidarity once a Board decision has been made.
7. Directors are expected to attend all Board meetings. Directors shall be prepared to commit sufficient time and energy to attend to the Society's business.
8. Directors' contributions to discussions and decision-making shall be positive and constructive and Directors' interactions in meetings shall be courteous, respectful and free of animosity.
9. Directors shall be prepared for meetings having read pre-circulated material in advance of the meeting.
10. Directors shall be active volunteers participating in and supporting all of the Society's activities and events.
11. Directors shall adhere to the principle that the Site Manager is responsible to the entire Board of Directors and consequently no single Director or committee has authority over the Site Manager.
12. Directors shall adhere to the principle that the President and Treasurer of the Board of Directors is the communication link between the Board and the Site Manager.
13. Directors shall ensure that there is a current Position Description and annual work plan for the Site Manager and that there is a process for his/her annual evaluation.
14. Directors shall not attempt to exercise individual authority or undue influence over the Society.
15. The official spokespersons for the Society are the President of the Board of Directors and the Site Manager and consequently, all public requests for comment on Society policies shall be referred to them.
16. The President may make public statements on policy matters that are within the scope of a policy approved by the Board, or a reasonable extension of a policy.

Please read and sign.

I have read the Director's Code of Conduct and the policies contained in the Yale and District Historical Society Governance Manual and agree to adhere and abide by them.

\_\_\_\_\_  
Director's Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Date

## Conflict of Interest Policy

Members of the Board of Directors shall act at all times in the best interests of the Society rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

### Definition of Conflict of Interest

Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.

A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. Full disclosure in itself, does not remove a conflict of interest.

### Principles for Dealing With Conflict of Interest

- The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
- If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the President or Board for advice and guidance.
- If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.
- The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

### Examples of Conflict of Interest

- Any circumstance that may result in a personal or financial benefit to a director or his/her family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Society, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- Personal interests which conflict with the interests of members or are otherwise adverse to the interests of the Society;

- Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Society;
- Being a member of the board or staff of another organization which might have material interests that conflict with the interests of the Society or its members; and, dealing with matters on one Board which might materially affect the other Board;
- Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;
- Individuals who serve as directors on the same board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

#### **Disposition of Complaints and Disputes Involving Directors**

- The Board of Directors, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the Society's Governance Policies, Code of Conduct, or Confidentiality Agreement.
- The Board of Directors 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 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 members concerned to present their positions. 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 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 Board, termination, suspension or a request for the member's resignation.

## **Board Development**

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

The Nominating Committee shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for upcoming vacant positions and recommend their appointment to the Board or members of the Society in a manner consistent with the policies. The Nominating Committee will maintain a file of all interested candidates who have been so reviewed.

### **Orientation of New Members**

New Board members shall receive a thorough orientation to their position within one month of becoming a member of the Board. Orientation includes but is not limited to:

- The history, mission, purpose and values.
- Constitution, by-laws and governance policy
- An overview of funding sources
- An overview of key policy areas and copies of policy to study

- Role, structure and functions of the Board
- Board member Confidentiality, 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

## **Board Management**

### **Meetings**

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held monthly. The Annual General Meeting is held in April or as near to as circumstances present in each year with the specific date determined by the Board of Directors annually. Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

### **Board Member Attendance**

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from three consecutive meetings may be dismissed from the Board. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

### **Board Work Plan/ Objectives**

The Board will develop a plan and objectives for its own work in support of the Society's goals as articulated in the approved Strategic Plan and the annual operating or business plan. This will include an annual Board calendar that identifies the primary focus of each monthly Board meeting.

### **Board Self-Evaluation**

The Nominating Committee shall periodically review progress on Board governance objectives and the effectiveness of the Board. The Nominating Committee may conduct a formal assessment of Board performance at a time determined by the Board and shall take any steps for improvement in its governance practices suggested by such review.

### **Conflict Resolution**

Board members are commonly recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of Board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities. The Board President is responsible for managing such conflicts. A neutral Board member or third party should be selected by the Board if the Board President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

### **Managing Issues-Based Conflict**

The following techniques are suggested to assist in managing issue-based conflicts:

- Acknowledge the value and importance of divergent views in informing decision-making.
- Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have their say, listening to understand, group ownership of problems and solutions, focus on issues rather than personalities or personal attacks.
- Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem.
- Seek agreement on the objectives, outcomes or decisions sought by placing this item on the Board agenda.
- Assist the disputants to identify and expand points of agreement.
- Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
- Ask each to ‘step into the other’s shoes’ and ‘role play’ the debate from the other’s perspective.
- Paraphrase or summarize the discussions repeatedly until they’ve reached consensus on points of agreement and disagreement.
- Encourage both parties and other Board members to suggest new insights or compromises. Seek agreement on a compromise.
- Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
- Table the item to be dealt with after a ‘cooling off’ period either later in the meeting, at a future meeting of the Board or privately with the parties outside a Board meeting.

### **Personality-Based Conflict**

The following techniques, in addition to those suggested for managing issue-based conflicts, are offered to assist in managing conflicts based on personality, personal or political agendas, or other more deeply rooted factors too time-consuming and disruptive to deal with during Board meetings:

- Do not waste valuable Board time and energy in attempting to resolve such conflicts at the board table.
- Meet with the parties individually outside the Board meetings to express concern about the negative effect of their conflict on Board deliberations, attempt to define the issues and seek a resolution of the conflict.
- Meet with the parties together to determine whether an accord can be reached between them that will allow the Board to function effectively with their continued membership. Seek to mediate their conflicts.
- In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of the Society.
- Recommend disciplinary action to the Board in the event that resignations are not forthcoming.

### **Board Member Expenses**

Board members may be entitled to be reimbursed for expenses incurred on behalf of the Board and approved by the President and Treasurer.

- The rate at which expenses are reimbursed shall be established annually by the Board as a whole

- All Board member expenses must be documented on a Board Member Expense form and be pre-authorized by the President.
- The Treasurer is responsible to recommend to the Board for Board approval appropriate rates of reimbursement for Board member expenses.

## **Board Decision-Making**

### **Decision-Making Process**

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (51%) is present. A quorum is required for the transaction of any business of the Society.

Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of Board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval. Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

### **In Camera Meetings**

An in camera meeting can be added to any Board meeting agenda at the request of a Board member or the Site Manager. Examples of an in camera session would be sensitive issues related to land, labor or law. In camera meetings are appropriate times to discuss any staff related issues. This would require that any staff present excuse themselves during this time unless invited to stay. General terms of the meeting will be recorded and kept confidential in a separate file available to Board members only.

## **Executive Authority**

### **Site Manager Responsibilities**

The Board is responsible for negotiating a term contract with the Site Manager for the management and administration of the Society. The Site Manager is responsible, within parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved. The Site Manager is employed by the Board of Directors and is, therefore, responsible to the Board as a whole rather than to individual members of the Board. He/she is required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations. In the exercise of these responsibilities, the Site Manager is:

- Authorized to expend funds within the limits of the annual budget and operating plan approved by the Board – note that cheque signing authorities are any two of the President, Vice-President or Treasurer;
- Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget – note the Site Manager has authority for discretionary spending on items not included in the budget up to \$500. Individual items more than \$500 or a series of related items that cumulatively are more than \$500

must be approved by the Board before spending is authorized. All acquisitions and/or dispositions of real property regardless of the dollar value must be approved by the Board of Directors;

- Required to report to the Board if it is not possible to operate within the limits of the budget approved by it;
- Expected to serve as an advisor to the Board on policy and program issues which affect the services provided by the Society;
- Required to provide the Board only a timely basis with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Society in achievement of approved goals;
- Responsible for employing staff members within the classifications and salary ranges approved by the Board. Board members should bear in mind that the staff are responsible to the Site Manager or to a person designated by him or her, not the Board as a whole or any individual officer or director. In the supervision, direction and deployment of personnel, the Site Manager is governed by the documented personnel practices and procedures approved by the Board.
- Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of President, of other Officers and individual members, and in the job description of the Site Manager.

#### Delegation to the Site Manager

The Board's job is generally confined to establishing broad policies for achievement of corporate objectives. It delegates responsibility for execution of those policies to the Site Manager. All Board authority delegated to staff is delegated through the Site Manager, so that the authority and accountability of staff derives from the authority and accountability of the Site Manager.

The Board of Directors as a group, rather than individual directors, officers or committees is responsible for providing direction to the Site Manager within the context of Board policies.

#### Appointment of the Site Manager

Recruitment, selection and appointment of a Site Manager are, along with performance monitoring, among the most important responsibilities of the Board. Appointment of a Site Manager requires the approval of an eighty percent (80%) majority of the incumbent directors. Ideally, a Site Manager's appointment should be made with the confidence of the full Board. In the event that the Site Manager's performance is deficient or there is loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of the Site Manager shall require fifty-one percent (51%) of the full Board of Directors (all director positions normally filled, regardless that some of these positions may be vacant) voting in favour of dismissal at a meeting duly called to consider such action.

#### Site Manager's Performance Evaluation

##### General

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

- Site Manager's Job Description
- Annual performance objectives negotiated with the Board of Directors.

- Organizational achievement of operating plan and corporate objectives.
- Organizational operation within the boundaries established in Board policies.
- Quality of relationship with senior staff.
- Quality of relationship with major community stakeholders. The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the Site Manager.

### **Procedure**

The Site Manager will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the Executive Committee, prior to presenting them to the Board for approval.

The Site Manager shall, at the end of the fiscal year: (i) complete a written self-evaluation of progress on meeting the Board approved objectives; (ii) complete a report on overall performance of the Society for the preceding year; (iii) solicit feedback on his/her performance from those staff reporting directly to the Site Manager and synthesize the highlights of this feedback in a report.

These reports will be provided to the Executive Committee. The essential elements of this material, along with all Board members' observations of the Site Manager's interactions with key stakeholders throughout the year shall form the basis of the evaluation. The President will obtain input from the officers of the Board, committee chairs and other Board members and prepare a written evaluation of the Site Manager's performance. The President will provide a summary of the performance review to the Board at its last meeting in the fiscal year or immediately thereafter. The Board will meet in-camera without the Site Manager 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 Site Manager to his/her attention in writing. The President shall meet with the Site Manager alone or, at the request of either, along with the Officers of the Board, the Executive Committee or full Board, to discuss the evaluation. The Site Manager shall be provided with a reasonable opportunity to redress any deficiencies in performance. The President shall provide the Site Manager with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.