



Board Policy Manual

Revised July 2018

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An Introduction to the Caledon Community Services' Policy Governance Model

A brief overview of the Policy Governance Model adopted by Caledon Community Services (CCS or the Organization) is provided here. For those Board members who wish a fuller understanding of policy governance, we encourage you to read one or more of John Carver's books including *Boards that Make a Difference* and *Reinventing Your Board*.

A. Governance is a distinct form of leadership

While much has been thought and written about management, little attention is often given to governance. An organization's governing body is the ultimate authority within an organization, and it forms the bridge between the internal workings of CCS and the external world within which it operates and to which it is accountable.

B. Our philosophy of governance

CCS has adopted a Modified Policy Governance approach to governance. The benefits of this approach are as follows: (a) it provides tremendous clarity in understanding the distinct yet integrated roles of Board and the CEO (b) it orients Board's energy towards the accomplishment of the mission and mandate of CCS and away from operations (c) it establishes a manageable workload for Board members.

It has long been said that governing bodies should stick to making policy and leave administration to managers. Policy Governance, as its name implies, is about governing by policy, policies that are specifically designed to guide decision making at a governance level. It has also long been said that governing bodies should be (a) more involved and (b) more arms length. We believe that the truth is that the CCS Board should be more involved in some things and less involved in others.

The Modified Policy Governance model understands the Board's role as follows:

The Board's role on behalf of our stakeholders is to see to it that CCS achieves what it should and avoids what is unacceptable.

1. **Board's role.** It is the Board's responsibility to govern and it has the authority to do so. Individual Board members do not have this responsibility or authority. That is, whatever authority is held by the Board is held by the Board as a group. Hence the CEO is bound by what the full Board says but never by what any individual Board member says. An effective governing body never holds the CEO accountable for any criteria except those expressed officially by the full group and never holds him accountable for keeping Board members happy as individuals.
2. **On behalf of our stakeholders.** The Board, as a whole, holds the organization in trusteeship on behalf of a larger group . in our case, our many and varied stakeholders. Therefore, the Board must clearly identify who that larger group is and ensure that the organization achieves what that group wants it to achieve. Finding ways

to be in some form of communication with this group, about the organization's Ends policies, is a major objective of policy governance.

3. **To see to it.** Seeing to it implies a commitment to assure, not simply to hope that things come out right. Seeing to it that things come out right has three steps: First, the Board must describe **right**, that is, the criteria that would signify success as articulated in its policies. Second the Board must hold someone accountable for reaching these criteria. This is typically the CEO, which allows performance to be focused on one individual even though many individuals may be involved. Third, the Board must systematically and rigorously check to see if criteria are being met, that is, the Board must monitor performance at appropriate intervals.
4. **Achieves what it should.** What should any organization achieve? This is the most important aspect of instructing the CEO. The only achievement that justifies organizational existence is that which causes sufficient benefits for the right recipients to be worth the cost. What good is CCS to accomplish for whom, at what cost or relative worth? That is, what **ends** do we want achieved?
5. **Avoids what is unacceptable.** Putting the Board's emphasis on **ends** is a powerful tactic for Board leadership, but the Board cannot forget that it is accountable for the **means** as well. **Means** include not only practices and methods, but situations and conduct as well. Concerning itself with means, however, is ordinarily an opening for governing bodies to become entangled in operational details. It is a dilemma: on the one hand, governing bodies are accountable for staff practices and situations, yet dealing with them directly is not appropriate for the Board. Policy Governance offers an appropriate way for the Board to deal with this dilemma: the Board can simply state what means are unacceptable, then get out of the way except to require data (in order to monitor) that the boundaries thus set are being observed. As counter-intuitive as this approach sounds, it works magically. The Board can enumerate the situations, circumstances, practices, activities, conduct, and methods that are off-limits, that is, outside the authority granted to the CEO. For most governing bodies this can be done in a series of policies dealing with staff treatment, financial management, compensation, asset protection, and a few other areas of legitimate Board concern. These proscriptions avoid telling the CEO how to manage but do tell him how not to manage. Although verbally phrased in an intentionally negative or limiting way (to avoid a governing body's tendency to slip back into prescribing means) this approach is psychologically quite positive. The message to the CEO is, with regard to operational means, **Board has not said you can't, you can.**

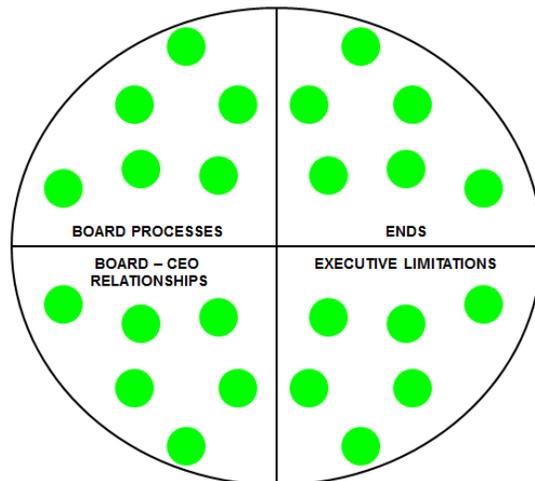
C. The Policy Categories

To fulfill Board leadership consistent with a modified policy governance approach, the Board produces four categories of policies:

1. **Ends policies:** Which answer the questions: What programs and services does CCS produce/provide, for which people and at what cost?
2. **Governance processes:** Policies that prescribe how the Board itself will operate. This is the Board's definition of and rules for its own job.
3. **Board-CEO Relationship:** Policies that delineate the manner in which governance is linked to management.
4. **CEO Limitations:** Policies that limit the CEO's authority about methods, practices, situations and conduct in achieving the ends (always expressed in the negative e.g. "The CEO shall not fail to" or "The CEO may not")

When Board policies are created within the Policy Governance approach, it requires only a very few to be able to govern even a complex organization such as CCS. These policies, combined with CCS by-laws, form the basis for virtually all Board decisions.

Budgets, short and long range plans, personnel practices and all other operational and programmatic decisions and activities are created by staff from these policies.

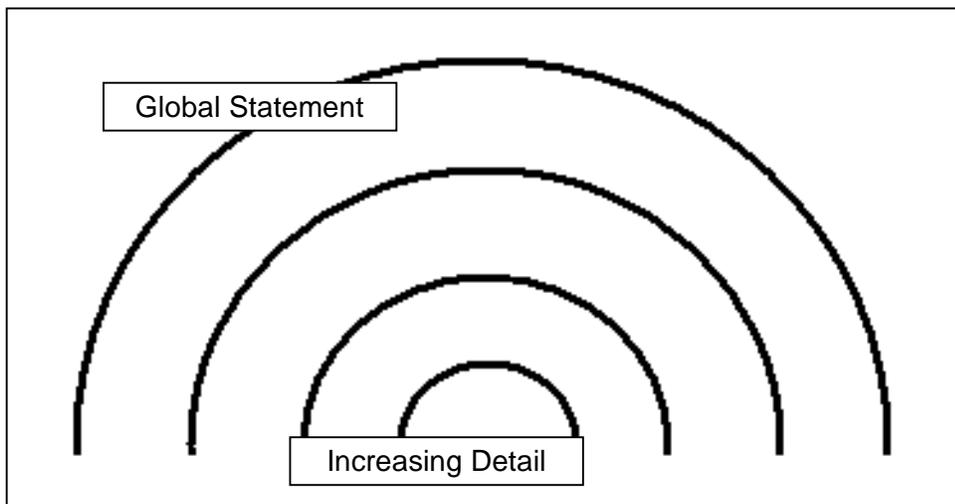


D. The Policy Design

Within policy governance, policies are designed in a very distinct way. In each policy category, the Board starts with a statement that expresses its broadest values, and then moves down level by level to express itself more specifically.

Once the Board feels it has said enough, the CEO is free to act on any reasonable interpretation of the Board's Ends and CEO Limitations policies and the Chair is free to act on any reasonable interpretation of the Board's Governance Process and Board-CEO Relations policies.

This form of policy design ensures a) that there is no area of operation about which the Board has been completely silent and b) that the Board's role and the CEO's role are clearly delineated.



E. Policy Monitoring

It is a fundamental tenet of Policy Governance that the Board can only be truly accountable if it is monitoring the implementation of its policies. This can be done by whatever method (Report by the CEO, direct Board inspection, or external audit) and at whatever frequency (annually, quarterly or monthly) the Board dictates in its policy.

F. Living the Policy

With Policy Governance, the Board's policies are kept alive and current because the Board resolves issues and makes decisions by looking at its policies. If they find that they have not already said enough, or they have not said what they now want to say, they change the policy and therefore change their expectations of the CEO or themselves for the future.

G. Why has CCS adopted a Modified Policy Governance approach to governance?

• because it is an efficient way to focus Board activity and will position CCS for CARF accreditation.

The Board is ultimately accountable for everything CCS does or does not do - yet has a limited amount of time available to fulfill that responsibility. A Modified Policy Governance Model

provides a set of principles and an operating framework for efficiency of Board effort and a focus on organizational results.



Policy Type: Ends
Policy Title: Mission/Purpose
Reference: E1
Date prepared/revised: September 2014 (revised)

Caledon Community Services strategic plan is a measured and thoughtful response to the needs of a growing community. To respond to emerging needs and opportunities, the Board of Directors, staff and volunteers must ensure that the Strategic Plan remains dynamic and relevant.

Management, staff and volunteers will implement this plan, always remaining mindful of CCSq vision: ~~%~~ Healthy, engaged, compassionate community for all+

Mission . To help people help themselves by working creatively and responding to community needs.

Values

1. Leadership . We commit to continuous improvement.
2. Integrity . We act responsibly, honestly and ethically in all we do.
3. Responsiveness . We anticipate and act on emerging community needs.
4. Inclusiveness . We celebrate and respect the diversity of our community by promoting equitable access to services and opportunities.
5. Innovation . We will not shy away from adopting untried ideas and methods to address complex community needs.
6. Partnership . We collaborate to advance shared and individual interests.



Policy Type: Ends
Policy Title: Priorities
Reference: E2
Date prepared/revised: August 2014 (revised)

Our strategic priorities build the basis for our ends policies. The Governance and Nominating Committee will make sure that each priority identified clearly ties back to meeting the vision and mission of CCS.

The creation of the 2014-2017 Strategic Plan was a collaborative process led by the Board of Directors, who assembled a leadership group consisting of board members, volunteers and agency staff. Over several months, this group went through a series of steps which culminated in the development and approval of a three-year plan that will guide the agency's work every day through to March 31, 2017.

Establishing the Priorities:

- Our Mission, Vision and Values were reviewed;
- An assessment of past strategic priorities was completed;
- An environmental scan was conducted;
- A SWOT (Strengths, Weaknesses, Opportunities and Threats) analysis generated important data;
- A survey was sent out and completed by a myriad CCS stakeholders about awareness and use of our agency's services, human service challenges facing the Caledon community and community service needs;
- Interviews were conducted with CCS staff teams;
- Feedback received from community members, volunteers, donors, funders, collaborative partners, service providers, students, clients and staff were all critical to the development of our strategic plan.

The following three strategic priorities were approved by the Board of Directors and then unveiled to the public at its AGM on June 17, 2014.

1) Strategic Priority: Community Engagement - Commitment to collaboration that results in community leadership.

Goals:

1. Develop and execute a partnership strategy that promotes leadership within the community in all of CCS's programs and operations.
2. Recruit and retain volunteer leaders, representative of the community's demographics and the full scope of CCS's services.

3. Increase the Caledon Community's awareness of all CCS programs and services.

2) Strategic Priority: Program Access - Commitment to cultivate the ways and means to use community resources.

Goals:

1. Advocate for and develop transportation options that provide increased access to programs and services.
2. Enhance programs and services to respond to identified gaps and needs.
3. Increase program efficiencies that support access to services.

3) Strategic Priority: Operational Excellence - Commitment to quality resulting in sustainability and growth.

Goals:

1. Develop and execute a professional development plan for Board, Staff and Volunteers.
2. Develop and execute an Information Communications Technology (ICT) strategy.
3. Develop and execute a Staff retention plan.
4. Achieve the standards of CARF Accrediting body.
5. Implement Goldcare Integration plan that supports centralization of information.



Policy Type: Governance Process
Policy Title: Global Governance Commitment
Reference: GP1
Date prepared/revised: July 2013

On behalf of all stakeholders, the purpose of the Board is to see to it that CCS achieves outstanding results for its investments and avoids unacceptable actions and situations.



Policy Type: Governance Process
Policy Title: Board-Community Linkage
Reference: GP2
Date prepared/revised: July 2013

The Board recognizes its accountability to its stakeholders for whom the organization exists to benefit. It is to all stakeholders in the Caledon community that the Board holds itself accountable and from the Corporations Act that the Board obtains its authority.

The Board-Community linkage is sustained through the critical roles assumed by Board members. These include:

1. Supporting the vision and mission of the Organization within the bounds of good governance and doing so with performance that is aligned with the Organization's values.
2. Sharing information with stakeholders.
3. Identifying opportunities to gather information to share with Board colleagues to assist in policy development.



Policy Type: Governance Process
Policy Title: Governing Style
Reference: GP3
Date prepared/revised: July 2013

The Board will govern with an emphasis on:

- Strategic/Policy leadership rather than administrative detail
- Evidence-based decision-making
- Accountability
- Clear distinction of Board and CEO roles
- Encouragement of diversity in viewpoints
- Collective rather than individual decisions, and
- Being proactive rather than reactive

Accordingly,

1. The Board will cultivate a sense of group responsibility.
 - a. Board will allow no officer, individual or committee of the Board to constrain it from fulfilling Board commitments.
2. The Board, not the CEO, will be responsible for excellence in governance.
3. The Board will establish policy.
4. The Board will govern, direct and inspire CCS through the careful establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided.
5. The Board's policy focus will be on the intended long-term effects of the organization, not on the administrative or program means used to attain those effects.
6. The Board will enforce upon itself whatever requirements are needed to govern with excellence.
7. Ongoing Board development will include orientation of new Board members in Board's governance processes.
8. The Board will monitor and discuss its own processes and performance at regular intervals, including at its Board meetings as appropriate.



Policy Type: Governance Process
Policy Title: Board Role Description
Reference: GP4
Date prepared/revised: July 2013

The role of the Board is to determine and demand appropriate organizational performance.

Accordingly,

1. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision:
 - a. **Ends:** CCSqprograms and activities, its role in the community, the benefits provided, outcomes and their relative worth;
 - b. **CEO Limitations:** Constraints on CEO authority that establish the boundaries of prudence and ethics within which all CEO activity and decisions must take place;
 - c. **Governance Process:** Specification of how the Board conceives, carries out and monitors its own task;
 - d. **Board-CEO Linkage:** How power is delegated and its proper use monitored; the CEO's role, authority and accountability.
2. The Board will evaluate the CEO's performance against Ends and CEO Limitations policies.



Policy Type: Governance Process
Policy Title: Chair's Role
Reference: GP5
Date prepared/revised: Revised March 2018

The Chair ensures the integrity of the Board's process and, where appropriate, represents the Board to outside parties.

Term: Two years, renewable once, for a 4 year maximum; then as the out-going Board Chair will continue to serve another 1-year term on the Board Executive.

Accordingly,

1. The result of the Chair's work is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization, including:
 - a. Meeting discussion content will be only those issues which, according to Board policy, are appropriate for the Board to deliberate;
 - b. Deliberation will be fair, open and thorough, but also timely, orderly and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO Linkage, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions of these policies. Therefore,
 - a. The Chair is empowered to chair Board and Executive Committee meetings, with all the commonly accepted power of those positions (e.g. rulings, recognition);
 - b. The Chair has no authority to make decisions about policies created by the Board within Ends and CEO Limitations policy areas and, therefore, the Chair has no independent authority to supervise or direct the CEO;
 - c. The Chair will represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations (within the area delegated to him or her);
 - d. The Chair may delegate this authority, but remains accountable for its use;
 - e. The Chair of the Board, together with the Executive Committee, will convene an Ad-Hoc Committee to recruit and nominate candidates for the position of CEO.



Policy Type: Governance Process
Policy Title: Vice-Chair's Role
Reference: GP6
Date prepared/revised: Revised February 2018

The Vice-Chair is vested with all the powers and performs the duties of the Chair in the absence or inability of the Chair to act. In such instances, s/he ensures the integrity of the Board's process, and where appropriate, represents the Board to outside parties. In addition, the Vice Chair performs regular supportive duties.

Term: Two years, renewable once, for a 4 year maximum

Reports to:

- Chair of the Board

Accordingly,

1. The Vice-Chair acts as an officer of the Organization and is a member of the Executive Committee of the Board.
2. The authority of the Vice-Chair consists in advising the Chair in decision-making that falls within topics covered by Board policies on Governance Process and Board-CEO Linkage.
3. As requested by the Chair, the Vice-Chair may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations (within the area delegated to him or her).
4. As requested by the Chair, the Vice-Chair may perform other such duties as assigned to him/her by the Board.



Policy Type:	Governance Process
Policy Title:	Treasurer's Role
Reference:	GP7
Date prepared/revised:	March 2017 (revised); Revised February 2018

Beyond the responsibilities of a Board Director, the Treasurer also provides oversight to ensure the organization remains fiscally responsible and provides financial advice to the Board on such related matters. The Treasurer provides strategic direction and stewardship enabling management (CEO and Director F&I) to run the day-to-day operations of the organization.

Term: Two years, renewable once, for a 4 year maximum

Reports to:

- Chair of the Board

Accordingly, the Treasurer

1. Attends Board meetings.
2. Chairs the Finance and Audit Committee.
3. Ensures that the Terms of Reference of the Committee are updated as required.
4. Serves as a Financial Officer of the organization.
5. Manages the Board's monthly review of and action items related to the Board's financial responsibilities.
6. Works with the Chief Executive Officer (CEO) and the Director, Finance and Infrastructure (Director F&I) to ensure that appropriate financial reports are made available to the Board on a timely basis.
7. Assists the CEO and the Director F&I by reviewing the annual budget; presents the budget to the Board for approval.
8. Reviews the annual audit and answers Board members' questions about the audit.
9. Brings forward a recommendation to the Board when necessary to appoint an appropriate auditor.
10. Ensures that the CEO and the Director F&I comply with all legal reporting and other matters of finance that are requirements of an incorporated organization and a registered charity.
11. Is responsible for reporting to the Board on the financial status of the Corporation and is instrumental in developing and monitoring fiscal policies that ensure:
 - a. Maximum protection for the funds received by the Corporation;
 - b. Full and accurate accounts of all receipts and disbursements of the Corporation are kept;

- c. All monies or other valuable effects are deposited in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;
- d. Funds of the Corporation are disbursed under the direction of the Board, taking proper vouchers therefore and shall render to the Board, whenever required of him/her, an account of all such transactions as Treasurer and of the financial position of the Corporation;
- e. Appropriate and accepted accounting practices are utilized by the Corporation.

Revised February 2018 Term up from one year

Revised: March 2017 Title change of CFOO to Director Finance and Infrastructure (Director F&I)



Policy Type: Governance Process
Policy Title: Secretary's Role
Reference: GP8
Date prepared/revised: Revised February 2018

Term: Two years, renewable once, for a 4 year maximum

Reports to:

- Chair of the Board

Accordingly, the Secretary shall

1. Give notice of all meetings of members and of the Board, including the Annual General meeting.
2. Ensure the timely collection and distribution of all relevant material to the Board prior to each meeting to assist the Board in preparation for their meeting.
3. Act as recording secretary of all meetings of the Board unless otherwise directed by the Board.
4. Keep a correct record of the proceedings and transactions of all meetings.
5. Attend to correspondence as required.
6. Ensure that all required reports are prepared and filed as required under any statute or regulation of the Province of Ontario.
7. Be the custodian of all minute books, documents, and registers of the Corporation required to be maintained by law.
8. Be the custodian of the seal of the Corporation.
9. Sign such documents as require his/her signature.
10. Have such other powers and duties as from time to time be assigned to him/her by the Board or as are incidental to his/her office.



Policy Type: Governance Process
Policy Title: Executive Committee Role
Reference: GP 9
Date prepared/revised: November 2014 (revised); Revised February 2018

Term: Two years, renewable once, for a 4 year maximum

Reports to:

- The Board

The Executive Committee is responsible for:

1. Conducting business between meetings, on behalf of the Board, with the exception of making, amending or revoking a regulation or By-law. In particular, the work of the executive Committee enhances the effectiveness of the Board by assisting in the development of Board agendas to reflect Board priorities.
2. Supports the Governance Committee of the Board by making recommendations to the Board with respect to:
 - a. Maintaining the integrity of CCSqgovernance structure and adherence to governance policies;
 - b. Maintaining an annual Board evaluation process;
 - c. Assist the Governance and Nominating Committee in recruiting new Board members by assisting with interviews where invited by the Governance and Nominating Committee to do so;
 - d. Provide oversight to the annual review of the Strategic Plan in an effort to ensure that the Board is aware of emerging needs of the community and CCSq ability to meet these needs;
 - e. Undertake the annual performance review of the CEO (along with the Committee Chairs), including contract (re)negotiation as per policy CEL5;
 - f. Assist in the CEO selection process, when required;
 - g. Assist the Governance and Nominating Committee to conduct Board exit interviews;
 - h. Conduct staff exit interviews, if required, based on policy EL3;
 - i. Act as a mediator in the event of a dispute between the Board Chair, a Board member and/or the CEO;
 - j. Special projects as designated by the Board.



Policy Type:	Governance Process
Policy Title:	Board Member's Role and Code of Conduct
Reference:	GP10
Date prepared/revised:	August 2014 (revised)

Board members make decisions in the interest of CCS's stakeholders. The Board commits itself and requires its individual Board members to lawful conduct and commonly accepted business and professional ethics, including proper decorum and use of authority, when acting as Board members.

Accordingly,

1. Board members will serve on the Board and at least one standing committee of their choice to which they are appointed.
2. Board members will contribute constructively to Board and Committee meetings, in part by reviewing all material in advance, attending meetings with their inquiries in mind and by developing and maintaining knowledge of issues facing the Board.
3. Board members will publicly support all of the decisions taken by the Board.
4. Board members must represent unconflicted loyalty to the interests of CCS. This accountability supersedes any conflicting loyalty to any specific interest group and/or membership on any other governing board. It also supersedes the personal interests of any Board member.
5. Board members must avoid conflict of interest with respect to their fiduciary responsibilities.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Organization except as procedurally controlled to ensure openness, competitive opportunity, and equal access to inside information.
 - b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that Board member will absent him or herself without comment not only from the vote, but also from the deliberation.
 - c. Board members may not use their positions to obtain employment, with the Organization or its agents, for themselves, family members or close associates.
 - d. Board members will annually disclose their involvement with other organizations that might produce a conflict or perceived conflict.
 - e. Should a Board member wish to be considered for employment with the Organization he/she must resign from the Board.

6. Board members cannot exercise individual authority over the Organization.
 - a. Board members' interactions with the CEO or with staff must recognize the lack of authority vested in an individual Board member except when explicitly Board-authorized.
 - b. Similarly, Board members' interactions with the public, press or other entities must recognize the same limitations.
7. Board members will respect the confidentiality inherent in their role. (See GP16)
8. The Board will disqualify a member from sitting on the Board if the member fails to meet the criteria outlined in the Organization's By-Laws and/or policies (By-law 4.02).
9. Board of Directors are expected to govern their conduct and behaviour in a manner consistent with CCS's vision, mission and values. This promotes an environment of professionalism, safety, confidentiality and respect. Conduct that is deemed to compromise CCS's standards of service and professionalism, either in its workplaces or the community, is unacceptable and will be dealt with immediately.
10. Board Members are expected to follow rules of conduct that will protect the interest and safety of all volunteers, staff and stakeholders.
11. All Directors have a duty to treat members of the public, one another, volunteers and staff respectfully and without abuse, bullying or intimidation, and to ensure that the CCS work environment is free from discrimination and harassment. To this end, the Ontario Human Rights Code is the benchmark to which CCS aspires.
12. Failure to adhere to the CCS conduct guidelines may result in a temporary suspension from Board responsibilities or to termination of Board service as per the procedures set out in Section 4.08 of the CCS Bylaws.



Policy Type: Governance Process
Policy Title: Non-Board Committee Members' Role and Code of Conduct
Reference: GP11
Date prepared/revised: August 2014 (revised)

Non-Board Committee members contribute to decisions that are made in the interest of CCSq stakeholders. The Board commits itself and requires its individual Board members as well as non-board committee members to lawful conduct and commonly accepted business and professional ethics, including proper decorum and use of authority, when conducting Board or committee business.

Accordingly,

1. Non-Board Committee members will serve on the committee to which they are appointed.
2. Non-Board committee members will contribute constructively to Committee meetings, in part by reviewing all material in advance and by developing and maintaining knowledge of issues facing the Committee.
3. Non-Board committee members will publicly support all of the decisions taken by the Committee.
4. Non-Board Committee members must represent unconflicted loyalty to the interests of the Organization i.e. CCS. This accountability supersedes any conflicting loyalty to any specific interest group and membership on any other governing board or committee. It also supersedes the personal interests of any Non-Board committee member.
5. Non-Board committee members must avoid conflict of interest with respect to their fiduciary responsibilities.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board or committee member and the Organization except as procedurally controlled to ensure openness, competitive opportunity, and equal access to inside information.
 - b. When the Committee is to decide upon an issue about which a non-Board Committee member has an unavoidable conflict of interest, that member will absent him or herself without comment not only from the vote, but also from the deliberation.
 - c. Non-Board committee members may not use their positions to obtain employment with the Organization or its agents for themselves, family members or close associates.

- d. Non-Board Committee members will annually disclose their involvement with other organizations that might produce a conflict or perceived conflict.
6. Non-Board Committee members cannot exercise individual authority over the organization.
 - a. Non-Board members' interactions with the CEO or with staff must recognize the lack of authority vested in an individual Committee member except when explicitly authorized.
 - b. Similarly, Non-Board Committee members' interactions with the public, press or other entities must recognize the same limitations.
7. Non-Board committee members will respect the confidentiality inherent in their role. (See GP16)
8. Non-Board Committee members are expected to govern their conduct and behaviour in a manner consistent with CCS's vision, mission and values. This promotes an environment of professionalism, safety, confidentiality and respect. Conduct that is deemed to compromise CCS's standards of service and professionalism, either in its workplaces or the community, is unacceptable and will be dealt with immediately.
9. Non-Board Committee members are expected to follow rules of conduct that will protect the interest and safety of all volunteers, staff and stakeholders.
10. All Non-Board Committee members have a duty to treat members of the public, one another, volunteers and staff respectfully and without abuse, bullying or intimidation, and to ensure that the CCS work environment is free from discrimination and harassment. To this end, the Ontario Human Rights Code is the benchmark to which CCS aspires.
11. Failure to adhere to the CCS conduct guidelines may result in a temporary suspension or termination from Committee responsibilities.



Policy Type: Governance Process
Policy Title: Committee Chairperson's Role
Reference: GP12
Date prepared/revised: Revised February 2018

The Committee Chairperson of standing or ad-hoc committees ensures the integrity of the Committee's process.

Accordingly,

1. The result of the Committee Chairperson's work is that the Committee behaves consistently with its own rules and those legitimately imposed upon it from the Board, including:
 - a. Meeting discussion content will be only those issues which, according to Board policy, are appropriate for the Committee to deliberate;
 - b. Deliberation will be fair, open and thorough, but also timely, orderly and kept to the point.
2. The authority of the Committee Chairperson consists in making decisions that fall within topics delegated to the Committee to discuss. Therefore,
 - a. The Committee Chairperson is empowered to chair Committee meetings, with all the commonly accepted power of that position (e.g. rulings, recognition);
 - b. The Committee Chairperson has no authority to make decisions about policies created by the Board, and therefore, the Committee Chairperson has no authority to supervise or direct the CEO;
 - c. The Committee Chairperson may delegate his/her authority as chairperson, but remains accountable for its use.
3. Committee Chairs will commit to two-year terms, renewable once for a 4 year maximum.

Revised: February 2018 . (Added #3 term limits)



Policy Type: Governance Process
Policy Title: Board Committee Principles
Reference: GP13
Date prepared/revised: July 2013

Board Committees are assigned to undertake work on behalf of the Board. The Board remains accountable for the work of each committee.

Accordingly,

1. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will not have dealings with staff operations, unless approved by the Board Chair and CEO. For example, the Treasurer may work closely with the CEO/CFOO on occasion in the preparation of financial documents for the Board.
2. Board committees may not speak or act for the Board except when formally given such authority for a specific and time limited purpose. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff. Because the CEO works for the full Board, he will not be required to obtain approval of a Board Committee before he takes action.
4. Ad hoc committees of the Board:
 - a. Will include at least one Board member;
 - b. May include in their composition, individuals who are not currently on the Board;
 - c. Will receive written terms of reference approved by the Board; and
 - d. Will be disbanded once they have completed the specific tasks assigned to them.
5. This policy applies to any group that is formed by Board action, whether or not it is called a %Committee.+



Policy Type: Governance Process
Policy Title: Terms of Reference . Governance and Nominating Committee
Reference: GP13a
Date prepared/revised: November 2014 (revised)

COMMITTEE MEMBERS: Committee Chair . Selected by the Chair of the Board
Committee consists of a minimum of five Board members.
The Chair can invite others, Board and/or non-Board individuals,
to sit on the Committee or to participate on an ad hoc basis.

PURPOSE

The purpose of the Governance and Nominating Committee (hereafter referred to as Governance Committee) is to ensure that the Board fulfills its strategic, legal, ethical, and functional responsibilities through adequate governance policy development, Board recruitment strategies, training programs, monitoring of Board activities, and reporting on Board performance.

COMMITTEE DUTIES AND RESPONSIBILITIES

The Governance Committee will ensure that the Board of Directors is able to govern the organization effectively through:

1. Creation of governance policies and procedures;
2. Recruiting and nominating suitable Board members of CCS;
3. Providing orientation and training programs for Board members,
4. Reporting on the performance of individual members and the Board as a whole;
5. Accountability.

1) Governance Policy Development

The Governance Committee will ensure that policies are created and periodically reviewed which define:

1. The roles and responsibilities of the Board
2. Duties and responsibilities of Directors and officers;
3. Conflict of interest procedures;
4. Procedures for nomination, selection, and removal of Directors and the CEO of CCS.

2) Recruitment & Selection

The Governance Committee will ensure that:

1. The Board does not fall below the number of Directors required by the bylaws;
2. Directors appointed to the Board understand and agree with the mission of the organization and the code of ethics for Directors;
3. Directors appointed to the Board understand and agree to the time commitment and participation requirements of Board members;

4. Elections and appointments to the Board comply with bylaws and other legal requirements;

3) Education

The Governance Committee will assist Directors to become more knowledgeable of CCS so that they can better participate in the various discussions of the Board, such as:

1. The organization's mission, goals, objectives, programs and services;
2. The organization's budget and financial statements;
3. The roles, duties and responsibilities of the Board, committees, individual Directors, and the CEO.

4) Evaluation

The Governance Committee will report on the activities, outcomes and results of the Board and Committees, as may be from time to time requested by the Chair.

5) Accountability

The Governance Committee is accountable to the Board of Directors for the following tasks:

1. Annual assessment of the Board's strengths and weaknesses;
2. Plan continuing education for the Board including individual members as required
3. Ongoing recruitment of members who can augment the strengths and build on the weaknesses of the agency;
4. Offer training, coaching, and mentoring for Directors to develop their own skills as Board members;
5. Monitoring any attendance concerns of Board members
6. Drafting governance policies and amendments to the by-laws for Board's consideration;
7. Keeping records of recruitment history: names suggested, who approached, what happened, etc.;
8. Producing and keeping current, documents needed for recruitment efforts.

REPORTING PROCEDURES/SCHEDULE

Minutes will be taken of all meetings and be available to all Committee members, the Chair of the Board and the Chief Executive Officer. The Governance Committee reports to the Board monthly.

QUORUM FOR MEETINGS

Fifty percent of the existing committee members will form a quorum. Decisions will, whenever possible, be consensus-based. Should a vote be required, the Chair will vote along with all other members.

PROJECTED SCHEDULE OF MEETINGS

The Governance Committee will meet as required, but not less than twice annually.



Policy Type: Governance Process
Policy Title: Terms of Reference . Finance and Audit Committee
Reference: GP13b
Date prepared/revised: March 2017 (revised)

COMMITTEE MEMBERS: Board Treasurer is Committee Chair
Committee consists of a minimum of three Board members

STAFF LIAISON: Chief Executive Officer (ex-officio)
Director, Finance and Infrastructure (ex-officio)

PURPOSE

The Finance/Audit Committee is responsible for examining the overall financial health of the agency, reporting to the Board of Directors, and making recommendations.

COMMITTEE DUTIES AND RESPONSIBILITIES

1. Examining agency reserves, financial and accounting practices, and cash flow to monitor for the Board the ongoing fiscal soundness of the agency
2. Monitoring the cash position of the agency over a period of years
3. Review the Annual Budget prior to presentation to the Board of Directors for approval
4. Review and evaluate the auditor's independence, experience and qualifications and performance and determine whether the auditor should be appointed or re-appointed by the members at the Annual General Meeting
5. Review and approve the terms of the auditor's engagement and the appropriateness and reasonableness of the proposed fees, ensuring the audit is conducted in an efficient and cost-effective manner
6. Meeting with agency auditors to discuss audit results and have the opportunity once annually for audit committee to meet with the auditors independent of non-voting members.
7. Review the Audited Financial Statements before recommending approval to the Board
8. Review and approve management's risk assessment framework and planning to ensure the business continuity of operations
9. Review insurance coverage of the agency and make appropriate recommendations to the Board of Directors
10. Review and approve management's recommendations on internal control practices and administrative procedures designed to safeguard assets from loss and unauthorized use
11. Ongoing review of agency financial policies
12. Recommendation of new financial policies to the Board of Directors
13. Presentation of quarterly financial statements at Board of Directors meetings for tabling (Q1 August, Q2 November, Q3 February, Q4 May)

14. Review and approve investment decisions
15. Undertake other duties as assigned by the Board of Directors

REPORTING PROCEDURES/SCHEDULE

The Committee reports to the Board monthly. Minutes will be taken of all Committee meetings and be available to all Committee members, the Chair of the Board, and the Chief Executive Officer. A summary of the minutes will be presented at the meeting of the Board of Directors following each Finance and Audit Committee meeting.

QUORUM FOR MEETINGS

Fifty percent of the existing committee members (including staff) will form a quorum. Decisions will, whenever possible, be consensus-based. Should a vote be required, the Chair will vote along with all other members.

PROJECTED SCHEDULE OF MEETINGS

The Finance and Audit Committee will meet as required, but not less than twice annually. Meetings will be called by the Chair.

Revised: March 2017 Title change of CFOO to Director Finance and Infrastructure (Director F&I)



Policy Type: Governance Process
Policy Title: Terms of Reference . Health Services and Quality Committee
Reference: GP13c
Date prepared/revised: February 2016

COMMITTEE MEMBERS: Committee Chair . appointed two year term, renewable once for a 4 year maximum
 Committee consists of a minimum of three Board members
 Committee consists of a minimum of one staff representative

PURPOSE

A standing committee, on behalf of the Board. Assists the Board in the performance of its governance role for oversight of the service quality to clients. Ensures consistency with the Excellent Care for All Act's dimensions of safe, effective, accessible, client-centered and integrated service delivery.

HEALTH SERVICES: To help prepare CCS for the expansion of its role and evolutions within the Central West LHIN, the CCS Health Services and Quality Committee will move the scope of governance beyond the individual organization to include interdependence and shared accountability with other HSPs and aligned health services for integration initiatives within the CW LHIN. Provide input and strategic direction to determine where CCS can best serve the community.

QUALITY: To monitor and provide direction on the development of the Quality Improvement and Risk Management Plans for the organization. Monitoring ensures that evidence-based best practice, regulatory and legislative requirements are met. The Committee promotes a blame-free environment that encourages learning from results and making decisions that are informed by research and evidence.

SOURCE OF AUTHORITY

Board of Directors which may, from time to time, delegate specific responsibilities to the Committee by resolution of the Board.

COMMITTEE DUTIES AND RESPONSIBILITIES

HEALTH SERVICES:

1. Keep the Board informed of evolving changes within the Central West LHIN and IHSP.
2. Explicitly identify %Building External Relationships+as a responsibility of the Board.
3. Designate responsibilities within the Board and the CEO (who may delegate) for establishing collaborative relationships with the LHIN(s) and other providers.

QUALITY:

4. Monitor and report to the Board on quality issues and the overall quality of services provided, with reference to appropriate data including:
 - o Performance indicators used to measure quality as per Quality Improvement Dashboard;
 - o Reports received from RCT identifying and making recommendations regarding systemic or recurring service quality issues;
 - o Critical incidents and client complaints; and,
 - o Operational Scorecard.
 - o Review sentinel, adverse and near-miss events and make recommendations to reduce future risks and promote ongoing quality improvement.
5. Monitor and provide direction on the quality improvement plan and quality improvement initiatives and policies including performance measures and benchmarks;
6. Review and provide comments on the CEO Board Report on indicators and outcomes.
7. Ensure that an integrated risk management approach and contingency plans are in place
8. Receive, at a minimum, semi-annually reports on performance indicators related to organization-level measures of client safety, quality improvement, risk management and compare them to internal and external benchmarks;
9. Receive information regarding changes to regulation/legislation and provide direction on a proposed plan of action, if necessary;
10. Monitor and review progress related to CARF Standards
11. Monitor the organization's compliance with legal requirements and applicable policies of funding and regulatory authorities with respect to quality of client experience.

REPORTING PROCEDURES/SCHEDULE

The Committee reports to the Board monthly.

- Minutes will be taken of all meetings and be available to all Committee members, the Chair of the Board and the Chief Executive Officer. A summary of the minutes will be presented at the meeting of the Board of Directors following each Health Services and Quality Committee meeting.
- Provides semi-annual report on Quality Improvement Dashboard.
- Create annual work plan for Board approval that fulfills responsibilities of committee.
- Annually recommend a Quality Plan for approval by the Board, which links to the Dashboard Indicator targets and the 3-Year Quality Aims.
- Annually provide a report that provides an overview of the activities of the Quality Committee.

QUORUM FOR MEETINGS

Fifty percent of the existing committee members (including staff) will form a quorum. Decisions will, whenever possible, be consensus-based. Should a vote be required, the Chair will vote along with all other members.

PROJECTED SCHEDULE OF MEETINGS

The Health Services and Quality Committee will meet quarterly, or at the call of the Chair, but not less than twice annually.

Issued by: Committee Chair
Reviewed and approved by: Health Services & Quality Committee and Board of Directors
Date: February 23, 2016; Revised February 2018



Policy Type: Governance Process
Policy Title: Terms of Reference . Executive Committee
Reference: GP13d
Date prepared/revised: June 2017 (revised); March 2018 (revised)

COMMITTEE MEMBERS: Committee Chair is the Chair of the Board of Directors
 Committee Consists of Board Chair; Vice Chair; Secretary;
 Treasurer; Chair Governance and Nominating Committee; Chair
 Health Services and Quality Committee; Immediate Outgoing
 (Past) Chair

COMMITTEE DUTIES AND RESPONSIBILITIES

The Executive Committee is responsible to:

1. Conduct business between meetings, on behalf of the Board, with the exception of making, amending or revoking a regulation or By-law. In particular, the work of the Executive Committee enhances the effectiveness of the Board by assisting in the development of Board agendas to reflect Board priorities.
2. Represent CCS at community functions, meetings, etc.
3. Support the Governance Committee of the Board by making recommendations to the Board with respect to:
 - a. Maintain the integrity of CCS governance structure and adherence to governance policies;
 - b. Maintains an annual Board evaluation process;
 - c. Assist the Governance and Nominating Committee in recruiting new Board members by assisting with interviews where invited by the Governance and Nominating Committee to do so;
 - d. Provide oversight to the annual review of the Strategic Plan in an effort to ensure that the Board is aware of emerging needs of the community and CCS ability to meet these needs;
 - e. Undertake the annual performance review of the CEO, including contract (re)negotiation as per policy CEL5;
 - f. Assist in the CEO selection process, when required;
 - g. Assist the Governance and Nominating Committee to conduct Board exit interviews;
 - h. Conduct staff exit interviews, if required, based on policy EL3;
 - i. Act as a mediator, or delegate an Executive Committee member(s) to act as a mediator in the event of a dispute between the Board Chair, a Board member and/or the CEO;

j. Special projects as designated by the Board.

REPORTING PROCEDURES/SCHEDULE

Minutes will be taken of all meetings and be available to all Committee members, the Chair of the Board and the Chief Executive Officer. The Executive Committee reports to the Board monthly.

QUORUM FOR MEETINGS

Fifty percent of the existing committee members will form a quorum. Decisions will, whenever possible, be consensus-based. Should a vote be required, the Chair will vote along with all other members.

PROJECTED SCHEDULE OF MEETINGS

As required. There is no minimum number of meetings that must be held and the call for a meeting is at the Chair's discretion.

Revised: March 2018 (The out-going Board Chair to serve a 1-year term on Executive.)

Revised: March 2018 (Must submit a Committee Report of its meetings to the entire Board just as other Board Committees submit a report.)

Revised: June 2017 (Added Chair, Health Services and Quality Committee)

Revised: December 2016 (Added Chair, Governance and Nominating Committee)



Policy Type: Governance Process
Policy Title: Cost of Governance
Reference: GP14
Date prepared/revised: July 2013

To govern effectively, the Board will invest in its governance capacity.

Accordingly,

1. The Board ensures that methods and skills will be sufficient to govern with excellence. In this regard, the Board commits to the following:
 - a. Training and retraining to orient new Board members as well as to maintaining and increasing existing Board member skill and understanding;
 - b. Outside monitoring assistance will be arranged so that the Board can exercise confident oversight over organizational performance. This includes, but is not limited to, an annual financial audit;
 - c. Using various tools (e.g. surveys, town hall meetings etc) to reach out to stakeholders to gather multiple viewpoints on issues.
2. Non-regularly occurring expenses related to the conduct of Board business must be pre-approved by the Chair. Only expenses that are consistent with the parameters established in EL4 (Financial Planning and Budgeting) will be considered.
3. Reasonable expenses incurred while discharging a Board members duties are reimbursed at cost to the agreed upon limits provided for in the annual budget.
4. A separate training budget will be established for Board Member development upon annual review of board self-evaluations. The Chair and Governance Committee will track the spending.



Policy Type: Governance Process
Policy Title: Conflict of Interest
Reference: GP15
Date prepared/revised: July 2013

Board members and Non-Board members of committees must disclose in writing all actual, potential or perceived conflict of interest.

Accordingly,

1. At least once a year, Board members and Non-Board members of committees (~~Members~~) will disclose in writing all actual, potential or perceived conflicts of interests.
2. Members will not participate, either on behalf of CCS or any party, in the decision regarding any transaction involving CCS from which they may directly or indirectly benefit.
3. Any Member who has an interest, directly or indirectly, in a proposed contract or transaction or in a contract or transaction with CCS will declare his interest in the contract or transaction at a meeting of the Board or the Committee, as appropriate.
4. In the case of a proposed contract or transaction, the Member will declare his interest at the Board meeting or the Committee meeting as appropriate, at which the question of entering into the contract or transaction is first taken into consideration or if the Member is not present at such meeting, then at the first meeting held thereafter.
5. If the Member is not at the date of that meeting interested in the proposed contract or transaction, the Member will make the declaration at the first Board, or Committee meeting, which is held after becoming, interested in the proposed contract or transaction. In the case where the Member becomes interested in a contract or transaction after it is made, the Member will either inform the Chair or Committee Chair in writing or declare his or her interest at the first Board or Committee meeting held after he or she becomes so interested.
6. If the Member becomes aware that a contract or transaction in which the Member has a direct or indirect interest may be discussed at a future meeting of the Board, or Committee meeting, the Member will inform the CEO, Chair or the Committee Chair of the direct or indirect interest in writing.
7. Members will not vote on any proposed contract or transaction, or on a contract or transaction with CCS in which they have a direct or indirect financial interest.
8. Any Member who has declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with CCS which is being discussed, will absent himself during the discussion of and vote upon the matter and the event will be recorded in the minutes.
9. Any Member who, either directly or through a family relationship, has an involvement with CCS as a provider of services will notify the CEO, Chair or the Chair of the Committee, in writing, the nature of the relationship.
10. Any matters that come before the Board or Committees that appear to raise an issue of actual or potential conflict of interest for a Member, arising from such relationship, may be raised by that Member, or any other Member for discussion.

11. In any determination by the Board or the Committee as to whether a conflict arising out of such a relationship exists, the Member who is the subject of the discussion will be entitled to speak to the issue, but will not vote or be present for the discussion or the vote.
12. If in the judgment of the Board or the Committee, as appropriate, a conflict (actual or potential) exists, then the Member with the conflict will not vote or be present for the discussion or the vote.

This Policy is not intended to discourage the development by CCS of strategic partnerships with appropriate organizations, but to ensure that those involved in the management and governance of the organization maintain the highest level of public trust and integrity.



Policy Type: Governance Process
Policy Title: Confidentiality and Disclosure of CCS Information
Reference: GP16
Date prepared/revised: July 2013

All Board members and Non-Board members of committees (~~members~~) will adhere to the confidentiality provisions as set out in the Corporations Act * and treat as confidential all sensitive information obtained or available as a result of their appointment/election to the Organization. All members will take all reasonable precautions to safeguard the confidentiality of such information.

Accordingly,

1. Members will sign a Statement of Confidentiality upon commencement of their term and annually thereafter.
2. All records (defined as any tangible information in any form i.e. document, recording, tape etc.) including donor lists and CCS contacts obtained as a member will remain the exclusive property of the Organization.
3. Members will not, during their term or at any time thereafter, disclose the affairs or the confidential information of the Organization to any person unless the disclosure is necessary to carry out the business of the Organization.
4. Other than in the course of completing documented duties, no member will remove any books, records, documents or property belonging to the Organization, from the office. Any such property issued to a member in the course of their duties will be returned to the Organization upon completion of the member's term.

* Note: The law also imposes fiduciary duties on Board that include the obligation to keep matters confidential.



Policy Type: Governance Process
Policy Title: Board Evaluation and Board Development
Reference: GP17
Date prepared/revised: November 2014 (revised)

The Board will evaluate the effectiveness of the Board as a whole, and the individual contribution of its members. Plans for Board Development will be implemented as appropriate.

Accordingly,

1. The Board will annually evaluate its own performance as a whole in relation to the responsibilities highlighted in its Governance Process Policies and Board-CEO Linkage policies.
2. In addition, the Board will encourage all Board members to complete an annual self-evaluation of how well they are performing in relation to the responsibilities highlighted in our Governance Process policies and Board-CEO Linkage Policies.
3. The Executive Committee will periodically present an evaluation process to the Board for their approval.
4. The Executive Committee will evaluate the results from the Board review and, as appropriate, present a Development Plan to address issues which arise from the evaluation process to the Board for approval. The results from the self-evaluation will not be shared with the Board, but may be used to determine an individual development plan for individual Board members or education plans for the Board as a whole.



Policy Type: Governance Process
Policy Title: Commitment to Strategic Planning
Reference: GP18
Date prepared/revised: July 2013

The Board recognizes its legal and moral responsibility for the governance of CCS and for seeing to it that the mission of the Organization is carried out and for shaping the strategic direction it takes.

Accordingly,

1. Every three years, the Board will dedicate a portion of its resources to focus on the long-term goals of the Organization.
2. All members of the Board and the Senior Management Team will participate in a strategic planning process agreed to by the Board.



Policy Type: Governance Process
Policy Title: Board's Annual Planning Cycle
Reference: GP19
Date prepared/revised: July 2013

The Board adopts an annual planning cycle to optimize its effectiveness in governing, directing and inspiring the Organization.

Accordingly,

1. The Board meets, in person, a minimum of ten (10) times each year. Under extraordinary circumstances, or when required, meetings may be held by teleconference or by other electronic means.
2. An Annual General Meeting is held in June of each year. This meeting marks the end of one fiscal cycle and the beginning of a new one.
3. At each meeting, the Board reviews and confirms the Ends to be achieved and monitors compliance with all supporting policies. In addition, the following focus is established for the meetings:
 - a. At its February meeting, the Board receives and deliberates on the budget presented by the Treasurer, CEO and the Director F&I;
 - b. At its June meeting, the AGM is held to culminate the previous fiscal year (April 1 through to March 31). At this meeting, the Board receives external monitoring reports.
4. An emergency meeting of the Board may be called on the direction of any two of the Chair, Vice Chair, Secretary and Treasurer if in their joint written decision to call such a meeting a reason to call an emergency meeting is identified and the following conditions are met:
 - a. The quorum at such emergency meeting will be a majority of the Board;
 - b. Notice of an Emergency meeting must be delivered and acknowledged by at least two-thirds of the entire Board;
 - c. All members of the Board not present at the emergency meeting shall be notified within seven days of the ratification and the business transacted at such meeting.



Policy Type:	Governance Process
Policy Title:	Elections and Appointments of Board Members
Reference:	GP20
Date prepared/revised:	Revised February 2018

The Board conducts an open and transparent Elections and Appointments process for Members.

Accordingly,

1. An individual is eligible for election to the Board if, on the date of election, they meet all the criteria as outlined in section 4.02 of our by-laws. That is
 - a. Are at least 18 years of age; and
 - b. Not be an un-discharged bankrupt nor a mentally incompetent person.
2. The term of office of a member elected to the Board is two years . renewable for up to four times for a total of eight (8) years.
3. Directors who have reached their maximum term limit of 8 years can, after a one-year hiatus, reapply to serve on the Board following the Board's Recruitment Process.
4. Candidates for the Board shall consist of those persons whose names are put in nomination and approved by the Board of Directors prior to the AGM. The Board-approved nominations shall be in writing as a Slate of Directors, and presented to Members for their vote at the AGM.
5. Officers (Executive Committee) of the Board of Directors shall be nominated and approved by the Board of Directors at a special meeting of the Board called for this purpose, immediately following the AGM.
6. Procedures related to the administration of the election, as well as the counting of votes, recounts as necessary, and documenting the results of the vote, are outlined in our by-laws.
7. In addition, CCS will maintain one Director as a representative from the Council of the Town of Caledon. The Council of the Town of Caledon will be asked to nominate a Regional Councillor to be a Director.

- a. The Council of the Town of Caledon's designated Director will serve, subject to the Board's and Members' annual approval, the full term of the Town of Caledon's Council.
- b. If the Town of Caledon's representative does not maintain the support of the Board, the Council of the Town of Caledon will be asked to nominate a different Regional Councillor for Board approval.

Revised: February 2018 (#2 Term of Office)



Policy Type: Governance Process
Policy Title: Selection of Directors and Committee Chairs
Reference: GP21
Date prepared/revised: July 2013

The Incoming Chair solicits volunteers to be Chair of the respective Committees.



Policy Type: Governance Process
Policy Title: Expense Reimbursement for Board Members
Reference: GP22
Date prepared/revised: July 2013

No Director shall receive remuneration from Caledon Community Services for acting as such. A Director may be reimbursed for reasonable expenses incurred while discharging his/her duties as Director of Caledon Community Services, provided that such expenses are approved by the Chair and Chief Executive Officer of the Corporation and are provided for in the annual budget.



Policy Type: Governance Process
Policy Title: Conflict Resolution
Reference: GP23
Date prepared/revised: July 2013

Conflict will naturally occur in any organization. Such conflict requires a fair and reasoned approach to ensure a resolution that is in the best interests of the organization and considers the views of all parties. Conflict will occur within the organization between Board members, Board members and staff, and the CEO and CCS stakeholders.

Accordingly,

1. When conflict has occurred, the Chair in consultation with the Vice Chair will decide whether it is necessary to activate the policy. The responsibility to notify the Chair rests with:
 - a) The member(s) of the Board when the conflict is between:
 - i) two or more members of the Board;
 - ii) the CEO and one or more members of the Board; and
 - b) The CEO when the conflict is between:
 - i) staff and one or more members of the Board; or
 - ii) the CEO and one or more CCS major stakeholders.
2. Issues of conflict shall be addressed by the Executive Committee of the Board.
 - a) Where a member of the Executive Committee is directly involved in the conflict, they shall absolve themselves of the matter, in which case the Executive Committee may ask another member of the Board to participate in the conflict resolution process; and
 - b) Where a majority of the Executive Committee members are involved, the matter shall be referred to the full Board.
3. The parties to the conflict shall be notified as soon as possible following the reporting of the conflict that the matter has been referred to the Executive Committee.
4. The Executive Committee shall review the matter that has become a point of conflict and shall seek the input of all parties individually to develop an understanding of the issues.
5. The Executive Committee shall work with all parties, by whatever means possible, to affect a resolution of the issue that is acceptable to all parties.

- 6 If an acceptable resolution is not possible, the matter shall be referred to the Board for evaluation within the context of its policies.
- 7 Information obtained during the process of conflict resolution, including any remedial actions taken, shall be considered by the Executive Committee as a part of the annual CEO review process.
- 8 When conflict is between stakeholders and staff other than the CEO, the matter shall be referred to the CEO.



Policy Type: Board CEO Linkage
Policy Title: Global Board CEO Linkage Policy
Reference: CEL1
Date prepared/revised: November 2015 (revised)

The Board's only formal connection to the operations of the organization, the organization's achievements and conduct, will be through the CEO. The CEO can request the Board to be involved in Operational issues.



Policy Type: Board CEO Linkage
Policy Title: Unity of Control
Reference: CEL2
Date prepared/revised: July 2013

Only decisions of the Board acting as a body are binding on the CEO.

Accordingly,

1. Decisions or instructions of individual Board members, Officers or Committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or Committees requesting information or assistance, without Board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive.
3. Where the CEO is unclear as to procedure, it is the responsibility of the CEO to seek clarification from the Board.



Policy Type: Board CEO Linkage
Policy Title: Accountability of the CEO
Reference: CEL3
Date prepared/revised: July 2013

The CEO is the Board's only link to operational achievement and conduct so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly,

1. The Board, as a whole, will not give instructions to persons who report directly or indirectly to the CEO. Accordingly, the Board, as a whole, will refrain from providing evaluative comments intended to instruct or to redirect to any staff member other than to the CEO.
2. The Board, as a whole, is welcome to offer compliments and praise to staff, via the CEO, on work done well.
3. An individual Board member may be invited by the CEO to provide direct input to the CEO's evaluation of an individual staff member's performance.
4. The Board will view the CEO's performance as identical to organizational performance. Organizational accomplishment of Board-stated Ends and adherence to CEO Limitations policies will be viewed as successful CEO performance.



Policy Type: Board CEO Linkage
Policy Title: Delegation to the CEO
Reference: CEL4
Date prepared/revised: July 2013

The Board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved and describe the organizational situations and actions to be avoided (CEO Limitations), allowing the CEO to use any reasonable interpretation of these policies.

Accordingly,

1. The Board will develop policies instructing the CEO to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called CEO Limitations policies.
3. As long as the CEO uses any reasonable interpretation of Board's Ends and CEO Limitations policies, the CEO is authorized and encouraged to establish all further operational policies, make decisions, take action, establish practices, and develop activities.
4. The Board may change its Ends and CEO Limitations policies, thereby shifting the boundary between the Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. However, the Board may not apply such shifts retroactively with respect to the evaluation of performance of the CEO.
5. The Board will respect and support the CEO's choices within the CEO Limitations established.



Policy Type: Board CEO Linkage
Policy Title: Monitoring CEO Performance and Executive Compensation
Reference: CEL5
Date prepared/revised: March 2016 (revised)

Systematic monitoring of the performance of the CEO will be measured against the accomplishment of Board policies on Ends and operations within the boundaries established in Board policies on CEO Limitations.

Accordingly,

1. Monitoring is used to determine the degree of compliance to Board policies. The Board will determine what data is relevant. This expectation will be made clear to the CEO.
2. The Board will acquire monitoring data by one or more of the following methods:
 - a. By internal report, in which the CEO discloses information to the Board;
 - b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; and
 - c. By direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance to the Board shall be any reasonable interpretation of the Board policy being monitored.
4. All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on the following schedule:
 - a. Policies categorized as Ends Policies will be reviewed at our 1st meeting of the new Fiscal Year;
 - b. Policies categorized as CEO Limitations will be reviewed yearly at our January meeting;
 - c. Policies categorized as Governance Process will be reviewed yearly at our October meeting.
5. A performance review of the CEO will be conducted on the anniversary of hire of each year.
6. The Chair shall lead a Committee comprised of the Chair, the Executive Committee and Standing Committee Chairs to document the results of the performance review. A copy will be placed in the CEO's personnel file and a copy given to the CEO.

7. In its Executive Compensation, the Board follows the overall Agency Compensation Policy (JEC process).

Revised: March 2016 addition of #7



Policy Type: CEO Limitations
Policy Title: Global CEO Constraint
Reference: EL1
Date prepared/revised: July 2013

The CEO will not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

With respect to interactions with others, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.



Policy Type: CEO Limitations
Policy Title: Interaction with Stakeholders
Reference: EL2
Date prepared/revised: March 2017 (revised)

With respect to interactions with Stakeholders, the CEO will not cause or allow conditions, procedures or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, the CEO will not:

1. Fail to address and respond to stakeholders requests or concerns within a week of the original request.
2. Fail to establish and maintain a process that communicates to stakeholders what may or may not be expected from CCS.
3. Use methods of collecting, reviewing, transmitting or storing stakeholder information that fail to protect against improper access to the material elicited.
4. Allow conditions to exist that limit reasonable access to the organizations services by people with special needs.
5. Fail to share with the Board of Directors any negative community feedback that could harm the reputation of CCS.

Revised: March 2017 - #1 and addition of #5



Policy Type: CEO Limitations
Policy Title: Interaction with Staff
Reference: EL3
Date prepared/revised: January 2016 (revised)

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or CCS reputation.

Note for the purposes of this policy the global term ~~%staff+~~ is used and is intended to include all employees, consultants, contract workers and volunteers.

Accordingly, the CEO shall not:

1. Fail to treat staff in a fair, respectful and ethical manner and in keeping with the values articulated by the Board in GP3 (Governing Style).
2. Fail to allow the Executive Committee of the Board to conduct an exit interview with a CCS Director.
3. Fail to comply with employment standards as set by the Governments of Ontario and Canada.
4. Fail to establish personnel policies, acceptable to the Board, that govern staff and their working conditions
5. Discriminate against any staff member for expressing an ethical dissent.
6. Prevent staff from presenting concerns to the Chair of the Board when
 - a) internal resolution procedures have been exhausted; and
 - b) the staff member alleges either Board policy has been violated or Board policy does not protect human rights.
7. Fail to acquaint staff with the characteristics of their job responsibilities and obligations to the Organization, including, but not necessarily limited to position descriptions, reporting relationship, security and confidentiality.
8. Fail to take adequate measures to prevent sexual harassment or workplace violence and investigate any internal complaints promptly.

9. Fail to objectively evaluate staff on an annual basis with regards to their performance based on their job responsibilities and agreed upon performance measures, unless issues present themselves, in which case, the employee will be notified both verbally and in writing.
10. Fail to take reasonable measures to minimize overtime or temporary assistance.
11. Fail to employ expert professional help when required.
12. Fail to provide appropriate professional development opportunities for staff in order that they may operate effectively.
13. Change the compensation (including all benefits) the CEO receives without prior Board approval except where so authorized by the agreement governing his or her employment or by Board policies.
14. Fail to establish compensation and benefits packages for staff, which are competitive with the market value for skills employed.
15. Fail to ensure that all donations pursued or received by the Organization are in accordance with the Agency's approved Strategic Plan.

Revised: January 2016 (#9) and addition of #15



Policy Type:	CEO Limitations
Policy Title:	Financial Planning and Budgeting
Reference:	EL4
Date prepared/revised:	March 2017 (revised)

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a financial plan.

Accordingly, the CEO will not cause or allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Fails to be based on an annual operating plan which specifies the operational priorities for the year based on the broad Ends policies of the Board. CCSq Annual Operating Plan consists of the Annual Budget, four-year Strategic Work Plan, Quarterly Strategic Plan Progress Report and the Strategic Plan.
3. Fails to provide adequate cash flow to support operations throughout the year.
4. Fails to allocate sufficient funds to satisfy Ends priorities.
5. Fails to appropriately balance resources, both human and financial, between the budget and the Ends policies.
6. Fails to provide sufficient resources to support the Board's ability to perform its leadership role (including meetings, training etc.)
7. Fails to remain in effect until the budget for the next fiscal year has been approved.

Revised: March 2017 (#2)



Policy Type: CEO Limitations
Policy Title: Financial Condition and Activities
Reference: EL5
Date prepared/revised: March 2017 (revised)

With respect to the actual, ongoing financial conditions and activities, the CEO may not cause or allow fiscal jeopardy or deviation of actual expenditures from Board priorities.

Accordingly, the CEO shall not

1. Without prior approval of the Board, cause the Organization debt in an amount greater than can be repaid by unencumbered (uncommitted) revenues within 60 days.
2. Use any internally or externally restricted allocations without the approval of the Board or the entity placing the restriction on the allocation.
3. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
4. Fail to obtain authorization from the Executive Committee or the Board at the Chair's discretion for expenses that the CEO has approved at a value of \$10,000 or more which were not approved as an item in the CCS budget, unless supported by specifically dedicated external funding.
5. Fail to ensure that all cheques written on CCS bank accounts have two signatures.
6. Fail to obtain the signature of a Board member (as one of the two required signatures on all cheques drawn on CCS bank accounts) for disbursements greater than \$5,000 and in any amount where the instrument is in a payment to the CEO (best practice) with the exception of statutory remittances as these do not require a Board Director's signature.
7. Fail to regularly monitor and report on the financial condition of the Organization to the Board on a quarterly basis.
8. Fail to aggressively pursue receivables outstanding for over 90 days.
9. Exceed budgeted amounts in any one line item in the statement of operations as per audited financial statements by more than 25% and \$10,000 without Board approval.

Revised: March 25, 2014 (E15 #4) and Revised: March 2017 (#2)



Policy Type: CEO Limitations
Policy Title: Financial Transactions
Reference: EL6
Date prepared/revised: March 2017 (revised)

With respect to the actual financial transactions of the Organization, the CEO shall not:

1. For any purpose whatsoever deduct any amount from money received by the Organization or fail to deposit such money received in the bank in the name of CCS.
2. Fail to endorse any negotiable instrument for collection on account of CCS or for the deposit to the credit of the Organization with the bank, and the CCS stamp shall be used for such endorsement.
3. Fail to obtain a record of transaction for any payments made on behalf of the Organization by any means.
4. Fail to maintain petty cash funds at the discretion of the Director F&I and ensure that they be reconciled before being replenished.
5. Fail to maintain the accounting of the Organization, including but not necessarily limited to the general journal, accounts receivable, and accounts payable.
6. Fail to store past records and documents in a safe place, and maintained for a period of time as per Canada Revenue Agency requirements.
7. Fail to allow anyone other than the CEO, the Director F&I, and the Payroll & Accounts Administrator to have signing authority to pick up CCS documentation from the bank.
8. Fail to ensure that transfers between accounts have the signature of any two of: Board member, the CEO, and the Director F&I.
9. Enter into any contractual agreements for more than \$10,000 and a term in excess of one year without Board consent.
10. Fail to ensure that all funding applications pursued by the Organization are in accordance with the Agency's strategic plan.
11. Fail to ensure the Organization's daily operations are conducted in accordance with proper business practices.
12. Fail to ensure that the CEO and the Director F&I are responsible for timely bookkeeping and accounting of the income and dispersal of funds of the Organization. The books shall be kept up to date and be available for viewing by the Board at any time.



Policy Type: CEO Limitations
Policy Title: Asset Protection
Reference: EL7
Date prepared/revised: March 2017 (revised)

The CEO will not allow the assets of the Organization to be unprotected, inadequately maintained, or unnecessarily risked, in accordance with the terms of reference of the Finance and Audit Committee.

Accordingly, the CEO may not:

1. Fail to insure against theft and casualty losses to at least 80% of replacement value and against liability losses to Board members, Non-Board members of Board Committees, staff, and the Organization itself.
2. Fail to maintain an appropriate risk management insurance policy and general liability insurance policy for the Organization.
3. Operate without adequate Directors' and Officers' Liability Insurance for the Board.
4. Unnecessarily expose the Organization, its Board, or staff to claims of liability.
5. Make any purchase
 - a) Wherein normally prudent protection has not been given against conflict of interest; and
 - b) Without having obtained comparative prices for purchases of services over \$20,000.
6. Fail to protect intellectual property and information from inappropriate access, loss or significant damage.
7. Fail to receive, process or disburse funds under controls which are insufficient or which fail to meet the Board appointed auditor's standards.
8. Fail to deposit operating funds in secure instruments such as insured chequing accounts.

9. Use inappropriately, misuse or abscond funds of the Organization or fail to take reasonable protection against others doing so.
10. Purchase, mortgage or dispose of real property (i.e. land or buildings) without prior approval from the Board.
11. Borrow money on credit of the Organization without Board approval.
12. Subject facilities and equipment to uses other than CCS-sanctioned business. Notwithstanding this, the CEO may at his discretion, allow staff to use CCS for personal matters provided that this use does not in any way compromise CCS operations. In all cases, the uses must be in accordance with insurance policies/conditions.
13. Fail to ensure that facilities and equipment receive regular maintenance.
14. Fail to advise the Board if CCS is to be the subject of any external audit.

Revised: January 2016 (# 13)

Revised: March 2017 (#5b . raised from \$5,000 to \$20,000)



Policy Type: CEO Limitations
Policy Title: Investments
Reference: EL8
Date prepared/revised: July 2013

The CEO will not allow CCS investments to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the CEO may not:

1. Fail to develop an annual investment plan for review by the Board.
2. Fail to invest or hold funds identified as surplus to the foreseeable requirements of day-to-day operations of CCS in instruments other than those specified in the investment policy.
3. Fail to present the investment plan to the Board at the budget meeting.
4. Fail to present the investment outcomes annually to the Board.
5. Fail to encumber any investments of the Organization unless approved by the Board.



Policy Type: CEO Limitations
Policy Title: External Audit
Reference: EL9
Date prepared/revised: July 2013

The Board will not fail to require an external, disinterested third party selected by the Board to assess compliance with Board policies.

Accordingly, the CEO may not:

1. Fail to provide for an annual external audit of financial performance by auditors selected by the Board and approved by the members of the Organization.
2. Fail to support and manage the audit process.
3. Fail to allow for reasonable additional external audits if, or when, Board requests it.



Policy Type:	CEO Limitations
Policy Title:	Emergency CEO Replacement and Executive Leadership Succession planning
Reference:	EL10
Date prepared/revised:	March 2017 (revised)

In order to protect the Board from sudden loss of CEO services, the CEO must not fail to keep the CCS Chair and one designated member of staff apprised on a regular basis of key Board and staff issues and processes.

Accordingly,

1. The CEO shall not fail to keep business and other records in an organized, orderly and accessible manner.
2. Annually, the CEO shall not fail to designate a minimum of two internal members of staff to act, for a period of no longer than three months, as the emergency CEO replacement.
3. The designated member of staff shall not fail to act, in consultation with and under the guidance of the Board Chair, in the absence of the CEO until the CEO returns or is permanently replaced, or an interim CEO is appointed by the Board.
4. An interim CEO may be expected to act in the absence of the CEO. If an interim role is expected to exceed six (6) months, the Board will review the suitability of the incumbent for longer tenure.

Revised: March 2017 (#4)



Policy Type: CEO Limitations
Policy Title: Compensation Administration
Reference: EL11
Date prepared/revised: July 2013

Salary compensation for CCS staff will be based on fair market value in relation to the employee's assigned tasks and level of responsibility and on demonstrated performance. Compensation strategies are designed to both attract and retain competent staff.

Accordingly, the CEO will not allow compensation administration that:

1. Fails to reflect a written position description including identified performance standards.
2. Fails to undertake an External Salary Review of Market Conditions every three (3) years or unless directed by the Board.
3. Fails to identify a salary range, with minimum and market median points identified within the range. The median will represent the market competitive job rate for each position.
4. Fails to place new employees within this range based on the skills and experience they bring to their role at CCS.
5. Fails to establish clear procedures for the application of economic and/or market adjustments to salary ranges and fails to communicate these procedures to all staff. Furthermore, clear procedures must be established and communicated for performance bonuses.
6. Fails to establish a process for an annual review of individual performance based on previously established performance objectives.



Policy Type: CEO Limitations
Policy Title: Communication and Support to Board
Reference: EL12
Date prepared/revised: July 2013

The CEO will not permit the Board to be uninformed or unsupported in its work.

Accordingly, in a timely manner, the CEO will not:

1. Neglect to submit monitoring data required by the Board (See policy CEL5 Monitoring CEO Performance) in a timely, accurate and understandable manner, directly addressing provisions of Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material (i.e. important) internal and external changes, and particularly changes in the assumptions upon which the Board policy has previously been established.
3. Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board CEO Linkage, particularly in the case of Board behavior that is detrimental to the working relationship between the Board and the CEO.
4. Fail to collect for the Board as many staff and external points of view, issues and opinions as needed for fully informed Board choices.
5. Fail to present information in a form that is succinct and concise and differentiates between decision-making, background information for discussion and data for monitoring.
6. Fail to provide a mechanism for official Board, Officer or Committee communications in a timely manner.
7. Fail to deal with the Board as a whole except when
 - a. Fulfilling appropriate individual requests for information; or
 - b. Responding to Officers or Committees duly charged by the Board.

8. Fail to report an actual or anticipated non-compliance with any Board policy and provide and explanation for such non-compliance.
9. Fail to provide the approved minutes of Board and committee meetings to the Board.



Appendices to Board Policy Manual

Section 5 PROCEDURES

1. Board Recruitment Procedures
2. Board Orientation Procedures
3. New Member Mentorship Process
4. Voting for Executive and Appointment of Board Members
5. Board Member Resignation/Acknowledgement Procedures
6. Evaluation of CEO
7. Strategic Planning Process
8. Minutes of Board Meetings
9. Honorary Life Members Nomination Process
10. Monitoring Board Governance Compliance Process

Section 6 FORMS

1. Code of Conduct
2. Disclosure of Conflict of Interest
3. Confidentiality Statement
4. Board of Directors Self-Evaluation
5. Board Member Self-Evaluation Optional Action
6. Board of Directors Evaluation Questionnaire
7. Honorary Life Members Nomination Form
8. Board Action Items
9. Board Secretary Checklist
10. Board Competency Matrix



Board Recruitment

**Relates to Governance Policy: GP3 Governing Style;
GP13a Governance and Nominating Committee**

Primary Purpose of this Procedure

Exercise Board responsibility to recruit Board members with the necessary skills and experience that ensures a strong governance team providing sound leadership to CCS.

Secondary Objective(s)

The CCS Board follows a recruitment process that is inclusive, accountable, transparent and structured. It is based on its own pre-determined selection criteria of the skills needed at any given time to advance the vision of the agency.

Recruitment Strategy:

First and foremost the CCS Board will recruit new Board Directors based on the potential skill set and quality that they can bring to the Board to ensure that the Board has the necessary expertise to operate optimally. Furthermore, to identify potential Board Director candidates, the Board will utilize a number of criteria to strive for a Board that is representative of the Caledon community.

The Board will use its Competency Matrix to identify gaps in the Board's skill sets. The Board will also evaluate Board Director candidates on a number of Quality Criteria.

As such the Board will consider and evaluate potential Director candidates based on the following Quality Criteria:

Quality Criteria

- Skill Set (refer to Board Competency Matrix)
- Commitment to CCS and the Board
- Experience with working on Governance Boards
- Passion for improving the Caledon community
- Knowledge of CCS and its many programs

The Board will utilize the following Selection Criteria to identify candidates that will help the Board become more representative of the Caledon community:

Selection Criteria

CCS Volunteers
Board Director Referrals
CCS Clients/customers
Young People

Former Staff
Religious Organizations
Other Health and Social Service Providers
Board Members for other Service Providers
Professional Organizations
Business Community
Donors
Community Leaders
Service Clubs
Critics of CCS

Steps to Follow

1. The Board recruitment process is led by the Governance and Nominating Committee.
2. The first step in selecting new Board Directors is for the Board to identify the skills, knowledge and experience required, as per the Quality and Selection Criteria above.
3. The Board creates a competency matrix in which incumbent and prospective directors are matched against the skills needed. This matrix should be reviewed regularly by the Governance and Nominating Committee to ensure that the skills required are aligned with the agency's vision and strategic plan.
4. Once the Board has determined the current skills required in prospective new Board Directors, it can begin the search and selection process.
5. The Governance and Nominating Committee establishes the new Director profile resulting from the competency matrix gap analysis.
6. There are a variety of methods for the Board to use to identify potential candidates :
 - a. The Board can discuss potential candidates and make a list from personal contacts that they have or from other stakeholders already involved with the agency.
 - b. The Board can place advertisements in the local media. To start this process, the Chair of the Governance and Nominating Committee contacts the Board Staff Liaison for assistance. An ad is created and with the help of the Communications Specialist, placed in local and other advertising mediums. .
 - c. The Board Staff Liaison will also post advertisements on Board Referral or Board Matching sites, such as Altruvest and Volunteer MBC.
 - d. The Committee Chair will also receive resumes of all potential candidates that are already on file through earlier unsolicited applications.
 - e. Occasionally, CCS may receive unsolicited interest from members of the public in being on the Board of Directors. All such contacts will be forwarded to the Board Staff Liaison, who will contact them, thank them for their interest and ask them for a resume and covering letter. The resume is forwarded to the Committee Chair for further decision on whether or not to pursue immediately or to keep on file to address emerging vacancies.
7. Potential Directors are identified and short-listed by the Governance and Nominating Committee.

8. If the Committee decides not to pursue an interview with a potential candidate, the Board Staff Liaison will contact the candidate, thank them for their interest and ask to keep their resume on file for future vacancies. At least on a semi-annual or annual basis, applications to the Board of Directors are reviewed; if a match between Caledon Community Services needs and an applicant's skills/interests is apparent, CCS will reach out to determine continued interest.
9. CCS values the confidentiality of all potential candidates. Any resumes and personal information is kept secure by the Board Staff Liaison in a locked filing cabinet or on a password protected computer drive.
10. The Committee Chair makes contact with the potential candidates (by phone or email) and sets up an informal conversation appointment to discuss CCS and their interest in applying for its Board of Directors.
11. If the candidate wishes to pursue such an interest, then the Committee Chair asks them to forward a covering letter and resume profiling their skills and interest (if the candidate has not already done so).
12. The Committee Chair sets up an interview panel of other Committee and Board members. The Board Staff Liaison arranges a date and other logistics of the interview.
13. Before interviewing potential candidates, it is important that the Board interview panel is prepared. Before the candidate arrives, the panel discusses the candidate's resume profile and how their skillset fits with the present Board gap analysis and competency matrix.
14. The interview panel completes the interview, using prepared interview questions and a candidate assessment tool.
15. At the end of the interview, two references are requested from the candidate. The Committee Chair contacts the two references and discusses the candidate using previously prepared reference check questions.
16. After completing the interview and reference checking process, the interview panel will make a determination on the candidate to the Board of Directors.
17. If after interviewing, it is determined that the candidate does not answer particular needs, then the Committee Chair will telephone the candidate and explain the decision. They will be thanked for their interest in CCS and asked if their contact information can be passed to the Director of Community Resources for a follow-up telephone call to discuss other volunteer opportunities.
18. The Committee Chair will provide the recommendation to the Board of Directors along with observations and opinions of the candidate.
19. If appointment to the Board is recommended, the Committee Chair also circulates the candidate's resume to the full Board of Directors for consideration.
20. The Committee Chair invites the candidate to attend the next Board meeting to meet the other Board members and observe Board proceedings. The Board members have the opportunity to ask any questions of the candidate and the candidate is asked if they have any questions or observations. At the end of the meeting, the candidate is thanked for their time and interest.

21. The Board moves in camera and members vote on a motion to accept the candidate as a new Board Director. If the motion passes, the Committee Chair then finalizes a mentor choice for the new member.
22. The Committee Chair telephones the newly voted in Board member to congratulate them and welcome them to the Board.
23. The Committee Chair then begins the formal New Board Member Orientation Process (See separate procedure).
24. CCS values the confidentiality of all personal information. A confidential paper file and computer database record are started and kept securely in the office of the Volunteer & Community Relations Specialist. The Board member's resume and all paperwork generated from the interview recruitment process are placed in a confidential file.

Revised: November 2015 (Recruitment Strategy)



New Board Member Orientation

**Relates to Governance Policy: GP3 Governing Style;
GP13a Governance and Nominating Committee**

Primary Purpose of this Procedure

To create a well-trained and knowledgeable governing Board of Directors that provides effective and ethical governance on behalf of all its stakeholders.

Secondary Objective(s)

1. Familiarize new Board Directors with CCSqvision, mission and values, strategic direction, approach to governance and the staff leadership team.
2. New Board members feel welcomed and knowledgeable about their new role as a member of CCSqBoard of Directors

Steps to Follow

1. The Chair of the Governance and Nominating Committee sends a welcoming email to the new Board Director with a cc to the entire Board, the CEO, the Board Staff Liaison and RCT.
2. The CEO follows up with an announcement of the new Board Director that is emailed to CCS staff with a cc to the new Director and Board Chair.
3. The Director of Community Resources makes contact and arranges for the new Board Director to attend at the home office. During this meeting, the new Director:
 - a. Is given a tour of the home office by the Director, Community Resources;
 - b. Signs an Oath of Confidentiality (one copy for the new Director and another is placed in their volunteer file, which is kept locked in the office of the Volunteer & Community Relations Specialist);
 - c. Completes the paperwork to have a Vulnerable Sector Police Records Check done; is advised that final appointment to the Board is conditional upon the results of this police check.
4. The Board Staff Liaison provides each new Board member with an Orientation Portfolio of agency and Board material. Contents of the Board Portfolio to include:
 - a. CCS Matrix Org Chart
 - b. Vision/Mission/Values
 - c. Current CCS program information from Communications
 - d. Board member position description
 - e. CEO job description
 - f. Information on the Board Dropbox Folder

5. A mentor (an experienced Board member) is assigned to the new Board Director by the Board Chair. (See Board Mentoring Procedures)
6. The Board Staff Liaison sends an email to the Communications Specialist to arrange a photo and the development of a brief bio for the CCS website.

Revised: March 2016 (Now a Board Portfolio of information instead of Board Binder, because the majority of Board material is accessible online in the Board Dropbox folder)



New Member Mentorship Process

**Relates to Governance Policy: GP3 Governing Style;
GP13a Governance and Nominating Committee**

Primary Purpose of this Procedure

An important component of the New Board Member Orientation Process is mentoring. A mentor (an experienced Board member) is matched with a new Board member (the mentee) to help them better understand their governance role/responsibilities, the broader responsibilities of the Board, the strengths and challenges of the agency and finally, to help them choose the particular areas of interest they wish to address as members of the CCS Board of Directors.

Secondary Objective(s)

1. Enable new Board Directors to settle into their role and become productive members of the CCS Board of Directors.
2. Form an interactive relationship that allows for open communication. The mentor offers guidance and support, and the mentee feels comfortable to ask questions and learns to be an active part of the CCS Board of Directors.

Steps to Follow

1. Once the Board member is recruited and the orientation process has begun, the Board Chair selects an experienced board member and facilitates a match based on anticipated compatibility, common interests and potential for successful knowledge sharing.
2. The Chair confirms these selections with the mentors and discusses the mentorship process with them.
3. Once the mentor accepts this leadership role, s/he will be presented to their matched mentee at the next Board meeting.
4. An informal process is encouraged. The mentor is encouraged to apply their own leadership style and the mentee to apply their own learning style.
5. The mentor facilitates at least one in-person meeting and numerous other contacts by phone, email, etc. The purpose of these contacts is to provide an overall review of CCS programs, establishes an action plan to explain the Board work, and to discuss the current role and future aspirations of the mentee. New Board members have already received an orientation of CCS so mentoring is more focused on the role the new board member will play and is responsive to any questions the mentee has of material received, meetings attended, etc.).

6. The mentor and mentee work together to determine the expected outcomes of their particular mentorship process. An informal process is encouraged. The mentor applies their own leadership style and the mentee applies their own learning style.
7. On-going phone calls or face-to-face meetings take place to discuss Board meetings and Committee business.
8. The mentorship process continues for a period of four months, but can be extended if both parties feel the need to do so.
9. Mentee and mentor evaluate the learning process informally and feedback should be shared with the Chair of the Governance Committee so that best practices can be compiled and shared with all Board mentors.
10. Mentor provides a progress update to the Board Chair at the end of mentorship period.



Voting for Executive and Appointment of Board Members

Relates to Governance Policy: GP20 Elections and Appointments of Members

Primary Purpose of this Procedure

CCS conducts an open and transparent Elections and Appointments process for its Board of Directors.

Secondary Objective(s)

To provide a confidential process of voting for all new Board members and for any Board Director to stand for election/re-election to the Board's Executive Committee (Chair, Vice-Chair, Secretary and Treasurer).

Steps to Follow

1. All existing Board members who choose to stand for re-election to the Board must declare their intentions no later than the April Board meeting. Every Board Director may serve four 2-year terms at their discretion.
2. Directors who have reached their maximum term limit of 8 years can, after a one-year hiatus, reapply to serve on the Board following the Board's Recruitment Process.
3. Any Board member wishing to run for a position on the Executive must be nominated by another Director and must submit their Statement of Intent to the Chair, Governance and Nominating Committee, no later than at the May board meeting.
4. All Statements of Intent to run for a position on the Executive will be circulated to all Board members by the Chair, Governance and Nominating Committee, no less than one week before the June Board meeting.
5. At the AGM, the slate of Board members will be presented. The Executive of the Board will be formally voted upon at the Board meeting following the AGM, using a confidential election process. For all Executive positions, a majority of the quorum voting will carry the vote.
6. If there is competition for any of the Board Executive positions, a ballot that notes all candidates for the Executive will be prepared by the Chair, Governance and Nominating Committee, and given to Board members at the meeting immediately following the AGM.

Revised: February 2018



Board Resignation Acknowledgement

Relates to Governance Policy: GP20 Elections and Appointments of Members

Primary Purpose of this Procedure

CCS demonstrates appreciation and acknowledgement of the time and commitment given to the agency by each of its resigning/retiring Board members.

Secondary Objective(s)

1. All Board Directors who provide notice of resignation or depart from their Board position will have their efforts formally recognized by the Chair of the Board at the Annual General Meeting.
2. If a retiring Board member has completed a minimum of one two-year term of service, this member will further be recognized through an inscription on the Board of Directors Honour Wall.

Steps to Follow

1. According to CCS By-law 4.08, a resigning Board member sends or delivers a written notice of resignation to the Board Secretary.
2. Once this resignation notice has been given, it is the responsibility of the Board Chair to prepare an announcement of the resignation and ensure distribution to all Board members and CCS staff. The announcement should note the years of service as well as contributions made during tenure.
3. The Governance and Nominating Chair will circulate an Exit Interview questionnaire to the retiring Board member. The intention of the exit interview is to:
 - Improve Board performance
 - Ensure the Director understands their obligation to the organization to not disclose confidential information
 - Obtain information from the Director about why the separation has occurred
4. Results of the Exit Interview(s) will be reported to the Board.
5. The Board Staff Liaison will make arrangements to purchase a recognition gift, selected by the Board Chair. The Board Chair will present this gift to the departing Board member at the Annual General Meeting.

6. All departing Board members who have served a minimum of 1 two-year term of service will have their names added to the Board Recognition Wall of Honour located in the CCS main office. The Board Staff Liaison will be responsible for execution of this process annually, as part of the business preparation procedures for the Annual General Meeting.

Revised: March 3, 2016 (Exit Interview added)



Annual Evaluation of CEO

Relates to Governance Policy: CEL5 Monitoring CEO Performance

Primary Purpose of this Procedure

To exercise its responsibility to ensure that the Organization is managed effectively, efficiently and ethically by its Chief Executive Officer, the Board performs systematic monitoring of the CEO's performance.

Secondary Objective(s)

CCS, in full recognition that it has various tools for evaluating the leadership and other capacities of its CEO, will participate in a transparent process in which Board Directors and the Senior Management Team (or the full CCS Management group) will complete a questionnaire that addresses the CEO's performance and submit it to the Board Chair for review.

Steps to Follow

1. The CCS Human Resources Manager (HR Manager) will send the questionnaire, either by mail or email, to all Board members. A deadline for completion and return will be specified.
2. Board members will complete the questionnaire and send it to the Board Chair.
3. The Chair will oversee a Committee comprised of the Executive Committee and Standing Committee Chairs to review the results of the questionnaire.
4. The review committee will come to a consensus decision about the feedback it wishes to provide the CEO and the compensation package for the year ahead.
5. Support will be received from the HR Manager to produce a written report that will be presented to the Board, in camera, at a regularly scheduled Board meeting.
6. The Chair and Vice-Chair will meet with the CEO to provide feedback on the results of the performance evaluation, receive feedback from the CEO and ensure that action points arising from the review are addressed and confirmed.
7. A copy of the Performance Review will be placed in the CEO's personnel file with a copy also given to the CEO.



Strategic Planning Process

**Relates to Governance Policy: E2 Priorities
GP18 Commitment to Strategic Planning**

Primary Purpose of this Procedure

To recognize the legal and moral responsibility for the governance of CCS and the important role that a formal strategic planning procedure plays in shaping the vision and priorities of the Organization.

Secondary Objective(s)

1. CCS regularly updates its Strategic Plan via a process that includes a variety of stakeholders. The Board, Senior Management, staff, volunteers and many external stakeholders are actively engaged in the development of the strategic plan. CCS is inclusive in its strategic planning out of a desire to generate collective ownership of the plan, ensure diversity of thinking and involve everyone in the fundamental choices about the future direction of the Organization.
2. The CCS Strategic Plan charts the course of the Organization by assessing its external environment and internal organizational capacities, setting its priorities, communicating these priorities to stakeholders, allocating resources and focusing the work of staff and volunteers.

Steps to Follow

1. Decide on a model for Strategic Plan development.
2. Strategic Planning Committee selected to guide the work process.
3. Finalize workplan and timeline for Strategic Plan development.
4. Establish and implement communication plan between Planning Committee, the Board and RCT.
5. Establish and implement methods for stakeholder engagement.
6. As Strategic Plan review is being established, the following questions need to be answered:
 - Is CCS vision and mission still relevant?
 - What community or communities are we servicing?

- Who are our stakeholders?
- What are CCSqgoals that will direct it towards achieving its Vision and Mission?
- What is the action plan to achieve the Vision and Mission?
- What metrics are being used to evaluate impact?

7. Perform Environmental Scan.

8. Undertake SWOT or other analysis.

9. Compilation and analysis of stakeholder feedback.

10. Perform Goal and Objective Setting, Strategies and Tactics, Identify Priority Areas.

11. Planning Committee to send recommended Strategic Priorities to Board and RCT for approval.

12. Strategic Plan draft finalized and available to review.

13. Internal launch of Strategic Plan.

14. Public launch of Strategic Plan at Annual General Meeting.



Board Meeting Record Accountability Procedures

Relates to Governance Policy: GP8 Secretary's Role

Primary Purpose of this Procedure

The CCS Board of Directors demonstrates its accountability and due diligence to its stakeholders by preparing an official record of its proceedings in the form of a meeting agenda, meeting minutes, a CEO Report to the Board and various other materials. All of this is distributed to the Board via Dropbox. Minutes of Board meetings are reviewed and approved by the Board and ultimately signed by the Chair and Secretary. An electronic version is locked and loaded into the agency's secure Board drive.

Secondary Objectives

The Board's Chair and Secretary follow a consistent information management process for all its Board meetings and decisions.

Steps to Follow

Regular Meeting Board Materials and Minutes:

1. Monthly Board meeting agendas are prepared by the Board Secretary and reviewed by the Chair and CEO prior to being finalized, a minimum of one full week prior to the board meeting.
2. A minimum of one full week before each Board meeting, the Secretary will send a reminder email to Committee Chairs to have their Committee Reports in Drop Box a minimum of five days before the meeting.
3. The Secretary will update and present the Action Items monthly, using the approved template.
4. The Secretary distributes the Board's material a minimum of five days before each meeting. The Secretary will email notice to members that Agenda materials are available via Dropbox, a minimum of five days before each meeting.
5. The Secretary will record all decisions and transactions in the official minutes of each Board meeting.
6. The Secretary will prepare the minutes of each Board meeting. No later than one week following each meeting, these minutes will be sent to the Board Chair and CEO for review.

7. The Secretary may receive revisions and will prepare a final draft for Board distribution. This final copy will be sent to the Board Staff Liaison.
8. The Board Staff Liaison will convert the approved minutes into a pdf file for distribution to the entire Board.
9. The pdf will be sent to the Secretary for distribution to the Board of Directors via Drop Box.
10. At each Board meeting the Board Chair will request approval of Board Minutes from the previous meeting. If approved without change, the Board Chair and Secretary will sign the Minutes as official. If there are changes, the Secretary will note the amendments and the minutes will be re-distributed for approval.
11. If changes are required, they will be noted in a motion for approval. These changes will be the conditions of the minutes approval.
12. Changes will be completed by the Board Secretary and reviewed by the Board Chair and CEO. Once finalized, these minutes will be signed and maintained as an official record; it will also be locked and loaded by the Board Staff Liaison.
13. A copy of all signed minutes is maintained in a designated secure location and becomes the official CCS Board meeting records.

In-Camera Meeting Minutes:

1. The Secretary will send draft in-camera meeting minutes to the Board Chair for review and sign-off no later than one week after an in-camera meeting. If the CEO was part of the in-camera meeting, then the Board Secretary will also send to the CEO for sign-off.
2. In-camera minutes will not be circulated to Board members prior to any Board meeting.
3. Once the Board Secretary receives approval of the in-camera minutes from the Chair, hard copies are made for the Secretary to distribute to Board members. It is the Chair's determination if the Board should go in-camera to approve these minutes.
4. Once approved, the Board Chair and Secretary will sign one copy which will be maintained as an official record; it will also be locked and loaded by the Board Staff Liaison.
5. The Secretary will request the return of all circulated copies of the in-camera minutes. These are destroyed.

When Quorum is not Achieved

1. A majority of the Board is necessary to form a quorum for the transaction of business. This is defined as greater than 50% of the number of Board members. The CEO and any Directors on Leave of Absence are not included in the calculation of quorum.
2. The Chair and Secretary determine if a quorum is present at the beginning of every Board meeting.

3. If a quorum is not present, the Chair will call the meeting to order, satisfying the by-law requirement that the meeting is held. The Chair will announce that there is no quorum and that the legal business of the Organization cannot be transacted.
4. The meeting may proceed at the Chair's discretion and Board members can have discussions and hold informal votes that cannot be acted upon unless they are adopted by the Board via a quorum at a subsequent meeting or via an e-vote.
5. The Secretary will take minutes of the meeting on the regular Board template but will not seek any motions in support of the discussion and/or informal votes. The minutes will be used to reference the discussion in support of any motions that might be made at a later date.
6. The Secretary will begin the following month's meeting with a review of the previous meeting's discussion and if applicable, informal votes; the Board can pursue motions on any matters with their decisions be recorded in the current meeting's minutes.

Revised: November 2014 (When Quorum not achieved added)



Detailed Process for Nominating Honorary Life Member of CCS

Primary Purpose of this Procedure

Awarding an Honorary Life Member to a CCS employee and/or volunteer is recognition of that individual's significant contribution in helping Caledon Community Services achieve its vision and mission.

Step 1: Completion of Nomination Form

1. The application for nominating an individual to be considered for Honorary Life Membership of CCS can only be completed by an existing Board Member or a member of CCS's Resource Coordination Team (RCT).
2. Nominations of Honorary Life Member will only be considered for individuals that have demonstrated significant contributions to CCS as a volunteer and/or staff member.
3. In order to be considered for an Honorary Life Membership, the award recipient/s shall be selected from among the nominees based upon his/her contributions and achievements as described by the nominators. The nomination form must have attached a descriptive story of the nominee's contributions, detailing how these contributions and achievements have consistently exemplified any or all of the agency's values (Leadership, Integrity, Responsiveness, Inclusiveness, Innovation and Partnership) which have led to the advancement of CCS's mission and vision. In order to be considered for this award, the nominee must have provided at least 10 years of service to CCS.

Step 2: Nomination Form presented to Governance Committee

1. The January Board meeting is the deadline for submitting an Application for Nominating Honorary Life Member to the Governance Committee.
2. The CCS Board Liaison will review each application and research each Nominee. The Liaison will submit a brief report to the Governance Committee to be considered at its February Governance Committee meeting.
 - Report to include relevant information about the Nominee's contributions to CCS.
3. Nomination Application(s) and other relevant information will be reviewed and discussed by the Governance Committee during the February Governance Committee meeting.
4. The Committee will come to a consensus on each application on whether to recommend Honorary Life Membership.

Step 3: Nominee(s) presented to Board for consideration

1. Governance Committee will present its recommendations to the Board at the March meeting. Committee recommendations will include both successful and unsuccessful nominations.
2. Board Members will have the opportunity to ask the Committee members questions on each nominee and application.

Step 4: Votes taken at March/April meeting

1. All Board Members are eligible to vote, except those who are being nominated. Members can abstain from voting on any Application.
2. Each Application will be voted on by the Board. A unanimous vote of Board Members is required for each nomination to be approached and offered this honor.

Step 5: Successful nominee(s) notified

1. After April/March Board meeting, the Board Chair and CEO will contact the successful nominee(s).

Step 6: Honorary Life Member(s) recognized at AGM

1. Honorary Life Member(s) will be formally and permanently recognized at the AGM by the Board Chair and CEO.

Revised: January 26, 2016 (Specific Criteria added . Step 1-3)

Revised: June 16, 2015 (2/3 majority vote changed to unanimous vote required for nomination)



Monitoring Board Governance Compliance

Primary Purpose of this Procedure

To be accountable to its stakeholders and to its own commitments to good governance, CCSq Board of Directors monitors the implementation of its governance policies and procedures that prescribe how the Board conducts its business and manages its governance affairs.

Steps to Follow

1. The Board reviews its Governance Policies and Procedures regularly. As per Policy CEL5:
 - a. Policies categorized as Ends Policies will be reviewed at the first meeting of the new fiscal year;
 - b. Policies categorized as CEO Limitations will be reviewed annually at the January meeting;
 - c. Policies categorized as Governance Process will be reviewed annually at the October meeting.
2. The Board follows an Annual Work Plan Calendar which lists important activities, dates and deadlines, as prescribed by its Governance Policies.
3. The Board Staff Liaison monitors the progress of the Board and brings to the attention of the CEO any incidents of governance non-compliance.
4. The CEO reports these incidents to the Chair of the Governance and Nominating Committee.
5. Any Board member may also bring to the attention of the Governance Committee Chair any incident of governance non-compliance.
6. The Governance Committee Chair performs an analysis of the alleged non-compliance to determine if it is an issue of non-compliance.
7. If governance non-compliance is confirmed, the Chair of the Governance and Nominating Committee prepares recommendations to the Board on how to rectify such non-compliance.
8. On an annual basis (covering Board Performance from July 1st to June 30th), and preferably in time for the first meeting of the Board following the AGM, the Board's Staff Liaison prepares a report on the Board's Governance Compliance for review by the CEO who then turns it over to the Chair of the Governance and Nominating Committee.
9. The Governance Committee Chair presents a report to the Board on its Governance compliance annually at the first Board meeting of the Board's new Term (first business

meeting following the AGM). The Committee Chair may seek the support of the Board Staff Liaison and CEO as required for this presentation to the Board of Directors.



CCS Board Development Plan 2015-2016

Supports Governance Policy: GP17 Board Evaluation and Board Development

The purpose of the Board Development Plan is to assist Directors to become more knowledgeable of CCS so that they can better participate in the various discussions of the Board, such as:

- The organization's mission, goals, objectives, programs and services;
- The organization's budget and financial statements;
- The roles, duties, responsibilities of the Board, committees, individual Directors, CEO.

The annual Board Development Plan will be informed by the annual Board Evaluation reporting that focuses on assessing Board and Directors strengths and weakness. Based the 2015 Board evaluations, Governance, Health and Social Trends, and Risk Management were identified as key areas of interest.

Governance		
Activity	Date	Notes
Accreditation Workshops	September 21, 2015 and September 23, 2015	Role of the Board in Accreditation
Annual Board Retreat	Oct. 24	Focus on Quality Advantage
Ongoing Governance Training	monthly reports	Led by the Governance Committee through monthly reports brought forward to the Board.
Other relevant individual Board Governance Training	Dates as requested	Based on identified skill set gaps
Monthly LHIN Governance to Governance meetings	Dates TBA	Directors will be notified of upcoming opportunities to attend these meetings
Health and Social Trends		
Activity	Date	Notes
Quarterly presentations from staff on CCS programs	February, May, September, November	Focus on CCS programs and upcoming trends in health and social services as per the board work plan
Monthly LHIN Governance to Governance meetings	Dates to TBA	Directors will be made aware of upcoming opportunities to attend these meetings
Risk Management		
Activity	Date	Notes
Presentation	January Board Meeting	Kevin Travers

Section 6: Board Forms



Code of Conduct – Acknowledgement and Agreement For Board Members and Non-Board Members

**Supports Governance Policy: GP10 Board Members Role and Code of Conduct
GP11 Non-Board Committee Members Role and Code of Conduct**

**Code of Conduct – Acknowledgement and Agreement
For Board Members and Non-Board Committee Members**

I, _____, acknowledge that I have read and understood Policy GP10 ~~%Board Members~~ Role and Code of Conduct+and/or GP11 ~~%Non-Board Committee Members~~ Role and Code of Conduct.+

I agree to abide by these policies and the implied Code of Conduct.

I further acknowledge and agree that my obligations under the Code of Conduct continue beyond the expiration of my tenure as a Board member or as a Non-Board Committee member of the CCS Organization.

Signature

Witness

Date: _____



Disclosure of Conflict of Interest

Supports Governance Policy: GP15 Conflict of Interest

Disclosure of Conflict of Interest

To the best of my knowledge, I, _____

as a member of Board of Caledon Community Services (the Organization)

DO¹

DO NOT

have an actual, potential or perceived conflict of interest.

An **actual** conflict of interest exists when a Board or Non-Board Committee member benefits, directly or indirectly, from a decision or action of the organization.

A **potential** conflict of interest exists when a Board or Non-Board Committee member is involved in a transaction from which, depending on the Organization's decision, he/she may benefit either directly or indirectly.

A **perceived** conflict of interest exists when a reasonable and objective observer viewing a transaction would conclude that a Board or Non-Board Committee member participating in the transaction will or may benefit, either directly or indirectly from the transaction.

A benefit is received **directly** by a Board or Non-Board Committee member if he/she receives the benefit himself/herself. A benefit is received indirectly if it is received by a member of his/her immediate family or by a corporation or other organization in which the Board or Non-Board Committee member has an interest.

Immediate family includes the member's parent, brother, sister, spouse, son, daughter, son-in-law, daughter-in-law, mother-in-law, father-in-law, brother-in-law, sister-in-law, grandparent, grandchild, niece, nephew, aunt or uncle. **Spouse** includes someone to whom the member is married or with whom the member is living in a conjugal relationship outside marriage.

In addition, I undertake to inform Board of any conflict of interest that may arise during the course of the coming year involving the undersigned.

Signature _____

Date _____

¹ Please Clarify: _____



Confidentiality Statement

Supports Governance Policy: GP16 Confidentiality and Disclosure of CCS Information

Statement of Confidentiality

I acknowledge that I have read and understood CCS's privacy policy and related procedures.

Confidential and/or personal information refers to personal information related to members of the public, employees, and volunteers; Organization information not yet made public, and strategic / business / operating plans.

I understand that:

- all confidential and/or personal information that I have access to or learn through my employment or affiliation with the Organization is confidential;
- as a condition of my employment or affiliation with the Organization (which includes membership on any committee), I must comply with the privacy policy and related procedures;
- my failure to comply may result in the termination of my employment or affiliation with the Organization and may also result in legal action being taken against me by the Organization and others.

I agree that I will not access, use, or disclose any confidential and/or personal information that I learn of or possess because of my employment or affiliation with the Organization, unless it is necessary for me to do so in order to perform my responsibilities. I also understand that under no circumstances may confidential and/or personal information be communicated either within or outside of the Organization except to other persons who are authorized by the Organization to receive such information.

I agree that I will not alter, destroy, copy or interfere with this information, except with prior authorization and in accordance with the applicable Organization policies and procedures.

I agree to keep any computer access codes (for example, passwords) confidential and secure. I will protect physical and electronic access devices (for example, keys, badges, and storage devices) and the confidentiality of any information being accessed.

I will not lend my access codes or devices to anyone, nor will I attempt to use those of others. I understand that access codes come with legal responsibilities and that I am accountable for all work done under these codes. If I have reason to believe that my access codes or devices have been compromised or stolen, I will immediately contact the CEO. In the event that I have questions or concerns about any matter covered by this Statement or if I have concerns about confidentiality or security matters concerning the Organization, I will promptly contact the CEO.

Name (please print)

Signature

Date

Witness (please print)

Signature

Date



Board of Directors Self-Evaluation

Supports Governance Policy: GP17 Board Evaluation and Board Development

Board Member Self-Evaluation

Each individual board member is encouraged to assess their effectiveness as a board member by completing the following checklist. Please give yourself a check mark if you feel completely compliant, a question mark if you believe you are partially compliant and an X if you feel you are not particularly compliant.

- I support the mission, vision and values of this organization.
- I further the work of this organization with my time, skills and financial support.
- I understand the role of the board and my legal and ethical responsibilities as a board member.
- I have attended the majority of regular and special board meetings and other events requiring board participation.
- I prepare for board meetings by reading background materials and researching issues for discussion.
- I actively participate in board meetings by listening, discussing and presenting complete information as required.
- I carry out other board responsibilities (e.g. committee member, fundraising, advocacy and/or education in an effective and timely manner).
- I support and help other board members in their development.
- I participate in development opportunities including workshops, information sessions, conferences and taking on new roles.
- I try to be an objective decision-maker considering the effect of issues on individuals, the organization, and the community.
- I avoid participation in board issues that are self-serving or may be perceived as a conflict of interest.
- I recognize that the board must speak with one voice and I avoid taking action on issues unless instructed by the board.

- I enjoy my service as a board member in this organization and if not, I am actively working to change the issues and/or activities which are a barrier or I am reconsidering my commitment to this organization.

My greatest satisfaction in serving on the board this term is:

My board service this term improved the organization's services, finances, or image in the community by:

My strengths as a board member are:

My weaknesses as a board member are:

I am interested in serving an additional term:

- Yes
- No

If yes, I would be interested in serving as:

- Chair
- Vice-Chair
- Secretary
- Treasurer

- Standing Chair: Which Committee? _____
- Ad hoc Committee Chair: Which Committee? _____
- Other: _____

I have attended _____ of _____ regular board meetings

I have attended _____ of _____ special board meetings and other community events

I prepare for board meetings by reading background materials and research issues for decision:

- Always
- Often
- Sometimes
- Seldom
- Never

I am an active participant in board meetings, feel comfortable discussing issues and recognize the roles and responsibilities of the board:

- Always
- Often
- Sometimes
- Seldom
- Never

I would like to further develop myself as a board member by:

Name: _____

Date: _____

Chair: _____

Concerns and/or Issues:



Board Member Self-Evaluation Optional Action

Supports Governance Policy: GP17 Board Evaluation and Board Development

Board Member Self-Evaluation Optional Action

Please provide us with a sense of your personal development needs. Your response to the question below will help us to schedule either an individual training opportunity or a Board-wide educational opportunity. Please complete this form by _____ and return to the Board Chair via email.

My development or educational requirements

I believe that my contribution to CCS would be improved with education and/or training would include the following:

My interests with respect to Board involvement

In addition, my goals regarding Board involvement would include the following:



Board of Directors Evaluation Questionnaire

Supports Governance Policy: GP17 Board Evaluation and Board Development

Evaluating the Work of the Board Team

Date Completed: _____

Board Evaluation Statement	Yes/No/Don't Know	Comments on Strengths or Ideas for Improvement
<p>The board operates with clearly defined strategic framework including:</p> <ul style="list-style-type: none"> • Vision, Priorities and Goals • Bylaws 	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
<p>Board members understand their own and each other's role and duties.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
<p>Job descriptions have been developed and used for:</p> <ul style="list-style-type: none"> • Individual board members • Executive positions • Committee Chairpersons 	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
<p>The board uses committees and/or work groups to divide board work fairly or delegates appropriately to staff.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
<p>Board committees have a Terms of Reference which defines their roles and responsibilities.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
<p>Board members follow through on plans and commitments.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
<p>Board members understand their legal and fiduciary</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No	

obligations and ensure they are being met.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The board composition reflects our community's composition.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The board represents the interests of the organization.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Board members are elected for a specific limited term.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Recruitment of effective board member nominees is a year-round activity.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Trusting and respectful relationships exist between board members and other individuals within the organization.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Individual board members are evaluated annually to assess and recognize the skills and time they have contributed and to identify the role they will play in the future.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The board evaluates its work annually against its Strategic Plan and Annual Work Plan	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The board communicates clearly and regularly with appropriate staff, volunteers, funders and the wider community.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Written policies to guide board decision making exist and are organized in a policy manual.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The board continuously evaluates implementation of its Strategic Plan	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The board ensures that the annual budget is aligned with its Strategic Plan	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The Board ensures there is a plan in place for providing CEO succession.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	

The Board ensures that effective risk management procedures are in place for the Organization.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Annually the Board as a whole determines its priorities and how its business will be done through the development of a Board Work Plan.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The Board provides for succession planning for officers and members of the Board through the Governance and Nominating Committee.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The Board, through the Finance & Audit Committee, establishes and monitors an effective, appropriate investment policy.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Board meetings deal primarily with developing policy, planning, developing financial resources, advocacy and evaluating the organization's work.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The board has developed and approved a Strategic Plan that is used to monitor and evaluate the organization's direction.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
All board members are encouraged to participate in discussions.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Conflict is dealt with openly, respectfully and effectively.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Through Board education, Board members are kept informed about activities, issues, and key strategic trends in the social services field.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
The Board, as a whole, has the background, skills, diversity and knowledge to carry out its roles and responsibilities.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know	
Through its By-law and	<input type="checkbox"/> Yes	



Honorary Life Member Nomination Form

Supports Procedure: Honorary Life Member Nomination Process

CCS Life Membership Application

Purpose

Awarding an Honorary Life Member to a CCS employee and/or volunteer is recognition of that individual's significant contribution in helping Caledon Community Services achieve its vision and mission.

Criteria

In order to be considered for an Honorary Life Membership, the award recipient/s shall be selected from among the nominees based upon his/her contributions and achievements as described by the nominators. An active staff member of CCS cannot be nominated as an Honorary Life Member. The nomination form must have attached a descriptive story of the nominee's contributions, detailing how these contributions and achievements have consistently exemplified any or all of the agency's values (Leadership, Integrity, Responsiveness, Inclusiveness, Innovation and Partnership) which have led to the advancement of CCS's mission and vision. In order to be considered for this award, the nominee must have provided at least 10 years of service to CCS.

1. **Name of Nominee:** _____

2. **Name of Nominator:** _____

3. **Describe the significant contribution that the nominee has provided to CCS that has helped the organization achieve its vision and mission.**



Board Secretary's Checklist

Supports Governance Policy: GP8 Secretary's Role

1 week after every Board meeting.

- Send draft meeting minutes to the Board Chair and CEO for review.
- Send draft Action Items to the Board Chair and CEO for review.
- Send draft in-camera meeting minutes to the Board Chair for review. If the CEO was part of the in-camera meeting, then the Board Secretary will also send to the CEO for review

2 weeks before every Board meeting

- Receive any revisions to Minutes and Action Items, finalize these documents and forward them to the Board Staff Liaison for pdf filing and loading on Dropbox. In-camera minutes will not be circulated electronically to Board members prior to a Board meeting and instead, will be circulated in hard copy at the Board meeting and then returned for shredding. Send to Board Staff Liaison to print copies for meeting.
- Review Action Items and follow up with relevant Board members (or all of them) prior to Board meeting, reminding people what they have committed to doing. Emailing individual Board members, with a cc to the Chair, is the preferred format for this process.
- Check Board Calendar/Work Plan to ensure that all relevant items are included in the draft agenda.
- Connect with CEO regarding any Program Presentations or Community Development Meetings scheduled for the month on the Board Work Plan Calendar.
- Prepare draft agenda and send to Chair and CEO for review.

1 week before every Board meeting

- Email Committee Chairs reminding them to have their Committee Reports loaded onto Dropbox no less than 5 days before the meeting.
- Load the updated Action Items on to Dropbox.
- Load final Agenda, meeting minutes and all other meeting materials on to Dropbox.
- Remind all Board members of meeting and if unable to attend, to send the Board Chair, Secretary, CEO and Board Staff Liaison an email notifying of such.

During every board meeting

- Take minutes
- Review Action Items orally and record progress updates that are provided by various Board members
- Add any new Action Items

Revised: September 2014



Board Exit Interview Questionnaire

Thank you for taking the time to offer your thoughts on your Board of Directors experience. We greatly appreciate your insight. It will help us to continually strive to provide rewarding experiences for future Board involvement.

- 1) When you were recruited as a Board member, were your obligations made clear to you? (For example meetings, committee assignments, events, donations, etc.).
Was there anything we could do better to provide greater clarity on expectations?

- 2) Do you feel your orientation to the Board and to the agency prepared you for your role on the board? Was there anything we could do better?

- 3) Do you feel your talents, skills and knowledge were utilized appropriately and/or effectively during your tenure on the Board? Please explain.

- 4) Do you feel the culture on the Board was welcoming to all voices during board meetings and in between those meetings? Were there periods in your tenure where this culture was more or less welcoming? Please explain?

- 5) Do you have any thoughts to share about the existing relationship between the Board and RCT (Senior Management)? Are there things that can be done or things that we should stop doing that will improve the way that both teams use one another's skills and resources?

- 6) During your tenure on the Board, did you understand how its governance role fit into the strategic and operational work of the organization? What were the strengths and weaknesses here?

- 7) What were particular moments of the Board's strength during the time that you served?

- 8) What were particular moments where you felt the Board could have done better or you wished that more could have been done by the Board?

- 9) Is there anything the Board or the agency could have done differently that may have affected your decision to leave?

- 10) What did you enjoy most about your Board service?

- 11) What did you enjoy least about your Board service?

- 12) What would you like your involvement to be in the future with our organization?

- 13) Is there anything else you would like to share with us that will help us improve our Board Directors' experiences and help the Board further support CCS?

Thank you very much for feedback and insight. Most importantly THANK YOU so much for the contribution you made to our agency and our community during your service on our Board of Directors.

Created July 2014



BOARD EXIT INTERVIEW WITH RCT STAFF

Option to complete in writing, by conference call or face to face with a minimum of two members of the Executive Committee.

NAME:
JOB TITLE:
START DATE WITH ORGANIZATION:
START DATE IN POSITION:
SEPARATION DATE:
TOTAL LENGTH OF SERVICE:
OTHER POSITIONS HELD WITH ORGANIZATION:

1.	Please describe the primary reason(s) you are leaving your current position.
	What, if anything, could have been done to prevent you from leaving?
	Were your expectations of the job and this organization met? If not, why?
	What, if anything, do you wish you had known before you took the job?
	What were the positive aspects about your job, manager, and/or the organization that caused you to stay as long as you did?

2.	Did dissatisfaction with any of the following factors influence your decision to leave?	YES	NO
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	Strategic Direction . Mission Vision of CCS		
	Type of work		
	Working conditions (setting, schedule, travel, flexibility)		
	Pay		
	Supervisor		
	Location		
	Commute		

3.	Please rate the following aspects of the job you are vacating. Use the 1 – 5 scale below.					
		1 Poor	2	3 Average	4	5 Excellent
	Type of work performed					
	Workload					
	Salary					
	Co-workers . teamwork - ability to work together to accomplish CCS vision/mission					
	Supervision received/direction provided					
	Level of input in CCS decisions that affected you or your team					

4.	Please rate the following aspects of the organization overall. Use the 1 – 5 scale below.					
		1 Poor	2	3 Average	4	5 Excellent
	Career development opportunities					
	Employee morale					
	Fair treatment of employees					
	Support of work-life balance					
	Cooperation within the agency					
	Communication between RCT					
	Performance and development planning and evaluation					
	Commitment to customer service					
	Concern with quality and excellence					

5.	Please rate your CEO on the following factors. Use the 1 – 5 scale below.					
		1 Never	2 Seldom	3 Often	4 Usually	5 Always
	Gave usable performance feedback					
	Recognized accomplishments					
	Clearly communicated expectations					

	Treated you fairly and respectfully					
	Coached, trained, & developed you					
	Provided leadership . Led by example					
	Support to manage your team					
	Encouraged teamwork & cooperation					
	Resolved concerns promptly					
	Listened to suggestions & feedback					
	Kept RCT and staff informed					
	Supported work-life balance					
	Support with building external relationships (funders, donors, community stakeholders)					
	Provided appropriate & challenging initiatives					

6.	What do you consider to be the biggest challenge this organization now faces and needs to overcome?
	In your opinion, what were the top three barriers to productivity in your job or work unit?
	What would you suggest to the board to make our organization a better place to work?
	What advice would you give your replacement?
	Do you have any other comments or suggestions?

Thank you for your candid comments. All responses will be kept confidential and will be used by the Board to evaluate HR capacity as it relates to mission execution and the CEO performance. The exit interview will be kept in your HR file.

Created November 2, 2015