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REGIONAL TOURISM ORGANIZATION 12 POLICIES – November 19, 2018

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1-A

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GOVERNING STYLE

The Board will approach its task with a style which emphasizes: outward vision rather than an internal operational preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, future rather than past or present, and proactivity rather than reactivity.

In this spirit, the Board will:

1. Focus chiefly on proactive and beneficial change in recognition of intended impacts (organizational priorities) and not on the administrative or programmatic means of attaining those priorities.
2. Enforce upon itself whatever consistent behaviour is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of clarified roles, speaking with one voice, and self-policing any tendency to stray from the governance principles set out in Board adopted policies.
3. Monitor and regularly discuss the Board's own process and performance. Maintain the continuity of its governance capability through on-going retraining and redevelopment. The Board, not the staff, will be responsible for Board performance.
4. Initiate policy in addition to responding to Executive Director initiatives.

1-B

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD JOB DESCRIPTION

The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

The role of the Board shall be:

1. Representing the needs of all members and stakeholders.
2. Establishment of written governing policies which at the broadest levels address:
 - a) **Priorities and Objectives:** Develops and regularly revisits a strategic plan from which organizational products, impacts, benefits and outcomes (what good for which needs at what cost) are developed.
 - b) **Executive Limitations:** Establishes constraints on Executive Director authority. Establishes boundaries for acceptable executive activity, decision-making, and organizational circumstances.
 - c) **Governance Process:** Specifies how the Board conceives, carries out and monitors its own task and meets its legal obligations.
 - d) **Board-Executive Director Relationship:** Hires the Executive Director and determines how authority is delegated and its proper use monitored.
 - e) **Fiduciary Responsibility:** Reviews and approves the annual budget and the provision of financial oversight.
3. The measurement of Executive Director performance against Board policies, priorities and objectives.

1-C

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: CHAIR'S ROLE

1. The job of the Chair is to ensure that the Board functions consistently with its own rules and those legitimately imposed upon it from outside the organization. The role of the Chair is to manage the Board, *not* the organization. Accordingly:
 - a) The Chair shall ensure that meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
 - b) Deliberation will be thorough, timely, fair, orderly and respectful, but also efficient, limited to time and kept to the point.
 - c) Robert's Rules of Order are to be observed except where the Board has superceded them.
2. The authority of the Chair consists of making any decision on behalf of the Board which falls within or is consistent with Board policies on Governance Process and on the Board-Executive Director relationship.
 - a) The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - b) The Chair's authority does not extend to making decisions within Executive Limitations policy areas, each of which is within the scope of the Executive Director.
 - c) The Chair's authority does not extend to interpreting Board policies, or setting directives or initiatives not directed by the Board.
 - d) The Chair's authority does not extend to supervising or directing the Executive Director.
3. The Chair shall serve as the official spokesperson for the Board (re: pillars, policy & priorities).
4. The Chair's role is to represent the Board in its relationships with members and other related organizations, stakeholders and partners.

5. The Chair maintains direct contact with the Executive Director on behalf of the Board and provides advice to the Executive Director consistent with board policy and directions.
6. The Chair reviews the Board agenda for consistency with policies, practices and priorities of the Board.
7. The Chair shall attend and Chair the Annual General Meeting. In addition, the following events should be attended by the Chair each year:

LIST EVENTS HERE

In the event the Chair cannot attend the above, the Vice-Chair shall attend. Should the Vice-Chair be unable to attend, the Board shall designate an appropriate replacement.

1-D

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: **ROLE OF THE EXECUTIVE COMMITTEE**

In the interest of continuity, familiarity, professionalism and accountability, the Board has defined the roles and responsibilities of individuals and groups of individuals who play a critical role in the organization. This policy speaks specifically to the role of the Executive Committee.

Policy

From time to time, the Board may delegate certain tasks or responsibilities to the Executive Committee.

In each instance, the Board shall make it clear if they are delegating full authority and responsibility for a specific task, or alternatively, if they expect the Executive Committee to bring forward a recommendation to the full Board for their consideration at a future meeting.

The following terms of reference apply to the Executive Committee:

TERMS OF REFERENCE	EXECUTIVE COMMITTEE
Purpose	Discuss urgent matters arising between regular Board meetings in those cases where it is not possible to convene a meeting of the Board and bring such matters and recommendations to the immediate attention of the Board.
Accountability	The Executive Committee is accountable to the Board of Directors. Minutes shall be provided to the Board as soon as possible after each meeting.
Responsibilities	The Executive Committee shall: a) Serve as the selection committee when a new Executive Director is required; b) Perform any other functions assigned or delegated to it by the Board.
Committee Composition	Chair, Vice Chair, Secretary/Treasurer
Chair Selection	The Chair of the Board shall serve as Chair of the Executive Committee.
Committee Member Terms of Office	Members shall serve as long as they hold an office cited in committee composition.
Frequency/Method of Meetings	The Executive Committee shall convene as necessary, and may meet by teleconference or any other method deemed appropriate.
Staff Liaison	The Executive Director shall serve as staff liaison.

Plan of Work and Budget	In September of each year, the Executive Committee shall provide the Board with a plan of work and associated budget for the next fiscal year for Board approval.
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1-E

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: COMMITTEE PRINCIPLES

The Board may establish committees or task forces to help carry out its responsibilities. Committees will be used sparingly so as to minimally interfere with the wholeness of the Board's job and so as never to interfere with delegation from the Board to the Executive Director. Accordingly:

1. The Board shall establish terms of reference for each Board committee or task force, including: purpose of the committee; accountability of committee; responsibilities; committee composition; chair selection process; terms of office; frequency of meetings; and, name of staff liaison.
2. Board committees shall speak or act for the Board only when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees are to help the Board do its job, not to help the Executive Director do his/her job. Committees will primarily assist the Board by preparing policy alternatives and implications for Board deliberation. The Board will not create a committee to advise staff.
4. Board committees shall not exercise authority over staff. In keeping with the Board's focus on the future, Board committees will ordinarily have no direct dealings with current staff operations. Further, the Board will not impede its direct delegation to the Executive Director by requiring approval of a Board committee before an executive action. The Executive Director works for the Board, never for a Board committee or an officer.
5. This policy applies only to Board committees which are formed by Board action, whether or not the committees include non-Board members.

1-F

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBER CODE OF CONDUCT AND ETHICS

1. Board members must represent loyalty free of conflict to the interests or perceived conflict of interest of the ownership (members). This accountability supersedes any conflicting loyalty such as to advocacy or interest groups and membership on other Boards or staffs. This accountability also supersedes the personal interest of any Board member acting as an individual consumer of the organization's services. Board members must also avoid any conflict of interest or perceived conflict of interest with respect to their fiduciary responsibility. Accordingly,
 - a) There must be no direct or indirect self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b) Board members must not use their positions to obtain for themselves, family members or close associates, employment within the organization.
 - c) Should a Board member be considered for employment, s/he must withdraw from Board deliberation, voting and access to applicable Board information. Should a Board member obtain employment with the organization, s/he shall immediately resign their position on the Board.
 - d) A Board member must identify a conflict then recuse him/herself from any issues for which a conflict of interest is perceived or identified.
2. Board members may not attempt to exercise individual authority over the organization (Executive Director and staff members) except as explicitly set forth in Board policies.
 - a) Board members' interaction with the Executive Director or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
 - b) When a Board member is delegated to act on behalf of the Board, their interaction with the public, media or other entities must only reflect that which is consistent with and set forth in Board policies.
 - c) Board members will make no judgments of Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.
3. Board members are to treat information deemed by the organization to be confidential as such.

1-G

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: MEMBER CONSULTATION AND STRATEGIC
PLANNING

The Board acknowledges the need to remain in touch with member and stakeholder needs and wants and to ensure the organization's resources are allocated to the achievement of strategic goals that are based on external and internal information.

Accordingly:

- A member needs survey shall be conducted, at minimum, once every two years, unless determined otherwise by the Board.
- Survey results, in addition to internal and external information will be developed to assist the Board in establishing a strategic plan for the organization.
- By January of each year, the Executive Director shall advance for Board approval an annual operational plan and companion budget, based on the priorities identified in the Board's strategic plan.
- The Executive Director shall report on the key performance indicators of the operational plan at every meeting of the Board.

1-H

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: **BOARD MEMBER PERFORMANCE
EXPECTATIONS/BOARD MEETING PROCESS**

The Board acknowledges it has an important job to do. The Board is further committed to respecting and valuing the commitment made by individual Board members. With these thoughts in mind, and the knowledge that poor performance left unaddressed will lead to additional poor performance, the Board agrees to the following.

At meetings, the Chair shall:

- Start the meeting on time (or as soon thereafter as a quorum is present) and end the meeting on time (unless consensus from the Board dictates otherwise);
- Ensure all members are familiar with each other by introductions;
- Ensure a 10-minute long break is called at least every 90 minutes to allow Board members to attend to other matters;
- Control the meeting, and respond to the following unacceptable behaviours: repetition; side-conversations; monopolizing the meeting; nit-picking; disrespecting; interrupting; and, straying off topic;
- Endeavour to encourage and invite opinions, imagination and innovation while respecting the agenda and timeframe of meeting, inviting all to speak and contribute; and,
- Take action to ensure discussions come to an appropriate conclusion (i.e. identify consensus, seeking motions, etc.).

At meetings, Board members shall:

- Arrive on time and prepared (having read and understood the Board package prior to arrival) and be prepared to discuss and comment on the issues;
- If arriving late, sit quietly (not interrupting the meeting) and ask to be updated during the first break;
- Contribute at the Board table rather than afterwards (i.e., at a parking lot meeting);
- Resist disrupting meetings by avoiding use of cell phones, and resisting the urge to text or send personal email (stealing attention away from the meeting at hand);
- Practice active listening and respect those who are speaking or making presentations;

- Refrain from advancing personal agendas;
- Constructively participate.

At all times:

- Board members shall attend all meetings and honour all other commitments they make to the Board;
- Board members shall be engaged and attentive to the business of the Board;
- Board members shall act in the interest of the organization and support the decisions of the Board regardless of how the Board member may have voted;
- The Board will not call meetings unless there is a demonstrated need;
- Board members shall notify the Board should personal or business affairs preclude their active participation in Board activity.

In an effort to monitor individual Board member performance and commitment, the following shall transpire when a Board member breaches any of the above-noted performance expectations:

- After breaches in a fiscal year, the Chair shall privately discuss this policy and related performance with the Board member in question.
- After three breaches, the Chair shall raise the performance of the Board member in question with the full Board and seek their direction on further action. Such discussion will be held with Board members only (staff shall be excused) and the minutes of said meeting shall record only the action steps to be taken. The Board member shall be invited to attend and participate in the meeting where their performance is under discussion.

Board members shall be in receipt of the full agenda and related documentation five (5) business days prior to the meeting.

Board members shall make every attempt to send in questions regarding consent agenda items two (2) business days prior to the meeting.

NOTE – need for annual board meeting schedule

1-I

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: **BOARD OF DIRECTORS' TRAVELLING EXPENSES**

1-J

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: IN-CAMERA MEETINGS OF THE BOARD

The Board is committed to acting in an open and transparent manner. There may be occasions, however, when public disclosures may prejudice the interests of the association or some party to whom the association has an obligation to protect.

If a matter arises during a meeting that triggers the need for an in-camera session, the Board may move any meeting or part of a meeting to an in-camera session. Topics that may be addressed in-camera include:

- legal advice and litigation;
- proprietary information or commercially sensitive information pertaining to a member firm or its employees;
- matters regarding staff related to terms of employment, performance evaluation and discipline;
- the sale, purchase, lease or exchange of property; and
- the disclosure of intimate personal or financial information about an identifiable person.

In-camera sessions will exclude management (the Executive Director and other staff) when the issues to be addressed are specific to management (i.e., annual performance evaluation, terms of employment, etc.).

Minutes of in-camera meetings shall be created and kept separate from other records to maintain confidentiality as long as warranted.

With regard to in-camera sessions, Board members shall not:

- disclose to any member of the public any confidential information acquired by virtue of their position as a Board member;
- use any confidential information acquired by virtue of their position on the Board for their personal financial or other benefit or for that of any other person;
- disclose to any member of the public any confidential information related to the interests of individuals, groups or organizations acquired by virtue of their position on the Board; or,
- permit any unauthorised person to inspect or have access to any confidential documents or other information.

The obligation to protect such confidential matters from disclosure continues even after the individual member is no longer serving on the Board.

1-K

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: **ROLE OF THE GOVERNANCE COMMITTEE**

The Board acknowledges that constant attention must be paid to good governance practices. To achieve that end, the Board has established a Governance Committee and the following terms of reference:

TERMS OF REFERENCE	GOVERNANCE COMMITTEE
Purpose	The Governance Committee shall identify, promote and discharge functions designed to help the Board of Directors govern with excellence and comply with legislation and regulations that apply to it, to ultimately add value to the organization on behalf of its members.
Accountability	The Governance Committee is accountable to the Board of Directors. Minutes shall be provided to the Board as soon as possible after each meeting.
Responsibilities	<p>The Governance Committee shall be responsible for:</p> <ol style="list-style-type: none">1. The identification of education and learning needs on governance matters for both the Board and staff;2. Ensuring communication between the Board and members as to any improvements or enhancements to board governance;3. The identification and delivery of the following elements that contribute to governance excellence:<ul style="list-style-type: none">• Facilitating the orientation of new Board members, including identification of the contents of the Board manual;• Evaluating the performance of individual Board members and the Board as a whole;• Identifying the competencies required by the Board to govern with excellence, and ensuring those competencies are applied to the recruitment of future Board members;and

	<ul style="list-style-type: none"> Monitoring and reviewing governance information and governance best practices and bringing recommendations to the Board on how they can enhance their performance.
Committee Composition	The Governance Committee shall be comprised of a minimum of three (3) and a maximum of five (5) members, at least one of whom shall be a serving member of the Board of Directors. All Committee members shall be appointed by the Board. Committee members should have prior governance experience.
Chair Selection	The Board shall appoint the Chair of the Governance Committee.
Committee Member Terms of Office	Members shall be appointed for a two-year term and are eligible for reappointment.
Frequency/Method of Meetings	The Board Development Committee shall convene as necessary and may meet by teleconference or any other method deemed appropriate.
Staff Liaison	The Executive Director (or his or her delegate) shall serve as staff liaison.
Plan of Work and Budget	By October of each year, the Governance Committee shall provide the Board with a plan of work and associated budget for the next fiscal year for Board approval.

2-A

POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

POLICY TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR

The Board's job is to establish primary policies, leaving implementation and subsidiary policy development to the Executive Director.

The Board's priorities and objectives direct the Executive Director to achieve certain results, and Executive Limitations policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics.

All Board authority delegated to staff is delegated through the Executive Director. All authority and accountability of staff is affected insofar as the Board is concerned through the authority and accountability of the Executive Director.

In this spirit:

1. The Executive Director is authorized to make all decisions, take all actions and develop all activities which are true to the Board's policies. The Board will ensure the Executive Director's independence relative to the prescribed duties as outlined in policy. Notwithstanding, the Board, at its discretion, may change policies that may alter or impact upon the Executive Director's authority.
2. No individual Board member, officer or committee has authority over the Executive Director. Information may be requested, but if such request, in the Executive Director's judgment, requires a material amount of staff time and resources that will affect other priorities, the Executive Director may propose alternatives or suggest the request be referred to the Board for possible reallocation of priorities and timing.
3. The Executive Director may not perform, allow, or cause to be performed any act which is contrary to explicit Board constraints (Executive Limitations policies).
4. Should the Executive Director violate a Board policy, the Executive Director shall immediately inform the Board who will debate the nature of the violation and determine if corrective or disciplinary action is necessary.

2-B

POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

POLICY TITLE: EXECUTIVE DIRECTOR JOB DESCRIPTION AND CODE OF CONDUCT

As the Board's single official link to the organization, the Executive Director is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board. Executive Director performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the Executive Director's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the priorities and objectives set out annually by the Board.
2. Organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

The Executive Director shall also comply with the following code of conduct (adapted from the Canadian Society of Association Executives' code of conduct for not-for-profit executives):

- Serve the organization faithfully, respecting confidentiality, and avoiding conflicts of interest and activities for personal gain at the expense of the organization or its members;
- Act with fairness, integrity and dignity and in a manner not detrimental to the interest of the public, the organization, or its members;
- Advise the Board concerning any contemplated action or decision which they know to be illegal or unethical, and further advise the Board of the possible consequences of proceeding with such actions or decisions; and,
- Serve all members of the organization impartially, provide no special privilege to any individual member, and accept no personal compensation from a member except with the knowledge and consent of the Board.

2-C

POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

POLICY TITLE: MONITORING EXECUTIVE DIRECTOR
PERFORMANCE

Monitoring Executive Director performance is synonymous with monitoring organizational performance against Board approved priorities and objectives and on Executive Limitations. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than review the past.

1. The purpose of monitoring is simply to determine the degree to which Board policies, priorities and objectives are being fulfilled. Information which does not do this will not be considered to be monitoring.
2. A given policy, priority and objective may be monitored in one or more of three ways:
 - **Internal report:** Disclosure of compliance information to the Board from the Executive Director.
 - **External report:** Discovery of compliance information by a disinterested external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess Executive Director performance only against policies of the Board, not the external party, unless the Board has previously indicated the party's opinion to be the standard.
 - **Direct Board inspection:** Discovery of compliance information by a Board member, or a committee of the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy can be monitored by any method at any time. However, each Executive Limitations policy of the Board will be classified by the Board according to frequency and method of regular monitoring.
4. Performance shall be measured annually in accordance with pre-defined objectives.

2-D

POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

POLICY TITLE: ANNUAL EXECUTIVE DIRECTOR PERFORMANCE
EVALUATION

The Board, through ongoing monitoring of policy compliance and achievement of the goals outlined in the annual business plan, constantly tracks Executive Director performance. On a more formal basis, the Board, on an annual basis, will address Executive Director performance in the following manner:

1. At the first meeting of a new fiscal year, the full Board shall convene in-camera to discuss and document Executive Director performance by responding to the following questions:
 - a. Did the Executive Director achieve the goals outlined in the operational plan for the previous fiscal year?
 - b. Did the Executive Director comply with all Board policies that apply to the Executive Director?
 - c. Did the Executive Director achieve budget targets for the previous fiscal year?
2. The Board shall appoint at least two individuals who shall meet with the Executive Director prior to the next meeting of the Board to share the Board's performance assessment and discuss related matters such as terms of employment, professional development, etc.
3. At the second meeting of a new fiscal year, the Board shall convene in-camera to receive a report from those who met with the Executive Director on the evaluation meeting and consider any recommendations that may arise as a result of those discussions.

3-A

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: GENERAL EXECUTIVE DIRECTOR CONSTRAINT

The Executive Director shall not be the cause of, or knowingly allow any violation of good not-for-profit business practices and professional ethics.

3-B

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: TREATMENT OF MEMBERS, PARTNERS &
STAKEHOLDERS

With respect to treatment of members, partners and stakeholders, the Executive Director shall not cause or allow conditions to occur which are unfair or undignified. The Executive Director shall not disclose information which may be considered privileged or confidential.

3-C

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: STAFF TREATMENT

The Executive Director shall foster a positive work environment where employees and volunteers are treated with dignity and respect. Consequently, the Executive Director shall not cause or allow conditions to persist which are inhumane, unsafe, unfair or undignified.

The Executive Director shall not knowingly violate any current legislative standard such as the Canadian or Provincial Human Rights Code, The Employment Standards Act, or

any legislation governing Pay Equity, Employment Equity, and Workplace Health and Safety.

3-D

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMPENSATION AND BENEFITS

The Executive Director shall maintain fiscal integrity and a positive public image with respect to employment, compensation and benefits to employees, consultants and contract workers.

Accordingly, the Executive Director:

1. Shall not change his or her own compensation and benefits.
2. Shall not promise or imply permanent or guaranteed employment.
3. Shall not establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Shall ensure a formal performance evaluation is conducted for every employee on an annual basis.
5. Shall ensure a formal salary review is conducted for every employee on an annual basis.

3-E

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: **FINANCIAL PLANNING**

With respect to planning fiscal events (budgeting for all or any remaining part of a fiscal period), the Executive Director may not jeopardize the fiscal integrity of the organization.

Accordingly, the Executive Director shall ensure annual budgets:

1. Contain sufficient detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, subsequent audit trails and disclosure of planning assumptions.
2. Do not plan for the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year.
3. Allocate funds in accord with Board-stated priorities and objectives.
4. Do not jeopardize the integrity of the services provided by the organization.

3-G

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: ASSET PROTECTION

With respect to proper stewardship of organizational assets, the Executive Director shall not risk losses beyond those necessary in the normal course of business unless authorized by the Board.

Accordingly, the Executive Director shall not:

1. Fail to insure related property, premises and activities against property/liability losses and shall not fail to insure Board members and staff against liability losses arising from RTO related duties and activities.
2. Knowingly expose the organization, the Board or its staff to claims of liability.
3. Approve any purchase or make budgeted economic commitments exceeding \$5,000.00 for a single purchase of goods without conducting a competitive procurement process.
4. Fail to reasonably ensure that adequate measures are taken to protect the integrity and continuity of the organization and its records.

3-H

POLICY TYPE: EXECUTIVE DIRECTOR LIMITATIONS

POLICY TITLE: CONTINUITY OF EXECUTIVE SERVICES

In order to protect the Board from the loss of Executive Director services, the Executive Director shall not have less than one other staff member familiar with Board and Executive Director issues and processes and shall not fail to maintain appropriate records and documentation which would facilitate continuity of operations.

3-I

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the Executive Director shall not cause or allow the Board to be uninformed or misinformed.

Accordingly, the Executive Director shall not:

1. Fail to inform the Board in a timely manner of relevant trends, material external or internal changes, particularly changes in the assumptions upon which any Board policy, priority or objective has been previously established.
2. Fail to gather staff and external points of view, issues and options and advice as needed for fully informed Board choices.
3. Fail to inform the Board on program changes or staff changes related to services offered.

3-J

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: MEDIA RELATIONS/CRISIS MANAGEMENT

The Executive Director serves as the organization's official spokesperson and conveys the official position on issues of general industry impact or significance and responds to situations that are of a particularly controversial or sensitive nature.

Inquiries from the media about such issues shall be referred to the Executive Director. Depending on the specific circumstances, the Executive Director may designate another individual to serve as spokesperson on a particular issue.

Accordingly, the Executive Director shall maintain a public policy document that captures the Board's public policy positions on issues of the day.

In the event of a crisis or emergency situation, where the Executive Director is unable to determine the organization's preferred public policy position on a given issue, the Executive Director shall:

- a) Develop a "position paper" to detail the known facts of the situation and make recommendations on the appropriate organizational position in response to the issue;
- b) Circulate the document to all Board members urging quick endorsement of the proposed response;
- c) Upon receiving approval from a majority (50% +1) of Board members, the Executive Director may proceed to respond to media and advance the organization's view on the issue.

3-K

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: BOARD INFORMATION NEEDS

The Executive Director shall provide the Board with information on a regular and timely basis. Such information shall include:

- Information on external trends and issues that may impact on the organization and its members and/or stakeholders;
- Internal strengths and weaknesses;
- Member expectations;
- Information on internal trends (i.e. increased or decreased utilization of the organization's products or services);
- Reports by Governments or external agencies containing recommendations that may have an impact on the organization and/or its members and/or stakeholders;
- Information to support and monitor strategic and business plans;
- Financial and operational reports to enable the Board monitor and evaluate plans and ensure accountability;
- Information required by the Board to monitor compliance with its policies;
- Information to help Board members promote the organization;
- Copies of articles, presentations, best practices and information from websites or publications relating to governance that might help the Board enhance its governance capacity.

POLICY MONITORING PROVISIONS AND SCHEDULE

POLICY NUMBER/TITLE	ANNUAL REVIEW DATE	MONITORING PROVISION
1-A Governing Style		<p>This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy over the past year through the Board self-evaluation, and consider whether any amendments are appropriate.</p>
1-B Board Job Description		<p>This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy over the past year through the Board self-evaluation, and consider whether any amendments are appropriate.</p>
1-C Chair's Role		<p>The Governance Committee Chair shall call a select number of Board members and seek their input with regard to the Chair's compliance with this policy, and, shall call the Executive Director to seek only evidence of compliance with aspects of this policy that relate to him/her.</p> <p>The Governance Committee shall facilitate a survey of Board members to evaluate the performance of the Chair based on the criteria set out in this policy. The Governance Committee shall call the Executive Director to seek only evidence of compliance with aspects of this policy that relate to him/her. The results of the evaluation will be shared with the Board.</p>

	<p>The Chair shall speak to the Board about the obligations of the position, the time required to perform the duties set out in this policy, and any learning opportunities that may be helpful to future occupants of the position of Chair.</p>
<p>1-D Role of the Executive Committee</p>	<p>This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy throughout the past year, and consider whether any amendments are appropriate.</p>
<p>1-E Committee Principles</p>	<p>The Board Chair shall call the Chair of each committee established by the Board to discuss this policy and seek evidence of compliance with same, as well seek a progress report on the committee’s annual work plan. In addition, the Board Chair shall discuss this policy with the Executive Director to determine if any of the committees may be overstepping their authorities. The Chair shall then report the findings to the Board.</p>
<p>1-F Board Member Code of Conduct and Ethics</p>	<p>The Governance Committee shall facilitate a survey of individual Board members (peer to peer) to evaluate the performance of each Board member based on the criteria set out in this policy. The results will be shared with only each individual Board member. The Chair of the Governance Committee shall follow-up with all Board members to discuss their evaluation.</p>

**1-G
Member Consultation and
Strategic Planning**

This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy throughout the past year, and consider whether any amendments are appropriate.

The Board shall further confirm that they have approved an operational plan for the year and are receiving regular reports from the Executive Director on the status of the plan.

**1-H
Board Member Performance
Expectations/Board Meeting
Process**

The Governance Committee shall facilitate a survey of individual Board members (peer to peer) to evaluate the performance of each Board member based on the expectations set out in this policy. The results will be shared with only each individual Board member, and members of the Governance Committee. The Chair of the Governance Committee shall follow-up with all Board members on an individual basis to discuss their evaluation.

**1-I
Board of Directors' Travel
Expenses**

This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy throughout the past year, and consider whether any amendments are appropriate.

**1-J
In-Camera Meetings**

This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy throughout the past year, and consider whether any

1-K Role of the Governance Committee	<p>amendments are appropriate.</p> <p>The Board Chair shall call the committee Chair to discuss this policy and seek evidence of compliance with same.</p>
2-A Delegation to the Executive Director	<p>This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy throughout the past year, and consider whether any amendments are appropriate.</p>
2-B Executive Director’s Job Description and Code of Conduct	<p>This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy throughout the past year, and consider whether any amendments are appropriate.</p>
2-C Monitoring Executive Director Performance	<p>This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy throughout the past year, and consider whether any amendments are appropriate.</p>
2-D Annual Executive Director Performance Evaluation	<p>This policy shall be reviewed and discussed by the Board. The Board shall assess their adherence to the policy during the past year, and consider whether any amendments are appropriate.</p>
3-A General Executive Director Limitations	<p>The Executive Director shall provide the Board with a signed statement of compliance with this policy.</p>
3-B Member Services	<p>The Executive Director shall provide the Board with a signed statement of compliance with this policy.</p>
3-C Staff Treatment	<p>The Executive Director shall provide the Board with a</p>

3-D Compensation and Benefits	<p>signed statement of compliance with this policy. The Executive Director shall provide the Board with a signed statement of compliance with this policy.</p>
3-E Financial Planning	<p>The Board will review this policy each year in concert with the budget approval process and seek confirmation from the Executive Director that this policy was adhered to during the budget formulation process.</p>
3-F Asset Protection	<p>The front page of insurance policies shall be provided to the Board by the Executive Director who shall also provide the Board with a report of measures taken to uphold the principles of this policy.</p>
3-G Executive Director Succession	<p>The Executive Director shall maintain a procurement log for procurements over \$5,000.00 which may be inspected by the Board. The Executive Director shall provide the Board with a signed statement of compliance with this policy.</p>
3-H Communication and Counsel to the Board	<p>The Executive Director shall provide the Board with a signed statement of compliance with this policy.</p>
3-I Media Relations/Crisis Management	<p>The Executive Director shall provide the Board with a spreadsheet that sets out each investment, its maturity and renewal date, in addition to a statement indicating compliance with this policy.</p>
3-J Board Information Needs	<p>The Executive Director shall provide the Board with a signed statement of compliance with this policy.</p>

SAMPLE POLICY BOARD MEETING AGENDA

1. Call to Order.
2. Adoption of agenda.
3. Review and adoption of Minutes of previous meeting.
4. EXECUTIVE DIRECTOR ACCOUNTABILITY/MONITORING
 - a. Business Plan Status Report
 - b. Executive Limitations Policy Compliance (in accordance with annual schedule, including financials)
5. POLICY REVIEW (in accordance with annual schedule)
6. BOARD COMMITTEE ACCOUNTABILITY/MONITORING
7. INTERNAL/EXTERNAL TRENDS (strategy sessions)
 - a. Internal Trends
 - b. External Trends
8. INFORMATION ITEMS
9. Adjournment.