



POLICIES AND PROCEDURES

GOVERNANCE

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Governance Policies

1. Mission

The mission of Salt Spring and Southern Gulf Islands Community Services Society is to plan for and provide quality services to support and strengthen individuals, families and the community.

The mission statement will be reviewed annually and updated if necessary by the Board of Directors as part of the strategic planning process.

2. Constitution and By Laws

The SSICS Society registration, under the Society Act of British Columbia, is the legal instrument which establishes the operating entity and determines the nature and function(s) of the Society. The SSICS Society Constitution and By Laws shall conform to those of the Society Act of British Columbia.

SSICS Society will have by-laws which shall assist, and not conflict, with the mission and objectives of the organization. The constitution and by laws will be reviewed and amended as needed to ensure there is compliance with legal requirements, organizational mandate and mission, and supports operational requirements. Changes to the constitution will take place at a Special Meeting or Annual General Meeting.

3. Legal Duties of the Board of Directors

The basic responsibility of Directors is to represent the interest of the community in developing policy for the organization, and to do so within the law. This legal duty is described in the B.C. Societies Act. In representing the members of the community and acting as their 'trustees' Directors have three basic duties:

1. Duty of Diligence: This is the duty to act reasonably, prudently, in good faith and with a view to the best interests of the organization and its members.



2. Duty of Loyalty: This is the duty to place the interests of the organization first, and to not use one's position as a Director to further private interests.
3. Duty of Obedience: This is the duty to act within the scope of the governing policies of the organization and within the scope of other laws, rules and regulations that apply to the organization.

4. Board Governance Model

The Board of Directors of the Salt Spring Island Community Services Society operates as a Policy Board, reviewing reports and recommendations from the Executive Director and committees and establishing Society policies based on those reports. The role of the Board is to focus on governance and strategic planning. The Board, in governing the work of the organization, may have involvement at times in managing that work usually through committees, but has no involvement in doing the work.

The Board is primarily involved with planning, determining the overall direction of the organization, and creating and evaluating policies. It is involved in the outcomes, results or ends to be achieved rather than the day-to-day processes or means by which policies are implemented. It delegates the responsibility of implementing policies and managing the organization's daily business to the Executive Director. The Executive Director manages a staff of employees and volunteers that deliver the organization's programs or services.

5. Board of Directors Roles & Responsibilities

The Board of Directors acts on behalf of the organization's constituents, including funders, community members, and government. The Board makes decisions as a group; directors do not have individual power or authority. Directors are responsible for their decisions both as individuals and collectively.

The Board of Directors has a collective responsibility for:



5.1 Governance

- Govern and direct the Community Services Society according to its Constitution and By-Laws
- Establish a clear organizational mission
- Form the strategic plan to accomplish the mission
- Oversee and evaluate the success of the strategic plan
- Hire a competent Executive Director and provide adequate supervision and support to that individual
- Ensure the organization is complying with all legal and regulatory requirements
- Ensure that adequate policies and procedures are in place for human resources, health and safety, governance, administration and finance, service delivery and volunteer management.
- Ensure that by-laws and governance policies are consistent with the mission and principles of the organization

5.2 Leadership and Planning

- Provide orientation for Board members
- Ensure continuous Board development
- Assess the performance of the organization and the Executive Director, particularly in the context of the strategic plan
- Develop the vision and the mission of the organization
- Establish the strategic plan in collaboration with management team, including priorities and expectations.
- Develop governance policies respecting by-laws, statutes, and relevant legislation.

5.3 Financial Accountability

- Approve and monitor the overall organizational budget
- Approve and monitor risk management and insurance plans
- Develop and review long range financial plans to ensure long-range stability
- Approve the annual financial audit
- Participate with staff and volunteers in planning and implementing fundraising strategies



5.4 External Relations

- Ensure awareness of public expectations and trends
- Work in cooperation with the Executive Director to maintain effective relationships and communication with stakeholders and the public
- Support and advocate for issues related to the mission, strategic directions and principles of the organization to government, funders, media and the community

5.5 Protection of Privacy

- Approved minutes will be made available, upon written request, to employees and Society members, with the exception of in-camera items and attachments. Redacting of sensitive information may occur if deemed necessary, at the discretion of the Board, and in accordance with the Societies Act. Requests to view minutes will be made through prior arrangement with a Board member. The Board member will remain present to be available for consultation and discussion. Except under unusual circumstances, minutes are to be viewed at the Community Services office, and are not to be copied or removed from said location.
- In the interests of privacy, the Board restricts access to the list of members of the Society and their contact information (by Directors' Resolution of Oct. 6, 2017). The Board will not share membership information with anyone without express permission of the member. The Board requires specific written consent from each member prior to any release of said information, including release to fellow members. The Board will share membership information with a fellow member only for lawful reasons as outlined in the Societies Act.
- Support the *Social Media Code of Conduct (August 2016)*

6. Responsibilities of Individual Directors

Directors have a duty of loyalty to the organization, its staff and other board members. Directors have been elected or appointed by the organization's membership to make certain that the organization has the necessary structures and processes in place to effectively manage day-to-day operations.

Directors are expected to fulfill the following basic responsibilities:



- Understand and demonstrate a commitment to the organization's mission and programs
- Contribute skills, knowledge, influence, time, wisdom and other strengths
- Stay informed on issues that affect the organization
- Prepare for meetings by reading agendas, minutes and other reports
- Attend all meetings
- Participate in board development activities
- Support the organization's fundraising efforts and special events
- Create awareness of, and support for, all services provided by the association
- Understand and monitor the organization's financial affairs
- Uphold the decisions of the Board of Directors



7. Complaints

7.1 Complaint Procedure

POLICY:

SSICS will provide a safe, confidential and fair process to receive and review complaints from employees, program participants, community members, and volunteers. Complaints will be investigated and responded to in a timely manner. SSICS' complaint policy and procedure will be written in plain language and will be readily available.

PROCEDURE:

1. Complaints will be made in writing to the supervisor or Executive Director as soon as possible after the incident.
2. When the complaint is specific to the Executive Director, it will be made in writing to the Chair of the Board of Directors.
3. Complaints and appeals will be investigated and a response given, whenever possible, within 14 days.
4. Each person involved with the complaint will be notified when the complaint is made, and will also be informed of the outcome (to the extent that this is possible and appropriate).
5. A decision regarding the outcome may be appealed in writing within 30 days. A response to the appeal will be forthcoming, whenever possible, within 14 days. If there is still no satisfactory resolution, the complainant may appeal to the Executive Director in writing.
6. The complaint and the resolution will be documented and shared with the Executive Director, and the documents will be dealt with according to Management and Administration Policy 3.3, Records Retention and Destruction.
7. Complainants will not experience any negative consequences for bringing forth a complaint through the established policy.
8. Terms of the collective agreement will determine complaint procedures involving unionized employees.
9. In some cases, SSICS may have a legal duty to report to authorities (e.g. criminal behavior, child abuse).



8. Code of Conduct

8.1 Code of Conduct Statement

As a Board Member of Salt Spring Island Community Services Society I understand and agree to:

1. Represent the interests of all people and communities served by the organization, and not favour special interests inside or outside of SSICS.
2. Strive to understand the needs of the individuals, families, groups and communities of the South Gulf Islands.
3. Consider myself a trustee of SSICS and do my best to ensure it is well-maintained, thoughtfully planned, financially secure and always operating in best interest of those it serves.
4. Never use board service for personal advantage or for the advantage of friends and associates.
5. Disclose actual, potential or perceived conflicts of interest and comply with board decisions on how to manage such situations.
6. Express myself at board meetings and encourage and make it comfortable for others to do so.
7. Keep confidential and sensitive information confidential.
8. Approach board issues and business with an open mind, and be prepared to make the best decisions for everyone involved.
9. Respect the majority decisions of the board, even if my view is a minority one.
10. Never disclose or discuss differences of opinion on the board outside of board meetings, especially with staff, volunteers and persons served.
11. Never exercise authority as a board member except when acting in a properly constituted board meeting, or as delegated by the board.

Any violation of the Code of Conduct will be reported to the Executive Committee for investigation and action as required.



8.2 Disciplinary Action and Removal of Board Members

POLICY:

When a Board Member has been found to breach the Code of Conduct, to fail to comply with policies and procedures, to fail to disclose a conflict of interest, to cause liability of the board and organization, or to compromise the work and reputation of the organization in any other substantial way they may be subject to a disciplinary action up to and including removal from the Board.

PROCEDURE:

1. Breaches of the Code of Conduct, policies and procedures or other such actions on the part of a Board Member must be made to the Chair, or Vice Chair if the Chair is the subject of the concern.
2. An ad hoc investigating committee will be formed with a minimum of 3 impartial board members to investigate the allegation and present findings and recommendation to the Board.
3. The investigations of alleged misconduct of Board Members will follow the organizational procedures for managing complaints.
4. If the Board determines there is substantive concern about the behavior of a Board member it may decide to issue a verbal or written warning, suspend the Board Member for a period, or terminate the person from their position on the Board.
5. Further disciplinary action in compliance with the SSICS bylaws and BC Society Act may be pursued regarding the person membership with the organization.

9. Conflict of Interest

A conflict of interest is defined as an interest by a Board Member in an action that results in, or has the appearance of resulting in, a benefit to themselves, relatives or business associates. Board members owe the organization a duty of loyalty, placing the interests of the organization above other interests. A conflict of interest breaches this duty of loyalty. Unless a conflict is persistent and ongoing the director in conflict need not resign from the board but must declare the conflict, must not participate in any discussions and refrain from voting on the issue(s) related to it.



Potential Conflicts of Interest

There is a conflict of interest when a board member, their relatives, friends or business associates opportunity to benefit materially conflicts with the board members duty to act in the best interest of the organization.

There is a conflict of interest when a director could benefit personally, in a way generally unavailable to others, from any decision of the board, or as a result of any confidential information he or she receives as a director.

There is a conflict of interest when a board member who owns, or has an interest in, any land, building, lease or mortgage which is offered for sale or assignment to the Society. In such a case the Director will disclose the interest and will not offer advice or discuss any matter pertaining to it.

Where a director is a resident of one of the society's housing units, the director is considered to be in a conflict of interest only if the results of a board decision would affect or appear to affect the resident-director personally in a way that would not apply to other residents.

Conflicts of interest may be financial, but could also be a gain in reputation or a more favorable position of some kind. As well, there may be conflict when immediate family of a board member gains some benefit. A family member is a spouse (including common law), sibling, parent or child (including step- and foster-).

The board should be concerned about any perception of conflict and not just about whether there is an actual conflict of interest. The board has a responsibility to protect the image and reputation of the organization.

A. Disclosure

Any actual or potential conflicts of interest shall be disclosed to the board by the person or persons concerned. This is required in writing when a board member is first appointed, and as possible conflicts may arise at any time after that through reporting at a board meeting. Board members who are aware of an actual or potential conflict of interest of another board member should bring this to the attention of the board.



B. Board Action

When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) or another board member shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists the matter shall be resolved by vote of the Board, excluding the interested person(s).

C. Record of Conflict.

The official minutes of the Board shall reflect that a conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote on the matter. In the situation where the board has determined whether a conflict of interest does or does not exist a motion of shall be passed and recorded.

D. Confidentiality.

Board members shall not disclose or use for their personal advantage confidential information acquired in connection with disclosures of actual or potential conflicts of interest.

10. Executive Director

10.1 Relationship with the Executive Director

The Board of Directors is responsible for setting directions and policies and the Executive Director is responsible for implementing and managing these directions and policies. There is a shared leadership and a strong partnership between the Board of Directors and Executive Director, which comes about through clear communication and trust.

THE BOARD OF DIRECTORS/EXECUTIVE DIRECTOR PARTNERSHIP	
The Board of Directors hires,	The Executive Director hires,



supports, evaluates and, if necessary, dismisses the Executive Director.	supports, evaluates and, if necessary, dismisses all staff, volunteers and contractors.
The Board of Directors has ultimate responsibility.	The Executive Director has immediate responsibility.
The Board of Directors is accountable to members, funders and the public.	The Executive Director is accountable to the Board of Directors.

The Board of Directors and the Executive Director have the following clear mutual expectations:

- Keep one another fully informed
- Understand the roles of governance vs. administration and operations
- Provide for accountability reviews and opportunities for growth and team-building
- Exhibit high standards of ethical behaviour and honesty
- Avoid conflicts of interest or breaches of confidentiality
- Be supportive of one another
- Make and implement decisions based on strategic priorities
- Prepare for meetings, presentations and planning sessions
- Participate together in public activities and meetings

The Board acts as a whole in all matters of instruction, direction, and decisions. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in instances when the Board has specifically such authority.

10.2 Executive Director Performance Review

The Board will complete an annual performance review of the Executive Director, involving an appraisal of the performance of job duties, strengths, and areas needing improvement. The performance review will include a self-evaluation and, at the discretion of that year's evaluation committee, the review may be extended to include feedback from employees, managers, board members and external contacts. The annual performance review will include a plan outlining the foci for the next year, determined through discussion between the committee and



the Executive Director. The performance review will be undertaken by an Ad Hoc Committee or the Executive Committee, as determined by the Board.

10.3 Executive Director Compensation

POLICY:

The total compensation package for the Executive Director will be determined by the Board of Directors and based on comparable compensation practices for similar positions in similar organizations in British Columbia.

PROCEDURE:

1. The Executive Compensation package includes base salary, benefits and other perquisites if applicable.
2. Terms of employment not stated in the Executive Compensation package will be equivalent to provisions for other non union employees of SSICS.
3. Executive compensation will be reviewed by the Board or a designated committee of the Board on an annual basis.
4. Changes to the Executive Compensation package will be approved by the Board.
5. Comparisons of similar positions in similar organizations will be based on current CSSEA (Community Social Services Employers' Association) Executive Director Compensation Surveys, and/or other similar and relevant reviews.
6. The Executive Director may not change any terms or details of the Executive Compensation package.

10.4 Executive Limitations - Global

POLICY:

The Executive Director will not cause or allow any practice, activity, decision or organizational structure which is illegal, imprudent or in violation of commonly accepted management practices and



professional ethics, or that is inconsistent with the Society's vision, values, policies and bylaws.

PROCEDURE:

1. Indications or reports that the Executive Director has been in violation of the Global Executive Limitations Policy will be investigated by the Board.
2. If the Board determines there is substantive concern about the behavior of the Executive Director it may decide to issue a verbal or written warning, suspend the Executive Director for a period, or terminate the Executive Director from their position.

10.5 Executive Limitations – Risk Management and Protection of Assets

POLICY:

The Executive Director will not allow SSICS assets to be unprotected, inadequately maintained or unnecessarily risked. Assets include real property, human resources and reputation.

PROCEDURE:

The Executive Director will not:

1. Permit services and activities to operate without health and safety policies and procedures.
2. Operate without a risk management plan based on current information and conditions.
3. Fail to insure against theft, loss and damage to a reasonable amount.
4. Fail to insure against liability loss to Board Members, employees, volunteers, and the organization to a reasonable amount.
5. Fail to ensure that adequate maintenance of SSICS facilities and equipment is carried out.
6. Unnecessarily expose the organization, Board, employees or volunteers to claims of liability.



7. Compromise the public image or credibility of SSICS in ways that hinder the pursuit of its mission.

10.6 Executive Limitations - Finances

POLICY:

The Executive Director will not allow financial planning, activity and other conditions to exist where the financial stability of the organization is compromised, where expenses are not derived from sound planning, and where resources are expended on activities other than priorities consistent with the mission and strategic directions of SSICS.

PROCEDURE:

The Executive Director will not:

1. Operate without financial and administration policies.
2. Operate without a financial plan based on current information and conditions.
3. Fail to give credible projections of revenue, expenses, cash flow and financial planning assumptions.
4. Reduce the cash or cash equivalents at any time to a level less than the current liabilities.
5. Operate a program or project without a viable budget.
6. Use any long term reserves or restricted funds for anything other than their intended purpose.
7. Fail to pay wages, debts, government and tax remittances, and other such obligations in an accurate and timely manner.
8. Lease facilities or enter into other substantial multi-year contracts without board approval.
9. Enter into new banking or investment arrangements without board approval.
10. Acquire or dispose of property or major assets without board approval.
11. Make an unbudgeted expense of over \$1,000.00 without board approval.



10.7 Executive Limitations - Treatment of Staff and Persons Served

POLICY:

The Executive Director will not allow conditions, procedures or decisions which are unsafe, undignified, unfair or unnecessarily intrusive for employees, volunteers or people served.

PROCEDURE:

The Executive Director will not:

1. Permit service and activities to operate without service delivery policies and procedures.
2. Operate without personnel policies and procedures that clarify personnel rules for staff and volunteers, provide effective handling of grievances, and protect against wrongful dismissal.
3. Fail to provide appropriate accessibility and privacy in SSICS facilities.
4. Fail to inform people served of what may be expected and what may not be expected from the resources and services offered and their rights.
5. Elicit information from employees, volunteers or people served for which there is no clear necessity.
6. Use methods of collecting, storing and transmitting information that fail to protect against improper access to confidential information.
7. Discriminate against any employee or volunteer for raising concerns or a dissenting view on operational matters.

10.8 Executive Director Succession

POLICY:

The Executive Director will have an emergency succession plan in place in order to protect the Board from sudden loss of chief executive services.



PROCEDURE:

1. The succession plan will include the designation of at least one program director/manager who is kept duly informed regarding Executive Director and Board issues and processes, and access to current work plans, documents and other pertinent management information.
2. The succession plan will be communicated to the board on an annual basis.

11. Board Membership and Term

11.1 Appointment and Term

Board of Directors are elected for two year terms. Terms will be staggered in such a manner that not all board members will have terms expiring at the same time.

Board members may be appointed at any point in the year, but will then stand for election at the Annual General Meeting (AGM) following their appointment.

11.2 Board Members Related to Employees

POLICY:

A person who is directly related to a paid employee of the organization may not serve as a Board Member.

PROCEDURE:

1. Initial screening will determine whether any of the following relationships exist between the prospective board member and a current employee: spouse (including common law), sibling, parent or child (including step- and foster-).
2. In the event a person who is directly related to a board member becomes employed by the organization the Board Member may continue serving until the end of their term. During this period they will not participate in discussion or decisions affecting the employment status or conditions of their relative.



12. Officers

12.1 Chair

The Chair has primary responsibility for the effective governance of the association. The Chair coordinates the work and the overall planning and direction of the Board of Directors and has primary responsibility for liaising with the Executive Director.

Qualifications

The Chair should have served on the Board of Directors for at least two years and should have an understanding of the structure of the organization and of the rules of order and procedures for conducting board meetings.

Term

The Chair serves in that capacity for a one-year term, which may be renewed.

Responsibilities

- Ensures adherence to the Constitution and By-Laws
- Represents the organization at official functions
- Develops agendas for meetings, in consultation with the Executive Director and Board members
- Chairs Board meetings, the Annual General Meeting and Executive meetings
- Conducts effective Board meetings
- Encourages all members to participate in decision making
- Facilitates communication between the Board and the Executive Director
- Ensures that Directors are properly informed so that they can fulfill their responsibilities, make decisions and engage in planning
- Ensures that Directors are aware of their individual responsibilities and their legal liability
- Has signing authority on behalf of the association for financial and legal purposes

Requirements

- Commitment to the mission and principles of the organization
- Knowledge and skills in one or more of the following areas of board governance: policy, finance, programs and/or personnel



- Willing to serve on at least one committee
- A time commitment of at least 5-8 hours per month for meeting preparation, meeting attendance and liaison with the Executive Director

12.2 Vice Chair

The Vice Chair acts in a position of trust, assisting the Chair and assuming the responsibilities of the Chair in the Chair's absence.

Qualifications

The Vice Chair should have served on the Board of Directors for at least one year and should have an understanding of the organization and of the rules of order and procedures for conducting board meetings.

Term

The Vice Chair serves in that capacity for a one-year term, which may be renewed.

Responsibilities

- Works closely with the Chair
- Conducts meetings in the Chair's absence
- Serves as an active member of the Executive Committee
- Has signing authority on behalf of the association for financial and legal purposes

Requirements

- Commitment to the mission and principles of the organization
- Knowledge and skills in one or more of the following areas of Board governance: policy, finance, programs and/or personnel
- Willing to serve on at least one committee
- A time commitment of at least 4-5 hours per month for meeting preparation and meeting attendance

12.3 Secretary

The Secretary maintains a written recording of In Camera Board meetings and Executive Committee meetings.

Qualifications

Good communication and written skills

Term



The Secretary serves in that capacity for a one-year term, which may be renewed.

Responsibilities

- Ensures minutes and records are maintained for regular board meetings
- Prepares and maintains minutes and records for In Camera Board meetings and Executive meetings
- Ensures bylaw changes are updated and filed with the Registrar's office
- Has signing authority on behalf of the association for financial and legal purposes

Requirements

- Commitment to the mission and principles of the organization
- Knowledge and skills in one or more of the following areas of board governance: policy, finance, programs and/or personnel
- Attendance at Board meetings, Executive Committee meetings and the Annual General Meeting
- A time commitment of at least 4-5 hours per month for meeting attendance and preparation of In Camera and Executive meeting minutes

12.4 Treasurer

The Treasurer ensures responsible financial management of the Society by reviewing detailed financial reports and providing other Board members with clarifications on financial matters.

Qualifications

The Treasurer should have served on the Board of Directors for at least one year and have the ability to understand and interpret financial statements.

Term

The Treasurer serves in that capacity for a one-year term, which may be renewed.

Responsibilities

- Presents and interprets financial statements at meetings and presents the audited financial report at the Annual General Meeting



- Monitors accounting procedures and works closely with the Executive Director in managing the finances of the association
- Chairs the Finance Committee
- Has signing authority on behalf of the association for financial and legal purposes

Requirements

- Commitment to the mission and principles of the organization
- Knowledge and skills in the areas of finance and budgeting
- A time commitment of at least 4-5 hours per month for meeting attendance and review of financial documents.

13. Board Committees

13.1 Executive Committee

Between Board meetings the duties, responsibilities and authority of the Board of Directors are assumed by The Executive Committee, of which meetings are to be called on an as-needed basis.. The Executive Committee has the authority to make decisions for the Board on matters requiring immediate action between regular meetings. Such decisions are subject to ratification at the next regular meeting.

Membership

The Executive Committee will consist of the Chair, Vice-Chair, Treasurer, and Secretary and will be chaired by the Chair. The Executive Director is a non-voting member of the Executive Committee.

Responsibilities

- Acts for the Board of Directors on matters requiring immediate action

Reporting Relationship

The Executive Committee reports to the Board of Directors.

13.2 Finance Committee

The Finance Committee is responsible to the Board of Directors for financial planning and financial sustainability matters.



Membership

The Finance Committee will consist of the Treasurer and one or more other Board members, and will be chaired by the Treasurer. The Board Chair may elect to, or be delegated to participate in the committee at times. The Executive Director is a non-voting member of the Finance Committee.

Responsibilities

- Reviews and approves annual budget for recommendation to the Board
- Monitors financial performance based on the annual budget
- Provides assistance to the Executive Director to identify strategies for securing funding
- Reviews fiscal audit annually and presents audit at the Annual General Meeting

Reporting Relationship

The Finance Committee reports and makes recommendations to the Board.

13.3 Board Recruitment Committee

The Board Recruitment Committee is responsible for the recruitment, orientation and professional development of Directors.

Membership

The Board Recruitment Committee will consist of three members appointed by the Board. The committee will have a Chair selected by the members. The Board Chair may elect to, or be delegated to participate in the committee at times. The Executive Director is a non-voting member of the Board Recruitment and Orientation Committee.

Responsibilities

- Seeks out potential Board members using the Recruitment Process described below
- Meets with prospective Board members and makes recommendations to the Board of Directors on approval of new members
- Ensures that nominees are properly informed of duties and obligations so that they can fulfill Board responsibilities, and are given effective orientation to the working of Community Services



Reporting Relationship

The Board Recruitment Committee will report and make recommendations to the Board of Directors.

Recruitment Philosophy

The Board of Directors should recruit new Directors who can respond to the growing and changing needs of the organization. While recruitment for the Board of Directors is the responsibility of all board members, the Recruitment Committee oversees the process of seeking out new Board members.

The characteristics and skills to be sought in a Board member are the following:

Integrity; efficiency; confident communication; compassion; interest in ensuring the health, safety and well-being of our community; aptitude for working as part of a team; willingness to commit time for Board work and committee assignments; inter-personal skills; specific skills that can contribute to the Board's work; willingness to abide by the Board Member's Code of Conduct; interest in activities of governance – not micro-management.

Care will be made to determine if a conflict of interest exists when a prospective board member is receiving, or has received, services from the organization in the recent past.

Recruitment Process

- 1) Any community member may at any time approach the Board or be approached by a Board member in order to be considered for a Board position. Then:
 - the Recruitment Committee will meet with the candidate
 - the potential candidate will provide a letter of intent to the Recruitment Committee, stating their interest and background
 - the potential candidate will become a member of the Society (\$1)
 - the potential candidate will provide the names of two local references
 - the Recruitment Committee will do reference checks
- 2) The candidate will meet jointly with a representative of the



Recruitment Committee and the Executive Director for orientation to the organization's programs and facilities. The candidate will be given copies of the SSICS Policies and Procedures manual, By Laws and Constitution manual, and the most recent Annual Report to read.

- 3) The candidate attends the public portion of a Board meeting as a guest.
- 4) At the in-camera session, the appropriateness of the candidate's appointment will be fully discussed. If consensus is reached, the candidate will be contacted by the Recruitment Committee and offered a seat on the Board. If the candidate accepts, the appointment will be formally made at the beginning of the next Board meeting.
- 5) The candidate will be asked for a copy of a recent (within the last 5 years) Criminal Record Check.
- 6) The candidate will sign 3 documents: Code of Conduct, Confidentiality Agreement, and Conflict of Interest Disclosure.
- 7) The candidate will be given a copy of Great Boards Plain & Simple and access to the Board section of the website.
- 8) The candidate will participate in a tour of the organization's sites.

13.4 Ad Hoc Committees

Ad Hoc Committees will be formed as needed to deal with specific purposes or situations. Ad Hoc Committees will be made up of current Board members appointed by the Board. However, the Board may appoint members of the community to Ad Hoc Committees as they see fit. Ad Hoc Committees act in an advisory capacity, making recommendations to the Board for approval and action. Minutes will be kept of all Ad Hoc Committee meetings and will be reported on at Board meetings.



Ad Hoc Committees will be formed by a motion of the board including:

- a) Purpose of the committee
- b) Membership
- c) Responsibilities
- d) Length of term if less than one year

Ad hoc committees and appointments to the committee will be for specific time limits not to exceed one year. A review by the board may end or extend the committee and/or the appointment of member(s).

The committee will have a Chair selected by the members. The Board Chair may elect to, or be delegated to participate in the committee at times. The Executive Director is a non-voting member of Ad Hoc Committees.

14. Meetings of the Board

The Board of Directors shall hold Regular Meetings, Special Meetings, Committee Meetings and an Annual General Meeting to conduct business.

- Regular Board meetings will occur on a monthly basis, no fewer than ten times per year. If a meeting date, time or location is to be changed all Members will be given reasonable notification to allow for their attendance
- Meetings will be attended by all Board members in good standing. If necessary, members may attend via electronic communication methods such as Skype, FaceTime, or on speakerphone, and such attendance will be included in the numbers required for a quorum. Guests may be invited to meetings as appropriate.
- The publication *Great Boards, Plain and Simple* will be the main reference used for Board proceedings.
- Committee meetings and special meetings may be called as needed. Members must be provided with reasonable notification of such meetings
- Minutes shall be kept of all regular Board meetings, committee meetings and special meetings. A copy of all minutes will be kept in a secure location in the SSICS Society office. Copies of minutes will be



distributed to all Board members. See Policy 5.5 for access to minutes by others.

- A slate of Directors nominated by the Recruitment Committee will be presented for election at an Annual General Meeting. Additional nominations from the floor will not be accepted at an Annual General Meeting. However, any expression of interest in the Board will be accepted at the Annual General Meeting or throughout the year, for follow-up by the Recruitment Committee. See Policy 13.3 Recruitment.

15. Board Orientation

Members of the Board of Directors will meet after the Annual General Meeting, or after their interim appointment for Board orientation – to be organized by the Recruitment Committee. The purpose of this orientation is to:

- Review the Directors responsibilities
- Provide or update Directors with relevant information about the organization
- Build a working relationship among Directors that promotes cooperation, commitment and a unified Board of Directors

The orientation will include:

- Introduction to Directors and staff
- Overview of the Constitution and By-laws, mission, principles,
- Overview of history, programs and organizational structure
- Review of the Governance Manual
- Overview of the budget, finances and funding sources
- Roles and responsibilities of Directors and Board positions
- Review of the Code of Conduct
- Explanation of Directors' legal liability
- Overview of the strategic plan for the next fiscal year

16. Board Evaluation

An evaluation of the performance of the Board of Directors will be conducted on an annual basis. This is the responsibility of the Executive Committee or may be delegated to an Ad Hoc Committee, as determined by the Board.



The evaluation should include:

- A self-evaluation of individual Directors
- An evaluation of the Board as a whole
- Identification of areas of strength and areas needing improvement
- Developing and following through on improvement strategies
- A means of determining additional skills needed on the Board of Directors