



3 Taylor Road, Bracebridge, ON P1L 1S6
1-800-835-7303
Algonquin Park, Almaguin Highlands, Loring-Restoule, Muskoka,
Parry Sound & South Algonquin
www.explorersedge.ca



REGIONAL TOURISM ORGANIZATION 12 POLICIES – November 19, 2018

2024 Review and Update Document, Chair Angela Pollak

1. GOVERNANCE PROCESS POLICIES

- a) Governing Style
- b) Board Job Description
- c) Chair's Role
- d) Role of the Executive Committee
- e) Committee Principles
- f) Board Member Code of Conduct and Ethics
- g) Stakeholder Consultation and Strategic Planning
- h) Board Member Performance Expectations and Board Meeting Process
- i) Board of Directors' Travel Expenses
- j) In-Camera Meetings of the Board
- k) Role of the Governance Committee

2. BOARD-CEO RELATIONSHIP

- a) Delegation to the CEO
- b) CEO's Job Description and Code of Conduct
- c) Monitoring CEO Performance
- d) Annual CEO Performance Evaluation

3. EXECUTIVE RESPONSIBILITIES

- a) General
- b) Member/Client Services
- c) Staff Treatment
- d) Compensation and Benefits
- e) Financial Planning
- f) Asset Protection
- g) CEO Succession
- h) Communication and Counsel to the Board
- i) Media Relations/Crisis Management

Board Information Need

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, beneficial and visionary change respecting organizational priorities, and not on micromanaging the administrative or programmatic means of attaining those priorities.
2. Be self-responsible for exhibiting consistent behaviour 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-correcting any tendency to stray from the governance principles set out in Board adopted policies.
3. Regularly examine and discuss the Board's own processes and performance. The Board is entirely responsible for Board performance And maintaining the continuity of its governance capability through on-going feedback, retraining and redevelopment.
4. Initiate policy in addition to responding to CEO 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 stakeholders
2. Establishment of written governing policies which at the broadest levels address:
 - a) **Priorities and Objectives:** Supports the CEO to develop and regularly revisit a strategic plan from which organizational products, impacts, benefits and outcomes are developed.
 - b) **Executive Responsibilities:** Establishes scope of CEO authority, including the extent of the CEO's responsibility.
 - c) **Governance Process:** Specifies how the Board conceives, carries out and monitors its own task and meets its legal obligations.
 - d) **Board-CEO Relationship:** Hires the CEO 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. CEO performance evaluation according to identified 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 within 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 CEO.
 - 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 superseded them.
2. The authority of the Chair consists of leading the Board and communicating Board decisions including:
 - 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 facilitates discussions and votes (including breaking ties) on matters that fall within or are consistent with Board policies on Governance Process and on the Board-CEO relationship.
 - c) The Chair's authority does not extend to making decisions within executive responsibilities & policy areas, each of which is within the scope of the CEO.
 - d) The Chair's authority does not extend to interpreting Board policies, or setting directives or initiatives not directed by the Board.
 - e) The Chair's authority does not extend to supervising or directing the CEO.
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 stakeholders and other related organizations, stakeholders and partners.

5. The Chair maintains direct contact with the CEO on behalf of the Board and provides advice to the CEO consistent with board policy and directions.
6. The Chair reviews the Board agenda for consistency with policies, practices and priorities of the Board and requests for consideration from Board members.
7. The Chair shall attend and Chair the Annual General Meeting. 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 regular and urgent matters arising between regular Board meetings in those cases where it is not possible or necessary to convene a full meeting of the Board and bring such matters and recommendations to the immediate attention of the Board at the next regular meeting or more quickly if necessary.
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 CEO is required; b) Set/Review CEO compensation. c) 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	Stakeholders 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 CEO shall serve as staff liaison.

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 to minimally interfere with the wholeness of the Board's job and so has never to interfere with delegation from the Board to the CEO. 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 CEO.
3. Board committees are to help the Board do its job, not to help the CEO do their 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 CEO by requiring approval of a Board committee before an executive action. The CEO 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 the committees include non-Board stakeholders.

1-F

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBER CODE OF CONDUCT AND ETHICS

1. Board members must meet the following eligibility criteria
 - a) Be 18 years of age or older
 - b) Sector Representation
 - c) Industry Experience
 - d) Commitment to the Mission and Vision
 - e) Provide an acceptable police background check

2. Board members must represent loyalty free of actual or perceived conflict of interest of the (stakeholders). This accountability supersedes any conflicting loyalty such as to advocacy or interest groups and stakeholders 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.

3. Board members may not attempt to exercise individual authority over the organization (CEO and staff) except as explicitly set forth in Board policies.
 - a) Board members' interaction with the CEO 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 and their specific delegation.

- c) Board members will make no judgments of CEO or staff performance except as that performance is assessed against explicit Board policies by the official process.
- 4. Board members are to treat information deemed by the organization to be confidential as such.
- 5. Board members agree to abide by legislative requirements including but not limited to the provisions of the Canadian Charter of Human Rights, the Accessibility for Ontarians with Disabilities (AODA) Act, and the Ontario Labour Standards.

1-G

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: MEMBER CONSULTATION AND STRATEGIC
PLANNING

The Board acknowledges the need to engage in a regenerative approach in all areas of business. This involves remaining in touch with stakeholder needs and wants, with visitors and with residents of the region to ensure the organization's resources are allocated to the achievement of strategic goals that are based on this external and internal information.

Accordingly:

- A member needs survey shall be conducted, at minimum, once every two years, unless determined otherwise by the Board or recommended otherwise by the CEO.
- 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 CEO shall advance for Board approval an annual operational plan and companion budget, based on the priorities identified in the Board's strategic plan.
- The CEO shall report on the key performance indicators of the operational plan at every meeting of the Board.
- The CEO may discuss Board performance in general or individual Board member performance issues directly impacting their work with the Chair or a member of the Governance Committee at their discretion.

1-H

POLICY TYPE: GOVERNANCE PROCESS

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

The Board acknowledges its responsibility in the optimal functioning of the organization and is further committed to respecting and valuing the volunteer commitment made by individual Board members. With these thoughts in mind, and the knowledge that both good performance and poor performance has a cascading effect on the success of the organization, staff and volunteers, the Board agrees to the following.

Upon appointment to the Board, new members will engage with Board training as available and before sitting at the first meeting. Continuing members will engage with Board training as necessary or as requested.

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, or as necessary to accommodate needs at the table;
- Control the meeting, and respond to the following unacceptable behaviours: repetition; side-conversations; monopolizing the meeting; nit-picking; disrespecting; interrupting; straying off topic; mysogeny; racism; or other forms of discrimination that may create a hostile workplace for Board members or staff;
- 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, having read and understood the Board package prior to arrival and 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);
- Avoid letting technology disrupt participation in meetings.;
- 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 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.
- Board members will be compliant with all applicable legislation

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

- After two breeches in a fiscal year, the Chair shall privately discuss this policy and related performance with the Board member in question.
- After three breeches, 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 and shall review the documentation in full 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.

Fiscal 2024 – 2025 schedule:

- May 29, 2024 (9.30am – 12.30pm) Board Meeting
- September 11, 2024 (9.30am – 12.30pm) Board Meeting
- September 25, 2024 (9.30am – 10.30am) Annual General Meeting
- October 16, 2024 (9.30am – 10.30am) Director Onboarding and Q&A
- October 16, 2024 Circulate Board Survey
- November 27, 2024 Planning Meeting (10.30am – 2.30pm)
- January 9, 2025 (9.30am – 12.30pm) Board Meeting
- March 26, 2025 (9.30am – 12.30pm) Board Meeting

1-I

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: **BOARD OF DIRECTORS' COMPENSATION**

Board members will be remunerated at a rate of \$0.50/km to cover all board meeting & committee meeting travel expenses. In addition, upon pre approval of the Treasurer, board members will be reimbursed for travel including airfare, hotel, meals etc. to industry conferences, media events and other such occasions as required over the course of the fiscal year. Nevertheless, a Director may not be prohibited from receiving compensation for services provided to the organization in another capacity with the Board's approval.

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 organization or some party the organization 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, but are not limited to:

- legal advice, litigation, contracts;
- 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 CEO 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 not be created. In the interest of transparency, and at the Board's discretion, a general summary of any decisions or processes discussed in-camera may be provided for the regular meeting minutes.

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 stakeholders.
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, including online/distance learning;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">• Ensuring the organization is meeting acceptable diversity, equity and inclusion practices, particularly with respect to recruitment of new Board members.• Facilitating the orientation of new Board members, including familiarization with the Board manual;

	<ul style="list-style-type: none"> • 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 • Monitoring and reviewing governance information and governance best practices and bringing recommendations to the Board on how they can enhance their performance.
Governance Committee Responsibilities for Nominations	<ul style="list-style-type: none"> • Assess Board Skills & Composition: Ensure the Board’s composition addresses skill gaps and includes directors beyond business owners, with a focus on expertise necessary for the organization's strategic goals. • Diversity & Inclusion: Prioritize diverse candidates in terms of gender, race, industry, and background, ensuring inclusivity in the nomination process. • Strategic Fit: Nominate candidates aligned with the organization’s mission and capable of addressing current and future needs of the work being undertaken. • Stakeholder Consultation: Engage with key stakeholders to reflect evolving organizational needs in nominations. • Succession Planning: Integrate long-term leadership development and succession into the nomination process to ensure continuity and adaptability.
Committee Composition	The Governance Committee shall comprise 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 for up to three terms in total.

Frequency/Method of Meetings	The Board Governance Committee meetings shall be triggered by the Board member recruitment phase, the Board member onboarding phase, by the Governance review phase, and at other times as necessary. The committee may meet by teleconference or any other method deemed appropriate.
Staff Liaison	The CEO (or his or her delegate) shall serve as staff liaison.
Plan of Work and Budget	By the end of January 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-CEO RELATIONSHIP

POLICY TITLE: DELEGATION TO THE CEO

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

The Board's priorities and objectives direct the CEO to achieve certain results, and Executive Responsibilities policies describe the scope within which the CEO may act.

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

In this spirit:

1. The CEO is authorized to make all decisions, take all actions and develop all activities which are true to the Board's policies.
2. The Board will ensure the CEO'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 CEO's authority.
3. The Board will support the CEO's efforts to the greatest measure possible. Challenges to the CEO's performance may happen only in accordance with the policies on performance evaluations
 3. No individual Board member, officer or committee has authority over the CEO. Information may be requested, but if such request, in the CEO's judgment, requires a material amount of staff time and resources that will affect other priorities, the CEO may propose alternatives or suggest the request be referred to the Board for possible reallocation of priorities and timing.
 4. The CEO may not perform, allow, or cause to be performed any act which is contrary to their responsibilities as assigned by the Board Executive Responsibilities.
 5. Should the CEO violate a Board policy, the CEO shall immediately inform the Board who will debate the nature of the violation and determine the appropriate action.

2-B

POLICY TYPE: BOARD-CEO RELATIONSHIP

POLICY TITLE: CEO JOB DESCRIPTION AND CODE OF CONDUCT

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

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

1. Accomplishment of the priorities and objectives set out annually by the Board.
2. Operation within the boundaries of prudence and ethics established in Board policies on Executive Responsibilities.

The CEO 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 stakeholders;
- Act with fairness, integrity and dignity and in a manner not detrimental to the interest of the public, the organization, or its stakeholders;
- 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 stakeholders 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-CEO RELATIONSHIP

POLICY TITLE: MONITORING CEO PERFORMANCE

CEO performance is measured against achievement toward Board approved priorities and objectives and on Executive Responsibilities. 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 to determine the degree to which Board policies, priorities and objectives are being fulfilled. Information which does not support this outcome will not be considered.
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 CEO.
 - **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 CEO 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 Responsibilities 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 and correlate to the CEO's compensation package, which may include a base salary and any or all merit increases, bonuses, and cost of living increases.

2-D

POLICY TYPE: BOARD-CEO RELATIONSHIP

POLICY TITLE: ANNUAL CEO PERFORMANCE EVALUATION

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

1. Before the first meeting of a new fiscal year, the CEO will provide a self-evaluation summary in person or in writing to the Executive Committee responding to the previous fiscal year's goals and operational plan:
 - a. Which goals were achieved, which were not, and what are the circumstances?
 - b. Was there any variation in compliance with Board policies that apply to the CEO?
 - c. Was there any variation in achieving budget targets for the previous fiscal year?
2. At the first meeting of a new fiscal year, the full Board shall convene in-camera to discuss CEO performance by reviewing the CEO's self-report and providing feedback on the questions.
3. At least two members of the Executive Committee shall meet with the CEO 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, contracts, resourcing, career progression etc.

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 CEO on the evaluation meeting and consider any recommendations that may arise as a result of those discussions.

3-A

POLICY TYPE: CEO LIMITATIONS

POLICY TITLE: **GENERAL CEO CONSTRAINT**

The CEO shall ensure that good not-for-profit business practices and professional ethics are always maintained.

3-B

POLICY TYPE: CEO LIMITATIONS

POLICY TITLE: **TREATMENT OF STAKEHOLDERS**

The CEO shall treat stakeholders in a fair and dignified manner and hold all privileged or confidential information in confidence. If the CEO believes information held in confidence may impact the survival of an individual or an organization, they may disclose this information to an appropriate and responsible third party at their discretion.

3-C

POLICY TYPE: CEO LIMITATIONS

POLICY TITLE: **STAFF TREATMENT**

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

The CEO shall adhere to all current legislative standard such as the Canadian or Provincial Human Rights Code, The Employment Standards Act, the AODA, or any legislation governing Pay Equity, Employment Equity, and Workplace Health and Safety.

3-D

POLICY TYPE: EXECUTIVE RESPONSIBILITIES

POLICY TITLE: **COMPENSATION AND BENEFITS**

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

Accordingly, the CEO:

1. Shall negotiate his or her own compensation and benefits with the Executive Committee.
2. Shall establish current compensation and benefits that correspond to the geographic or professional market for the skills employed.
3. Shall ensure a formal performance evaluation is conducted for every employee on an annual basis.
4. Shall ensure a formal salary review is conducted for every employee on an annual basis.

3-E

POLICY TYPE: EXECUTIVE RESPONSIBILITIES

POLICY TITLE: FINANCIAL PLANNING

With respect to planning fiscal events the CEO shall manage the fiscal integrity of the organization.

Accordingly, the CEO shall ensure annual budgets:

- Revenue and Expense Projection: Contain sufficient detail to enable an accurate projection of both revenues and expenses, ensuring the separation of capital and operational items, subsequent audit trails, and clear disclosure of planning assumptions.
- Conservative Financial Planning: Plan for the expenditure in any fiscal year of equal to or less than the funds conservatively projected to be received, while actively pursuing strategies for revenue generation to support organizational growth.
- Alignment with Board Priorities: Allocate funds in accordance with Board-stated priorities and objectives, including investments aimed at generating new revenue streams.
- Service Integrity: Maintain the integrity and quality of the services provided by the organization while ensuring financial sustainability through strategic investments and revenue-generating initiatives.

3-F

POLICY TYPE: CEO LIMITATIONS

POLICY TITLE: **ASSET PROTECTION**

With respect to proper stewardship of organizational assets, the CEO shall take a conservative approach to risk in the normal course of business unless authorized to do otherwise by the Board.

Accordingly, the CEO shall:

1. Insure related property, premises and activities against property/liability losses and shall insure Board members and staff against liability losses arising from business related duties and activities.
2. Avoid exposing the organization, the Board or its staff to claims of liability.
3. Conduct a competitive procurement process for any purchase or budgeted economic commitment exceeding \$5,000.00 for a single purchase of goods.
4. Fail to reasonably ensure that adequate measures are taken to protect the integrity and continuity of the organization and its records.

3-G

POLICY TYPE: CEO LIMITATIONS

POLICY TITLE: CONTINUITY OF EXECUTIVE SERVICES

In order to protect the Board from the loss of CEO services, the CEO shall have at least one other staff member familiar with Board and CEO responsibilities and processes and shall maintain appropriate records and documentation which would facilitate continuity of operations.

3-H

POLICY TYPE: EXECUTIVE RESPONSIBILITIES

POLICY TITLE: COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the CEO shall provide the Board with high quality information and avoid misinformation and disinformation.

Accordingly, the CEO shall:

1. 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. Gather staff and external points of view, issues and options and advice as needed for fully informed Board choices.
3. Inform the Board on program changes or staff changes related to services offered.

3-I

POLICY TYPE: EXECUTIVE RESPONSIBILITIES

POLICY TITLE: MEDIA RELATIONS/CRISIS MANAGEMENT

The CEO 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 CEO. Depending on the specific circumstances, the CEO may designate another individual to serve as spokesperson on a particular issue.

Accordingly, the CEO 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 CEO is unable to determine the organization's preferred public policy position on a given issue, the CEO 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 CEO may proceed to respond to media and advance the organization's view on the issue.

3-J

POLICY TYPE: EXECUTIVE RESPONSIBILITIES

POLICY TITLE: **BOARD INFORMATION NEEDS**

The CEO 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 stakeholders;
- Internal strengths and weaknesses;
- Stakeholder 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 stakeholders;
- Information to support and monitor strategic and business plans;
- Financial and operational reports to enable the Board to 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
<p>1-A Governing Style</p>		<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>
<p>1-B Board Job Description</p>		<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>
<p>1-C Chair’s Role</p>		<p>The Governance Committee Chair shall call a select number of Board stakeholders and seek their input with regard to the Chair’s compliance with this policy, and, shall call the CEO 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 stakeholders to evaluate the performance of the Chair based on the criteria set out in this policy. The Governance Committee shall call the CEO 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 CEO 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 stakeholders (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 stakeholders 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 CEO 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 stakeholders (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 stakeholders of the Governance Committee. The Chair of the Governance Committee shall follow-up with all Board stakeholders 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	amendments are appropriate. The Board Chair shall call the committee Chair to discuss this policy and seek evidence of compliance with same.
2-A Delegation to the CEO	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.
2-B CEO’s Job Description and Code of Conduct	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.
2-C Monitoring CEO Performance	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.
2-D Annual CEO Performance Evaluation	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.
3-A General CEO Limitations	The CEO shall provide the Board with a signed statement of compliance with this policy.
3-B Member Services	The CEO shall provide the Board with a signed statement of compliance with this policy.
3-C Staff Treatment	The CEO shall provide the Board with a signed

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

SAMPLE POLICY BOARD MEETING AGENDA

1. Welcome
2. Call to Order.
3. Conflict of Interest.
4. Review and Approval of Agenda
5. Approval of Past Minutes
6. Business and Operational Plan Update / Monitoring
7. Financial Presentation
8. Policy Review Update
9. Board Accountability / Monitoring
10. Committee Updates
11. Information Items
12. Adjournment.