



Victoria Cool Aid Society Board of Directors Policies

This Board Policy Manual provides the foundation for implementing effective governance of the Society.

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General Information

1-1 Definition of Terms

In these policies:

1. “Society” means the Victoria Cool Aid Society (SOCIETY).
2. “board” means the Board of Directors of the Victoria Cool Aid Society (SOCIETY).
3. “board member” means a member of the Board of Directors.
4. “CEO” means Chief Executive Officer.
5. words importing a male person include a female person and vice versa

Original Approval Date: May 25, 2004
Amended Approval Date: September 27, 2005

OUTCOMES

2-1 Mission Statement, Vision, and Guiding Principles

Mission Statement

We act to end homelessness by working in partnership with others to develop community-based solutions. We are committed to working in a non-judgmental way with adults experiencing marginalization in Greater Victoria by advocating for and provide emergency shelter, supportive housing, integrated health care and other support services.

Vision

The Victoria Cool Aid Society acts to end homelessness and improve our quality of life by working with others to build a community where:

- No one is forced to sleep on the street or go hungry.
- Everyone who needs supportive housing is getting it.
- Integrated health care service to treat illness and promote wellness is provided.
- Integrated services are provided to those with mental health and addiction issues.

Guiding Principles (Revised February, 2015)

We...

- Meet clients where they are at and see things from their point of view.
- Practise reliability, good faith, and integrity in all our relationships.
- Recognize and value the contributions of our clients, staff, volunteers, donors, and partners.
- Embrace diversity and honour all cultures, identities and experiences.
- Cultivate partnerships to strengthen community.
- Foster an environment that promotes equity, well-being, and safety for all.
- Advocate for those we serve.
- Support each other through change and innovation.
- Take responsibility for our actions and learn from our experiences.

2.2 Strategic Planning: Overview, Roles and Process

E1 Strategic Planning Overview

The purpose of Cool Aid's Strategic Plan is to provide an ongoing process of assessing our environment and aligning our strategic themes, objectives, measures and initiatives. It helps focus our energies and provides direction to each of our programs and employees. The plan uses the Balanced Scorecard framework to report meaningful performance results to the Board, satisfy our reporting requirements for our funders, and indicate to the public the progress we have made towards achieving our vision.

The Cool Aid Scorecard

- A. The Cool Aid Scorecard is a tool for the organization to comprehensively view, measure and update its performance providing services to marginalized adults through the following areas.
- Supportive Housing
 - Supportive Shelter
 - Holistic Health Care
 - Long Term Funding

While these strategic areas will remain relatively stable over time, the specific objectives and priority initiatives to implement the resulting strategy will change in response to new challenges or demands.

- B. **The Balanced Scorecard's** approach to strategic planning and performance management uses four balanced perspectives to answer critical service delivery questions:
- **Client perspective:** Is Cool Aid delivering the services our clients need and our funders expect?
 - **Financial perspective:** Are we managing our resources wisely?
 - **Internal process perspective:** How do we improve our business processes to deliver the client and financial outcomes we expect?
 - **Learning and growth perspective:** How do we give our employees tools and training to enable us to deliver effective processes and continuously improve and respond to changing needs?

Cool Aid Society's Strategy Map and Program Scorecards represent a vertically linked cause and effect chain of objectives across several scorecard perspectives.

The resulting Strategy Map is a graphic depiction of the strategy that will be used by the Victoria Cool Aid Society to fulfill our mission and help our community realize our vision.

E2 Board Role and Responsibility

The Board has the responsibility to:

1. Work collaboratively with the Senior Management Team per time frames listed in Appendix E to:
 - assess external environment and performance;
 - affirm mission, vision, guiding principles,
 - review and approve strategic areas and strategic objectives.
 - review and approve performance measure and targets;
 - review and approve priority Initiatives and Milestones
 - review performance reports
2. Develop, complete, implement, track progress, and update a Board scorecard.

E3 Management Team Role and Responsibility

The management team, under the direction of the CEO, has the responsibility to:

- recommend strategic objectives, measures and targets to the board
- implement same once approved by the Board
- regularly review, update and report using the Balanced Scorecard tool

E4 Annual Strategic Planning Process / Cycle

Additional detail and clarity to the policy can be found in Appendix E which:

- Outlines the strategic planning process in its entirety
- Details the annual strategic planning cycle

Governing Process

GP1 Governing Approach

The focus of the board's approach is to provide leadership and direction to the organization. The board is concerned with vision, mission, principles and strategic objectives. The Board of Directors will not normally become involved in the day-to-day decision making. Operational practices do not require board approval as they fall within the domain of operations. The Board of Directors reserves the right to set operational practices in a period of crisis. This achieving of objectives will be accomplished by:

- a) an emphasis on outward vision;
- b) commitment to obtaining member input;
- c) encouragement of diversity in viewpoints;
- d) strategic leadership;
- e) clear distinction of board and staff roles;
- f) collective rather than individual decisions;
- g) focus on the future;
- h) acting proactively rather than reactively.

Specifically, the board will:

1. Direct the board's energies to achieving the identified strategic objectives.
2. Guide organizational thinking and behaviour through the provision of clearly stated vision, mission and principles.
3. Consider the cost of change and instability on the Society when refocusing the mandate and priorities
4. Enforce upon itself the discipline needed to govern with excellence. Board discipline applies to matters such as attendance, preparation for meetings, policy-making principles, respect of roles and ensuring the continuity of governance capability. Continual board development includes orientation of new board members in governance process and periodic process improvement.
5. Monitor and regularly discuss the board's process and performance. Self-monitoring will include comparison of board activity and discipline in relation to policies in the governance process and board-CEO Relationship categories.
6. Ensure the viability and vitality of the board by establishing an appropriate succession planning process that includes ongoing recruitment, training and development of board members.
7. Be accountable to the Society and its communities, including the development of an annual report to the community.
8. Being proactive in reviewing, identifying and developing policies as needed.
9. Striving to ensure that board composition is reflective of the Society's diverse community.

GP2 Board Job Description

The board leads and guides the organization toward achieving its vision, mission and outcomes. The purpose of governance is to be accountable to the Society by assuring that:

- a) appropriate results are achieved.
- b) unacceptable activities, conditions and decisions are dealt with appropriately.

The board's specific responsibilities are:

1. Serving as the link between the organization and its communities, including members, donors, funders and the community at large.
2. Developing and reviewing board policies that focus on the following areas:

Outcomes: achieving goals and objectives, measuring outcomes and monitoring results.

Governance process: describing the board's process for fulfilling its duties and responsibilities as well as monitoring its performance.

Board-CEO relationship: describing authority, the CEO role, the CEO-board relationship, and accountability as a mutually respectful one that recognizes the CEO as the sole employee of the board.

Executive Expectations: setting the parameters within which the CEO carries out his/her duties and responsibilities.

3. Hiring the CEO, establishing and reviewing her salary, and conducting a routine evaluation of her performance.
4. Planning for the long-term financial stability of the organization including establishing the long-term goals for financial development.
5. Acting according to applicable legislation.
6. Considering the cost of change and instability on the Society when refocusing the mandate and priorities.
7. Contributing to financial development activities by providing campaign leadership, participating in fundraising events, or identification of donors.

In particular, the board shall:

1. Appoint the officers of Victoria Cool Aid Society and approve all changes thereto. In addition, the board prescribes the duties and responsibilities of the Chair, Vice Chair, Treasurer, Secretary and CEO.
2. Appoint committees from amongst its members from time to time. The board delegates such powers and responsibilities to each of such committees as appropriate. Committee powers and responsibilities shall be only those delegated by the board. (See Appendix D, Board Member Responsibilities).
3. Consult with the planning and governance committee, review and amend changes in the composition of various committees and the number of committees.

4. Confer on the CEO the duty of prescribing the duties and responsibilities of the programs to senior management.

Directors of the board of Victoria Cool Aid Society are accountable to the Society. The board and programs dictate priorities, and services are put into place to fulfill these objectives. Management facilitates the delivery of these programs. The board, working through its CEO will ensure that:

- Management practices are consistent with the strategic priorities of the Society as determined in its annual planning cycle;
- Programs and services are delivered efficiently and effectively; and
- The Society is appropriate, open and transparent with respect to its members and other stakeholders.

GP3

Board's Duties

Responsibilities of Individual Directors

1. Individual directors have no authority to act independently of the board except insofar as the Constitution or the board, by resolution, specifically mandates.
2. An individual board member cannot provide direction to the Chief Executive Officer or staff. The only legal authority to provide direction or require information is vested in the full board.
3. Each director is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the fulfillment of the essential governance tasks of the Board outlined in Policy GP-2, directors are responsible to exercise due diligence, loyalty and care in the performance of their duties. Each director is responsible to exercise these duties as follows:
 - a. Duty of due diligence
 - i. Be informed of the articles of incorporation, the *Society Act*, and the Society's bylaws, mission, values, code of conduct, and policies as they pertain to the duties of a director.
 - ii. Keep generally informed about the activities of the Society, the community issues that affect the Society, and general trends in the business in which the Society operates.
 - iii. Attend board meetings regularly, serve on committees of the board and contribute from personal, professional and life experience to the work of the board.
 - b. Duty of loyalty
 - i. Act with honesty and in good faith in what the director reasonably believes to be the best interests of the Society.
 - ii. Maintain solidarity with fellow directors in support of a decision that has been made in good faith, in a legally constituted meeting, by directors in reasonably full possession of the facts.
 - iii. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Society's bylaws and policies and statutory requirements.
 - c. Duty of care
 - i. Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. This may require a reasonable understanding of relevant legislation and jurisprudence.
 - ii. Offer personal perspectives and opinions on issues that are the subject of board discussion and decision.
 - iii. Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the board.
 - iv. Ask for a review of a decision, if the director has reasonable grounds to believe that the board acted without full information or in a manner inconsistent with its fiduciary obligations.

- v. Work cooperatively with the staff of the Society on committees or task forces of the board.
- vi. Know and respect the distinction in the roles of board and staff consistent with the principles underlying approved governance policies.

GP4**Chair's Role**

The role of the chair is to assure the integrity of the board's process and to represent the board and Society to the external environment. The chair is the only board member authorized to speak for the board. (See Appendix D for more detail).

1. The chair ensures that the board adheres to its governance process, and in doing so, fulfils its legal commitments.
2. Chairing of board meetings:
 - 2.1 The agenda and meeting content is concerned only with those matters that fall within the purview of the board to decide.
 - 2.2 The chair facilitates effective decision-making through timely, fair, orderly, thorough and efficient deliberation.
 - 2.3 Meetings are followed using Robert's Rules of Order unless agreement has been reached to use different procedures.
3. The chair is authorized to act only on behalf of the board as consistent with board policies.
 - 3.1 The chair is empowered to preside over board meetings with all of the usual power of that position.
 - 3.2 The chair has no authority to take action or make representations on behalf of the board beyond policies created by the board.

GP4 Guidelines for Code of Conduct

The board conducts its affairs to the highest standards of ethical and businesslike behavior. Appropriate use of authority and decorum is expected of all board members.

1. The obligations of the board members are for the interests of the organization and its “communities” and members. This obligation supersedes any other conflicting loyalty.
2. Board members are expected to carry out their responsibilities in a diligent manner, and be well prepared when attending board meetings. Members have a responsibility to ensure they are familiar with Roberts Rules of Order.
3. A board member must avoid conflicts of interests. If a member is involved in a conflict of interest, then she must take the steps outlined in the guidelines for Conflict of Interest as set out in Appendix C4. A board member is expected to attend all board meetings, to notify the board chair if they are unable to attend a regular board meeting, and are not to miss more than two regular board meetings in a row without the approval of the chair.
5. A board member must protect Society information from improper disclosure. All Society information, including business transacted at board meetings, must be treated in a confidential manner.
6. A board member must report any incident of abuse of Society information or assets to the board chair.
7. A board member may not personally use Society property to make a gift, charitable donation or political contribution to anyone on behalf of the Society. Any gift or similar item must have the authorization of the board.
8. Board members are prohibited from attempting to exercise individual authority over the organization.
 - 8.1 Individual board member’s interaction with the CEO or staff carries no authority or official influence.
 - 8.2 Board members do not deal directly with employees or contractors of the Society, except as approved by the CEO.
9. No board member shall have direct communications with the media on behalf of the Society, other than that authorized by the chair of the board. Board member interaction with the public or other entities carries no official authority. Individual board members are not authorized to speak for the board/CEO.
 - 9.1 Board members may communicate outside the organization about policies and decisions approved by the board (except when this may negatively affect the organization). Board members may not communicate outside the organization about operational policies and decisions approved by the CEO, unless this is previously agreed to by the board.

- 9.2 Board members must follow the Guideline for Concerns and Complaints policy when contacted by staff or third parties regarding concerns or complaints about the Society. (See Appendix B).
10. Evaluation of the CEO may only be made within the context of explicit board policies and must be consistent with the officially established performance review process.
11. Board members must show respect to fellow board members and staff of the Society at all times. If a fellow board member believes she has been treated disrespectfully, the individual is asked to inform the chair of the planning and governance committee, who shall take appropriate action.
12. If a Board Member fails to comply with this policy, the Board may take disciplinary action it deems appropriate, and may consult with and seek recommendations from the planning and governance committee in this regard.

GP5**Board Committee Principles**

To enhance the integrity of the “wholeness” of the board there will be a minimum of standing and ad hoc committees. Standing committees will not make decisions on behalf of the board unless directed, but rather will be used to inform the board on matters that are within their mandate or that they have been delegated to investigate.

Board established committees:

1. Standing committees include: Community Relations, Executive, Finance, and Planning and Governance.
2. The board will consult with the Planning and Governance committee, review and amend changes in the composition of the various committees and the number of committees when required.
3. Standing committee terms of reference are described in Appendix A and are amended through board approval.
4. Terms of reference for ad hoc committees are submitted to the board for its approval. Ad hoc committees shall define their parameters and terms of references.
5. Committees are not empowered to exercise authority over staff.
6. Committee membership is determined in the terms of reference for each committee, but generally includes current board members, the CEO, and relevant members of the management team.

GP6 Standards of Ethical Conduct

The Society has adopted the following Standards for Ethical Conduct for its members.

All members of the Society Board of Directors are required to comply with the Standards of Ethical Conduct and their administration thereof. Failure to comply with the standards may be cause for a variety of board consequences, up to and including termination from membership on the Society Board of Directors by special resolution per Bylaw 33.

1. Responsibilities to individuals

The board of directors will:

- a) be courteous and respectful in all interactions;
- b) act consistently with the mission of the Society, respecting the customs and beliefs of others;
- c) respect privacy and confidentiality of information received in course of duties unless required by law to divulge information;

2. Responsibility to the Organization

The board of directors will take a leadership role to ensure that the Society:

- a) serves the public interest in an ethical manner;
- b) strives to provide quality services;
- c) communicates honestly with its membership and the public;
- d) uses sound management practices;
- e) promotes public awareness of the services the Society provides;
- f) facilitates inter-organizational activities in a cooperative way.

3. Responsibility to Clients, Community and Society

Members of the board of directors shall:

- a) abide by the laws of government
- b) recommend actions to government that enhance the well-being of Society clients and community.
- c) Promote partnerships to achieve mission and vision

GP7

Investment in Governance

The board invests in building governance capacity.

1. Candidates for board membership are provided with information that outlines the role of the board, the necessary qualifications and the board's expectations of board members.
2. The board recognizes that continual updating of skills and awareness of new issues is vital to a member's contribution to the board. It is expected that:
 - 2.1 New board members receive a complete orientation to ensure familiarity with the structure, issues, and governance process of the Society. Orientation shall include, but not be limited to:
 - 2.1.1 an orientation to the programs, homelessness and major issues.
 - 2.1.2 complete versions of the Society's constitution, bylaws and board policies.
 - 2.2 Board members have opportunity for ongoing training and education to enhance their governance capabilities.
 - 2.3 Each board member completes a self-appraisal annually and identifies specific areas for additional knowledge related to governance and homelessness issues. These areas shall be discussed by the board to identify common board educational expectations.
3. Outside monitoring assistance may be arranged so that the board can exercise sufficient control over organizational performance. This includes but is not limited to fiscal audit.
4. The board establishes governance process policies and a governance action plan, which serves as measurable standards against which the board's performance can be evaluated.
 - 4.1 Under the leadership of the chair, at least annually, the board will conduct an annual self-evaluation. As a result of this evaluation, the board will include in its governance action plan specific goals and objectives for improvement of identified areas.
 - 4.2 The board monitors its adherence to its own governance process policies regularly. Upon the choice of the board, any policy can be monitored at any time.

GP8 Membership

NOTE: ENTIRE POLICY ON MEMBERSHIP DELETED. ALL RULES RELATED TO MEMBERSHIP ARE SET OUT IN THE BYLAWS.

GP9

Recruitment Policy (added and approved March 13, 2007)

1. Each year the Planning and Governance committee will assume responsibility for recruiting new board members, should there be any vacancies.
2. On behalf of the Planning and Governance Committee, the Executive Coordinator sends out a letter to the membership by the end of March each year to determine if any current Society members are interested in being considered for election to the Victoria Cool Aid Society Board of Directors.
3. The Planning and Governance Committee will generate a short-list of possible candidates for nomination to the board through a process of consultation with the Board and Staff.
4. The Planning and Governance Committee will ensure that the composition of the Board represents the mandate and work of the organization. The Society encourages diversity in experience, gender, ethnicity and age of qualified nominees.
5. The following broad categories of skills and experience will also be considered as guides in making selections:
 - a. Community Health
 - b. Social Housing
 - c. Urban aboriginal issues
 - d. Realty and / or Development
 - e. Financial management / Business
 - f. Lived experience with mental illness, addiction and homelessnessFund-raising
 - g. Legal expertise
 - h. Media relations
 - i. Government / Public Sector
 - j. Urban Planning
 - k. Community leaders
6. The Planning and Governance Committee will present the list to the Board for discussion and possible nomination prior to any of these candidates being approached.
7. The Planning and Governance Committee is responsible for bringing information about possible nominees to the Board for discussion.
8. The Planning Governance Committee should ensure that the recruitment of Board members is transparent to all Staff members and Board members.

Board-CEO Relationship

BC1 Job of the CEO

As the board's single official link to the operating organization, the CEO's performance is considered to be synonymous with organizational performance as a whole.

The mandate of the CEO is to provide effective leadership in achieving the mission, goals, and objectives of the Society. The CEO shall have autonomy as the senior management official in the organization, subject only to the board policies.

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

1. Implementing the strategic plan in accordance with the Board policies related to outcomes.
2. Ensuring that the Organization and the CEO operate within the boundaries of prudence and ethics as set out in board policies.

BC2

Powers of the CEO

The CEO has the responsibility for organizational performance based on board policies and strategic plans. Consequently:

1. To operate effectively in realizing the directions and guidelines set out by these policies, the board authorizes the CEO to establish operational policies, make relevant and necessary decisions, develop and implement activities and actions that are consistent with a reasonable interpretation of the board's policies, and the Society's strategic plan.
2. The CEO's objectives are embodied in the annual strategic plan and are set out in an annual, mutually agreed to, Statement of Expectations.
3. The CEO is employed by the board of directors and is therefore responsible to the board as a whole rather than to individual members of the board. The CEO is required to implement policies as determined by the board, consistent with the requirements of any relevant legislation or regulations. In the exercise of these responsibilities, the CEO is:
 - a) Authorized to expend funds within the limits of the annual budget and operating plan approved by the board;
 - b) Responsible for bringing to the attention of the board, the need for special and exceptional expenditures not included in the budget;
 - c) Required to report to the board if it is not possible to operate within the limits of the budget approved by it;
 - d) Expected to provide advice to the board on policy and program/service issues that affect the programs offered or services provided by the Society;
 - e) Required to provide the board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Society in achievement of approved goals.
 - f) Responsible for employing all staff members. The staff are responsible to the CEO or to a person designated by him or her, not to the board as a whole or to any individual officer or director. In the supervision, direction and deployment of personnel, the CEO is governed by the documented personnel practices and procedures approved by the board.
 - g) Specific responsibilities are described in the policies related to responsibilities of the board, the roles of Chair, of other Officers and individual members, and in the job description of the CEO.

BC3 Annual Chief Executive Officer Evaluation

Evaluation Criteria

Part of good governance is monitoring executive performance, which includes providing the Chief Executive Officer with a regular performance evaluation.

The Chief Executive Officer performance will be evaluated on the basis of the following criteria:

- Assisting the Board in shaping and articulating the Society's goals and direction and achieving those goals and directions.
- Provision of leadership and direction to managers to ensure the Society's goals and objectives are met.
- Ensuring effective and efficient planning, development and delivery of the Society's programs.
- Providing sound financial management of the Society's assets and the safety, security and accuracy of its records.
- Development and maintenance of external relationships.
- Development and maintenance of relationships with Board members, staff, service delivery partners, funders and government agencies.

Evidence of Performance

The responsibility for carrying out the Chief Executive Officer evaluation is delegated to the Executive Committee of the Board. The Chair and Vice Chair are tasked with leading the process. It is important that the Board and Chief Executive Officer agree in advance on how information on the above criteria will be collected and provided. The means of gathering this information or demonstrating performance criteria success will include:

- Surveying: the staff who report directly to the Chief Executive Officer; the Board of Directors; and the Executive Committee of the Board. The staff, Board, and Executive Committee surveys are administered by the Human Resources Manager.
- Monitoring reports from the Chief Executive Officer and other source documents provided by the Chief Executive Officer over the past year such as:
 - Annual report(s)
 - Balanced scorecard annual report(s)
 - Financial statements; annual audit
 - Chief Executive Officer reports to the board
 - Quarterly operational reports
 - Briefing notes
 - Additional bi-annual surveys: Employee, Funder & Partner

Findings and Recommendations

The raw survey results of the survey tool will be provided to the Chief Executive Officer, the Chair and the Vice Chair. In addition, a summary survey report (the Survey “Report”), outlining the methodology and summarizing the survey results will be prepared by the Human Resource Manager for the Chief Executive Officer, the Chair and the Vice Chair. The Chair and Vice Chair will meet and review the survey results and Report and then meet with the Chief Executive Officer to review and discuss them and any other materials listed in section 2 and to discuss any issues of concern.

The Survey Report (provided in advance) and any issues raised at the meeting with the Chief Executive Officer will be discussed at the next meeting of the Executive Committee who, meeting in camera, will formulate a recommendation to the Board regarding any actions required as an outcome of the performance review process. This may include making recommendations to adjust the salary (per Board policy BC-4) or other conditions of employment of the Chief Executive Officer.

The Executive Committee will provide the Board with their recommendation in writing, accompanied by the Survey Report, at least one week prior to the meeting at which the Board will make its decision.

Timing

The annual performance evaluation will begin in April of each year and be completed by the end of June.

For greater clarity, the steps in the process will be:

- a. Notification to participants to participate in the performance review survey;
- b. Dissemination of surveys;
- c. Preparation of raw data and Survey Report by Human Resources Manager;
- d. Review of Survey Report by Chief Executive Officer, Chair and Vice Chair;
- e. Meeting between Chief Executive Officer, Chair and Vice Chair to discuss outcomes of survey and any issues of concern;
- f. Discussion of Survey Report and any issues of concern at Executive Committee in camera meeting and review;
- g. Notification and provision to Board from the Executive Committee of their recommendation, accompanied by the Survey Report;
- h. Recommendation decision made at in camera discussion of Board;
- i. Notification in writing to the Chief Executive Officer by the Chair outlining the results of the recommendation discussion by the Board and their determination.

BC4 Salary of the Chief Executive Officer

The Board is responsible for determining compensation for the Chief Executive Officer and does so in congruence with the Society's compensation philosophy to establish and maintain competitive wages reflective of current market conditions.

This policy outlines the process for determining compensation for the Chief Executive Officer.

Determining the salary range is a separate function from approving an annual salary increase. The processes for both functions are described below.

Determining Chief Executive Officer Compensation Range

The Board is responsible for approving the Chief Executive Officer Salary range. Changes to the salary range will occur **periodically** as per the process described below:

- Cool Aid has an operational compensation policy (Compensation Wage Grid HR-CB02) which includes the Chief Executive Officer position.
- The Board will use the process established by the organization's operational policy to determine the Chief Executive Officer Salary Range.
- At least two representatives from the Executive Committee of the Board will be included in the process to receive information and recommendations related to the Chief Executive Officer salary range and will review the terms of reference and any instructions provided to the external consultant.

Through the comparison review undertaken, the information related to the Chief Executive Officer salary range will be shared with the Executive Committee for review. The Executive Committee will bring forward a salary range recommendation to the Board for approval. The recommendation, accompanied by the external information on which it is based, will be shared with the Board in advance of their decision.

In years when a change to the salary range is being recommended, the process will be finalized at least a month in advance of any recommendations coming forward relating to the annual salary of the Chief Executive Officer.

Determining Annual Chief Executive Officer Salary

In determining an increase in the annual compensation level for the Chief Executive Officer, the Board will use as a minimum the compensation level increase established through Cool Aid's operational compensation policy (Compensation Wage Grid HR-CB02), subject to the outcome of the annual performance review.

Chief Executive Officer Expectation

EE1 General Chief Executive Officer Constraint

The CEO shall not cause or knowingly allow any practice, activity, decision or organizational circumstance which is in violation of commonly accepted business and professional ethics and practices or applicable legislation, regulations, policies and bylaws of the Society.

1. Service priorities will not vary significantly from those identified in board policy or as embodied in strategic plans.
2. The operating budget and annual operations of the Society shall not vary essentially from the board approved goals and objectives and will not put the organization at financial risk in accordance with Policy EE-3
3. Actual financial conditions at any time will adhere to board approved management risk policies.
4. The CEO shall not engage in risk management practices that cause the assets to be unprotected, inadequately maintained or unnecessarily risked.
5. CEO dealings with staff and volunteers will demonstrate trust and respect.
6. The CEO will not permit compensation and benefit, policies and practices for staff, contractors or volunteers to cause financial risk.
7. There shall be no conflict of interest by the CEO. Accordingly, the CEO shall be required to sign and adhere to conflict of interest declaration as part of her employment contract.

EE2 Operational Priorities and Principles

The CEO may not allow service priorities to vary significantly from the following general principles:

1. Priorities for subsidized programs and services will be given to housing, shelters and community health programs;
2. Programs and practices will support and follow the spirit and intent of the *BC Multiculturalism Act* and the *BC Human Rights Code* which prohibits discrimination on the basis of race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex (including sexual harassment and pregnancy), sexual orientation, age, and criminal or summary conviction that is unrelated to employment or intended employment.

The CEO shall not authorize any significant expenditure not pre-approved in the annual budget, unless there has been pre-approved board approval. This will apply to expenditures both capital and operational in nature. The CEO shall not act to put the organization at financial risk.

Accordingly, she/he may not cause or permit budgeting which:

1. Contains insufficient detail to enable accurate projection of revenue and expenses, separation of capital and operational items, cash flow and subsequent audit trails, and disclosure of planning assumptions.
2. Plans expenditures in any fiscal year that do not comply with the board's financial policies and/or the annual budget that has been approved by the board.
3. Provides insufficient information for the board to conduct its business including the fiscal audit.
4. Varies essentially from board-stated criteria and priorities in its allocation of resources among competing budgetary needs.
5. Is inconsistent with the organization's strategic plans, which includes human resource development.

With respect to the actual, ongoing condition of the Society's financial health, the CEO shall not cause or allow the organization to be placed at risk.

Accordingly, she/he may not:

1. Allow:
 - a) Capital expenditures to exceed the amounts specified in the capital budget.
 - b) Borrowing without board approval.
 - c) Expenses in each fiscal year to exceed revenues, without prior board approval.
2. Invest surplus funds in other than insured national bank savings accounts, guaranteed investment certificates, treasury bills, or government bonds.
3. Allow legal and statutory financial requirements to become delinquent.
4. Fail to inform the board of any gift with a value greater than \$5,000.
5. Accept corporate sponsorships that conflict with the values and principles of the Society.
6. Fail to reduce the deficit when unplanned revenues exceed expenses, except as authorized by the board.

The CEO may not engage in risk management practices that cause the assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, she may not:

1. Fail to insure against loss as follows:
 - a) Physical plant and contents to be appraised for insurance purposes at a minimum of every two years, with an annual review, and insured on a replacement cost basis.
 - b) Liability insurance, including director's liability, to be reviewed annually to ensure sufficient coverage.
2. Subject plant and equipment to improper wear and tear or insufficient maintenance.
3. Expose the Society, its board or staff to claims of liability beyond those that happen in the normal course of operations.
4. Make any purchase or commit the Society to any expenditure that does not comply with board policies.
5. Invest or hold operating capital that does not comply with board guidelines, in accordance with Policy EE-4
6. Acquire, encumber or dispose of real property unless approved by the board; or acquire, encumber or dispose of any other property with a market value in excess of \$10,000 without notifying the board within 30 days.

With respect to treatment of paid and volunteer staff, the CEO will demonstrate trust and respect.

The CEO shall not cause or allow recruitment and selection processes or staff working conditions which are unfair, undignified, unsafe, or in contravention of legislated employment standards.

The CEO shall not:

1. Operate without written personnel policies and procedures which clarify expectations and working conditions for staff and volunteers, provide for effective handling of grievances, and protect against unfair, undignified or unsafe conditions.
2. Discriminate among staff on other than clearly job-related individual performance or qualifications.
3. Fail to ensure that there are policies and procedures in place to provide staff and volunteers with orientation, continuing education and development.
4. Fail to establish and maintain a work environment which fosters teamwork, communication, efficiency and effectiveness.
5. Fail to be proactive in protecting staff from unsafe or unhealthy conditions.
6. Refuse staff access to a fair grievance procedure.
7. Prevent staff from grieving to the board when internal grievance procedures have been exhausted and the employee alleges either that board policy has been violated to his or her detriment or that board policy does not adequately protect his or her human rights.
8. Fail to acquaint staff with their rights under this policy.

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow financial risk.

Accordingly, she shall not:

1. Change her personal compensation and benefits.
2. Promise or imply perpetual or guaranteed employment.
3. Establish compensation and benefits which:
 - a. cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.
 - b. are discriminatory.
4. The CEO in establishing compensation and benefits to employees shall operate within a written personnel policy that specifies a transparent system for compensation and evaluation congruent with the guiding principles of equity and fairness.

With respect to providing information and counsel for board decision-making, the CEO will ensure that information and advice to the board is timely, complete and accurate.

Accordingly, she/he must report actual or anticipated non-compliance with any policy of the board.

In order to protect the board from sudden loss of Chief Executive Officer services, the CEO must have at least one other SOCIETY Manager familiar with current board and Chief Executive Officer issues and work in progress.

EE10 **Public Image of the Society**

The CEO shall enhance the Society's public image or credibility.

Accordingly, the CEO will:

1. Establish and implement an effective corporate communications and public relations strategy.
2. Ensure that policies and procedures are in place to consistently convey the Society's distinctive identity in all communications, products and services.
3. Make presentations to the media, government or other individuals or organizations.
4. Communicate regularly with the membership, key government decision-makers, the media and the general public.
5. Appropriately recognize the contributions of corporate sponsors or patrons to publications.
6. Develop collaborative relationships with organizations whose practices are compatible with the Society.

Appendix

A Standing Board Committees

Executive Committee 2015-2016

Purpose

The Executive Committee is a standing committee of the Society's Board of Directors. The committee is responsible for carrying on the work of the Board between Board meetings, and representing the Board and Society in the community. The priority of the Executive Committee is to provide leadership and direction to the organization through the Chief Executive Officer, and to develop and maintain effective communications and decision-making at the Board and Board Committee level.

Composition

1. The committee's members are: Chair (President), Past Chair, Vice-Chair (Vice-President), Treasurer, Secretary and Chief Executive Officer.
2. Committee chairs are invited to attend all Executive Committee meetings. Committee chairs are expected to attend Executive Committee meetings when a motion/decision involving a committee is required from the Board.
2. The Chair of the committee will be the Board Chair.
3. All membership appointments will be for one year. Re-appointments are permitted.
4. The committee will meet one week prior to every board meeting. Additional meetings will be scheduled as required. An annual schedule will be drawn up at the commencement of each year.
5. Extraordinary meetings may be held at the discretion of the chair.
6. Members are required to advise the committee of their inability to attend a meeting by contacting the Executive Coordinator.
7. Three voting members of the committee will constitute a quorum.
8. The Chief Executive Officer and his/her staff will be a resource to the committee.
9. Committee members will be expected to attend all meetings, including extraordinary meetings.

Objectives

1. The committee will carry out the work of the Board as authorized.
2. The committee shall report to the Board, but cannot take the place of the Board.
3. The committee's priority will be to build and sustain effective communications and support informed decision-making at the board level through the development and management of board meeting agendas.

Roles and Responsibilities

1. Review and coordinate Board Committee recommendations to be brought forward for Board decision.
2. All board members are ambassadors for the Society but at times for specific events officers may be asked or required to officially represent the board.
3. Work in good faith to communicate the strategic positions and values for the Society, in accordance with approved Board and Society plans and policies.
4. Ensure performance expectations are discussed, confirmed and properly communicated to the Chief Executive Officer, and evaluation performance is reviewed on an annual basis.

5. Review and make recommendations to the Board for striking ad-hoc committees and/or task forces, as required and appropriate, and to respond to strategic initiatives of the Board and organization.
6. Ensure risk management policies and planning is completed on an annual basis.
7. Receive and consider concerns of interpersonal and Code of Conduct issues that involve Board members.

Evaluation

The committee will ensure an annual evaluation on its functions.

2015 - 2016 Key Deliverables/Milestones/Priorities and Schedule

- Coordinate and lead the review and update of the Society's risk management plan annually.
- Set a committee to participate in the review of the CEO salary structure which will be going out to market this year.

Finance Committee 2015-2016

Purpose

The Finance Committee is a standing committee of the Board of Directors. The committee is responsible for monitoring significant financial planning, management and reporting matters of the Society and makes recommendations and reports to the Directors

Composition

1. Comprised of a minimum of 3 board members (one of whom will be the Treasurer), and ex-officio members comprised of the Chief Executive Officer and the Managers of Finance and Human Resources.
2. The Treasurer shall be the Chair.
3. Three voting members of the committee will constitute a quorum.
4. The committee will meet a minimum of four times per year.
5. Additional meetings will be scheduled during annual budget deliberations and annual approval of the financial statements.
6. Extraordinary meetings may be held at the discretion of the Chair following consultation with the Board Chair.
7. Committee members will be expected to attend all meetings, including extraordinary meetings.
8. All membership appointments will be for one year. Re-appointments are permitted.

Objectives

- The Finance Committee shall review and make recommendation to the Board of Directors for approval on:
 - Annual operating and capital budget
 - Annual audited financial statements
 - Appointment of auditors
 - Accounting policy changes
 - Other items as deemed necessary.
- The committee ensures the Society operates according to the financial guidelines set out in current regulatory framework and the Society's policies and procedures.
- The committee will provide information to the Board of Directors on the following:
 - Significant financial planning, monitoring performance against the approved budget and key performance indicators, trends, and bringing forward any variances and proposed courses of action.
 - Quarterly financial reports.
 - Reports from auditors and Chief Executive Officer on internal control issues.
 - Reports on risk management objectives that include financial implications.
 - Reports on situations where new Finance/HR policies may have an impact on Board policies.
- The committee will review and provide input to staff with respect to:
 - Finance Policies
 - HR Policies with financial implications

- Labour Relations and Collective Bargaining changes with financial implications

As these policies are reviewed it may become apparent that there are gaps in the overarching board policies relating to Finance or HR or that existing policies should be strengthened or clarified. The committee will make recommendations on such policy changes to the Board per item 1.5 above.

Evaluation

- The committee will ensure an annual evaluation on its functions.
- The committee will ensure that financial statements are audited annually by qualified independent auditors.

2015/16 Priorities

10. Review of investment vehicle
11. Participate in the compensation review process
12. Review capital plan starting in January 2016 and finishing next fiscal

Schedule of Key Activities

13. Start review of capital plan – January
14. Review investment vehicle – January
15. Participate in compensation review process – February
16. Annual Operating and Capital Budget Review – March
17. Annual Financial Statements Review – June
18. Quarterly Financial Reports Review – following each quarter
19. Post 4th Quarter – Committee discusses/reviews performance and reports to Board

Community Relations Committee 2015 - 2016

Purpose

The Community Relations Committee (CRC) is a standing committee of the Board of Directors. The CRC is delegated with responsibility for specific board scorecard objectives relating to fund development and community engagement.

Composition

1. The committee consists of a minimum of 3 board members, the Chief Executive Officer and Community Relations Officer, and at least one other member of the Management Team Committee. The Chair shall be an elected board member. Only Board Members are allowed to vote.
2. Three voting members will constitute a quorum.
3. All membership appointments will be for one year. Re-appointments are permitted.
4. The committee will meet a minimum of four times a year. Additional meetings will be scheduled as required. An annual schedule will be drawn up at the commencement of the year.
5. Extraordinary meetings may be held at the discretion of the chair.
6. Members are expected to advise the committee of their inability to attend a meeting by contacting the Executive Coordinator.
7. Committee members will be expected to attend all meetings, including extraordinary meetings.
8. The CRC may from time to time create special working groups made up of board representative(s) of the committee and which may also include staff and/or members of the community.

Objectives

1. To ensure that fund development and community engagement activities align the strategic objectives of SOCIETY.
2. To review progress towards objectives by receiving quarterly reports
3. To champion and support approved fundraising efforts at the board table and in the community through:
 - a. Advocating for Cool Aid through business, industry and personal affiliations.
 - b. Utilizing personal and business networks to promote donations and direct energy towards fund development priorities (capital campaign, annual campaign legacy/endowment campaign).
 - c. Recognizing donor contributions.

Evaluation

- The committee will ensure an annual evaluation on its functions.
- The committee will work with other committees and management to ensure it is working effectively within the organization.

2015/16 Priorities

1. Provide strategic oversight and assistance to fund development by:
 - d. Ensuring fund development activities are aligned with the strategic objectives.
 - e. Reviewing management reports on a quarterly basis.
 - f. Review related materials and provide feedback to management

-
- g. Support the recognition of contributions through thank you calls, attendance at events, etc.
 - h. Support fundraising campaigns and activities
 - i. Encourage board members to support fundraising campaigns and activities
2. Provide strategic oversight and assistance to community engagement:
- a. Support management in building appropriate relationships with stakeholders
 - b. Ensure communications activities are aligned with strategic objectives
 - c. Review management reports on a quarterly basis
 - d. Support participation with Board Voice and Boards Together
 - e. Review related materials and provide feedback to management
 - f. Distribute communication materials to Board and seek feedback
 - g. Re-introduce a process/format/criteria to start thank you calls

Schedule of Key Activities

- See Priorities above

Planning and Governance Committee 2015 - 2016

Purpose

The Planning and Governance Committee is a standing committee of the Board of Directors. The Committee is responsible for providing information and recommendations to the Board to facilitate its annual review and update of the Society's strategic plan and the performance of the organization in achieving the objectives set out in it. The Committee is also responsible for managing:

- the recruitment, nomination, appointment and training of board members
- the development of, maintenance of, and adherence to Board policies; and
- the assessment of the Board's performance.

Composition

1. The Committee will consist of no fewer than three Board members, the Chief Executive Officer and any members of the management team deemed relevant to the Committee's work.
2. All membership appointments will be for one year, and will be confirmed following the annual election of officers. Re-appointments are permitted.
3. The Committee will meet a minimum of four times a year. Additional meetings will be scheduled as required. An annual schedule of key activities will be confirmed during the first Planning and Governance Committee meeting following membership appointments.
4. Three voting members of the Committee will constitute a quorum.
5. Committee members will be expected to attend all meetings, and should inform the Committee chair and Executive Coordinator if they are unable to attend.

Objectives

- With respect to Board governance, the Committee will:
 - be aware of any compliance issues related to new legislation (for example, new Societies Act) and make recommendations for any changes required as a result
 - review Board policies periodically as required and make recommendations to the Board;
 - review bylaws and make recommendations to the Board;
 - address concerns of apparent or actual "conflict of interest" involving Board members; and
 - manage succession and recruitment and ensure a suitable process exists for orienting new Board members.
- With respect to the Society's strategic plan, the Committee will:
 - provide guidance and support to the management team in developing and communicating recommendations to the Board on the Society's strategic plan;
 - review the quarterly dashboard of the Society's objectives and measures prior to full Board examination;
 - review the strategic plan annually per stages identified in the Board policy and Appendix E in order to assess the organization's performance in achieving objectives; and
 - ensure stakeholder interests are part of strategic vision.
- With respect to evaluation, the Committee will:
 - review the role of the Board, its committees, and the methods and processes by which the Board fulfills its duties and responsibilities; and

- ensure that a Board self-assessment occurs on an annual basis.
- The Committee will make recommendations to the Board of Directors for approval on:
 - strategic plan per stages identified in Board policy; and
 - new and/or revised Board policies and bylaws.

Priorities for 2015 – 2016

Review and gather input regarding the annual retreat.

1. Plan annual retreat and other Board educational opportunities.
2. Follow up on issues raised from Board Self-Assessment.
3. Participate in client voice sessions and ensure recommendations are considered and addressed as appropriate.
4. Review implementation of new Societies Act and impact on bylaws and policies.
5. Consider potential accreditation.
6. Complete strategy plan review and consider having an external audit of performance measures.

Schedule for 2015-2016

1. September/October – Review TOR
2. January - Review implementation of new Societies Act and impact on bylaws and policies
3. January - February: Review strategic plan process and policy which is outlined in Appendix E
4. January - February: Follow up on issues raised on Board Self-Assessment.
5. January – March: Accreditation
6. February - March: Begin Board recruitment process.
7. February - Review Board educational needs.
8. April – May - Gather, input and review responses regarding annual orientation retreat.
9. May - June: Board self-evaluation and assessment using Vic Murray's on-line tool.
10. June - Draft framework for orientation, training, and strategic meetings and/or retreats.
11. June - Consider having an outside audit of performance measures next year

B Guidelines for Concerns and Complaints

1. When a concern or complaint is received by anyone in Victoria Cool Aid Society, the person receiving the concern or complaint should first of all determine which of the 3 levels of complaint is being raised. The levels are:
 - a) Program level, in which case the appropriate manager should deal with the matter, unless the complaint is against the manager, in which case it will be dealt with by the CEO or,
 - b) Overall operational issue, in which case the CEO should deal with it, unless the complaint is against the CEO, in which case it will be addressed to the chair, or
 - c) Society level or board level, then it will be referred to the board chair.
2. When a complaint is received only enough information should be elicited to determine what type of complaint is being expressed.
3. The person to whom the complaint is addressed shall gather all necessary information in a suitable timely manner, following due process (see below) and with confidentiality.
4. Normally, the complaint will be responded to within 7 days. Where this is not possible, the person lodging the complaint will be so advised and given the reason for the delay.
5. If the complaint is given to a person at the wrong level, it must be directed to the proper level.
6. For matters at board level, the chair will refer the matter to the planning and governance committee, which committee will, if necessary, make a recommendation for board attention if it is determined the matter is of board significance.

The basis, on which these guidelines rest, is one of mutual trust and confidence. The board will not tolerate any form of reprisal towards a complainant. It is intended that due process will ensure that the subject of the complaint will be given adequate opportunity to prepare a response and it is the wish of the board to ensure that the complaint does not by-pass the subject of the complaint before that person has the opportunity of responding.

C Conflict of Interest Disclosure Form

1. Directors shall act at all times in the best interests of the Society rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the board.
2. Directors shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
3. No director shall act in a manner that constitutes a conflict of interest.
 - a) Directors are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
 - b) A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each.
 - c) Full disclosure in itself, does not remove a conflict of interest.
 - d) Non-pecuniary interests may also present a moral, if not a legal, conflict of interest. This pertains, for example, to a board member of one organization who holds a board or staff position in another organization that may have competing interests or that may place that person in a position of influence or decision-making that might conflict with or be adverse to the interests of the first organization.
4. Conflict of interest shall be addressed as follows:
 - a) The Director must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
 - b) If the Director is not certain he/she is in a conflict of interest position, the matter may be brought before the chair, Executive Committee or board for advice and guidance.
 - c) If there is any question or doubt about the existence of a real or perceived conflict, the board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
 - d) It is the responsibility of other directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow director to raise the issue for clarification, first with the director and, if still unresolved, with the Chair.
 - e) The Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the board, must leave the meeting room for the duration of any such discussion or vote.
 - f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

5. Examples of conflict of interest include:
 - a) Any circumstance that may result in a personal or financial benefit to a director or her family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the corporation, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
 - b) Personal interests which conflict with the interests of clients or are otherwise adverse to the interests of the Society;
 - c) Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Society;
 - d) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;
 - e) Public statements made by a director that could be perceived as impairment to his/her ability to consider issues regarding the Society in an impartial and objective manner;
6. All Board members must sign on the prescribed form, an annual declaration relating to conflict, or potential conflict of interest. Conflict of interest situations will be referred to the Planning and Governance committee who will make a recommendation to the board.
7. If a board member is discovered to be in conflict of interest where disclosures and prior approval have not been sought or granted, the board will require the Board member to take appropriate action as determined by the board. Such action may include: accounting to the Society for any direct or indirect benefit or gain, withdrawal from the involvement or withdrawal from the Board.

Conflict of Interest Disclosure FormConflict of Interest Disclosure Form

I have read the guidelines for conflict of interest as set out in Appendix C of the SOCIETY Board Policies.

To the best of my knowledge and belief, except as disclosed herewith, neither I, nor any person with whom I have or had a personal or business relationship, is engaged in any transaction or activity or has any relationship that may represent a potential competing or conflicting interest, as defined in the statement of policy.

Further, to the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal, business or compensated professional relationship, intends to engage in a transaction to acquire any interest in any organization or entity or to become the recipient of any substantial gift or favours that might be covered by the statement of policy regarding conflict of interest.

A Do you have a conflict of interest? Yes / No

B If yes, please describe on an attached statement.

Date: _____

Signature: _____

Printed Name: _____

D Board Member Responsibilities

Requirements of Board Chair

Managing the board

- Chairing meetings of the board;
- Setting meeting schedules;
- Setting meeting agenda;
- Managing director's performance;
- Communicating with directors between meetings;
- Controlling meeting attendance;
- Determining board information packages;
- Helping appoint committees;
- Attending committees, as appropriate.

Developing a more effective board

- Determining board contribution;
- Planning board composition and succession;
- Ensuring the recruitment of new directors and retirement of those who are ineffective;
- Ensuring a proper evaluation of board activities is carried out.

Working with management

- Monitoring and influencing strategic management;
- Ensuring strategic retreats are properly scheduled;
- Building relationships;
- Liaison with the CEO and management;
- Helping define problems;
- Monitoring and evaluating performance of the CEO;
- Representing the interests of the members to management;
- Maintaining accountability by management.

Managing member relations

- Chairing annual and special meetings of members;
- Meeting with Society member interest groups;
- Communicating with members.

Liaison with other parties

- In conjunction with the CEO, representing the Society to the public;
- In conjunction with the CEO, developing relationships with stakeholders.

The Board of Directors of the Society is responsible for the stewardship of the organization, leading and guiding it toward achieving the objectives and vision.

Requirements of individual board members

- Committed to the goals and objectives of the organization;
- Knowledge and skills in one or more areas of governance – policy governance, finance, fundraising, human resources, community liaison, legal, Medical / Health/ social services, government liaison, performance measurement / management;

- Attendance at 6 (estimated) board meetings each year;
- Participation in one or more standing or ad hoc committees;
- Attendance at all Society meetings (special and annual);
- Attendance at annual strategic planning retreat;
- Support of special events;
- Willingness to learn more about the Society and better governance;
- Ability to 'open doors' for the Society.

Duties of board members

- Preparation / validation of strategic plan;
- Maintenance of good external relations;
- Protecting and optimizing the Society's assets;
- Fulfilling fiduciary and legal obligations;
- Approval of annual business plan and budget;
- Regularly monitoring the activities of management;
- Policy development;
- Assisting in succession planning for board members;
- Performance evaluation of the CEO;
- Fundraising.

Term

Directors will be elected at the annual general meeting for a period of two years. A monthly commitment of 8-10 hours per month is expected.

Evaluation

The Board shall conduct an annual performance self-evaluation.

The Board/CEO/Staff Team...

- The **board** sets the direction of the organization by determining which services and programs will benefit the most people.
 - The **CEO** implements the policies and plans and reports to the board.
 - The **staff** deliver services and programs to people and achieve goals set by the CEO.
 - The **clients served** are the focus of all efforts by the board, CEO and staff.
- Each board member is required, annually, to read and sign the Board Member Responsibilities.

Date: _____

Signature: _____

Printed Name: _____

E Strategic Planning Process

Description of Strategic Planning Process

There are two main components to Cool Aid's strategic planning process:

- A. Annual: Review and assessment of performance/progress
- B. Long-range: Three to five year strategic planning

Annual Process

Cool Aid's annual strategic planning process comprises two primary stages, with ongoing quarterly reporting throughout the year. The two stages are:

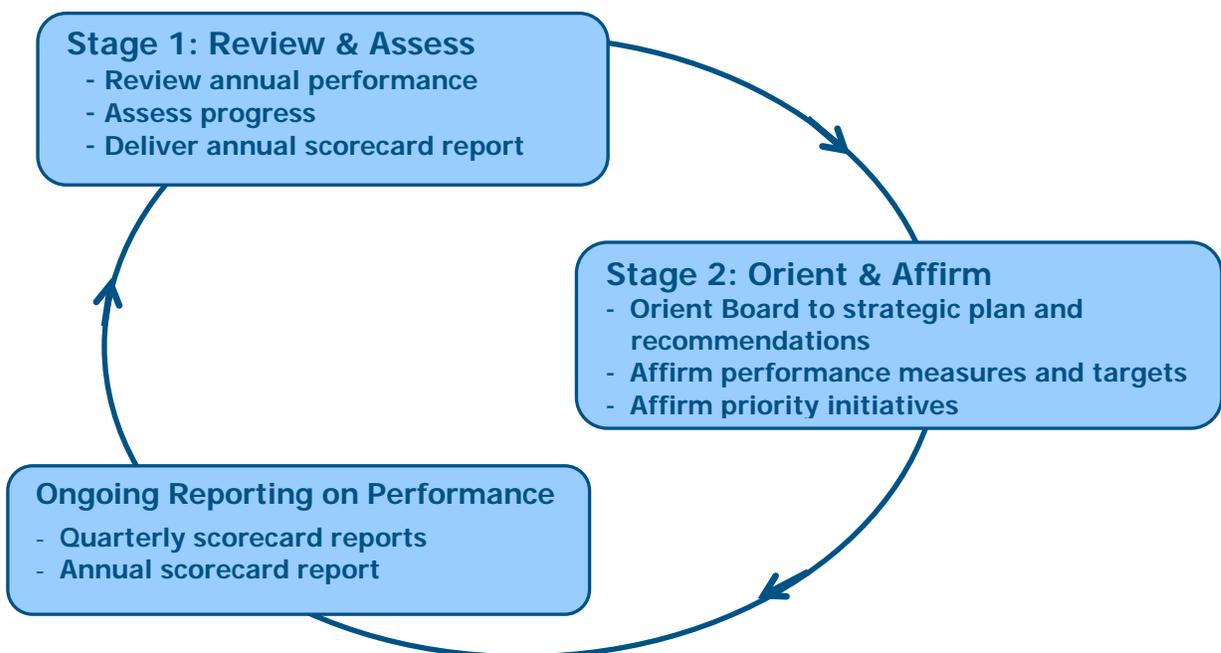
Stage 1: Review and Assess

- Review annual performance
- Assess progress
- Deliver annual scorecard report

Stage 2: Orient and Affirm

- Orient the Board to the current strategic plan and the recommendations from the annual scorecard report
- Affirm performance measures and targets
- Affirm new and ongoing priority initiatives

This process occurs on an annual cycle, with quarterly reporting, shown graphically below.



Long-Range Process

In addition, every three to five years, a more comprehensive strategic planning process will include a review of the broader strategic directions of Cool Aid, including:

- Vision
- Mission
- Guiding principles
- Trends and changes
- Strategic areas
- Strategic objectives

The three to five year strategic planning process will be scheduled and led by the Planning and Governance Committee in cooperation with the Chief Executive Officer and the management team.

General Roles and Responsibilities for the Board

As described under policy E1-E4, the Board is generally responsible for:

- Participating in, and contributing to, the assessment of the external operating environment
- Reviewing/affirming the vision, mission, and guiding principles for Cool Aid
- Defining the strategic areas that are to be pursued by Cool Aid over the next three to five years
- Participating in/contributing to setting the strategic objectives for Cool Aid and ensuring that they reflect the desired results to be achieved by the agency
- Reviewing the performance measures and targets that have been prepared by the management team
- Reviewing quarterly and annual reports on performance that are based on established measures and targets, and providing direction as needed to the management team

The framework for organizing and reporting on the strategic areas, strategic objectives, measures, and targets is the balanced scorecard (BSC).

Guiding Questions for the Board

In carrying out its role in the strategic planning process, the Board can use the following questions to guide its dialogue and deliberations. Questions for the annual process should be considered in light of the overall three to five year strategic plan.

Annual Process	
Stage 1: Review and Assess	<ul style="list-style-type: none"> ▪ What information will be included in the annual scorecard report with respect to performance and progress? ▪ Have the targets for the previous year been met? ▪ Are the recommendations and future directions identified in the annual scorecard report appropriate?
Stage 2: Orient and Affirm	<ul style="list-style-type: none"> ▪ Do new and returning board members understand the strategic plan and the recommendations from the most recent annual scorecard report? ▪ Are the performance measures and targets still relevant and achievable? ▪ Are there any new priority initiatives to consider?

Annual Process

Ongoing: Reporting on Performance	<ul style="list-style-type: none"> ▪ Is the agency’s performance in keeping with the expectations of the Board, as set out in the agreed performance measures and targets? ▪ Are there any cases where further action by Cool Aid should be considered, in order to enhance the performance of the agency?
------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

In addition, the Board may use the following questions to guide its considerations during the three to five year strategic planning process.

Long-Range Process

Set Broad Directions	<ul style="list-style-type: none"> ▪ Are the vision and mission for Cool Aid still consistent with the ultimate aims of the agency, and the state of the external environment? ▪ Do the guiding principles still describe the values that should guide Cool Aid? ▪ What environmental factors (internal and external) may affect Cool Aid? ▪ Are there any changes to who Cool Aid serves or to their current (anticipated) needs? ▪ How do the above influence the use and delivery of Cool Aid’s services and programs? ▪ Looking forward, what are the strategic areas of focus for Cool Aid? ▪ What are the strategic objectives that should guide the work of Cool Aid over the next three to five years?
Every three to five years	

Key Activities and Accountabilities—Annual Process

Specific activities, timelines and accountabilities for each of the key components of the annual strategic planning process are outlined below.

	Activities	Timing	Accountabilities
Stage 1: Review and Assess	(a) Prepare annual scorecard report	(a) May–June	(a) Senior management
	(b) Prepare summary of performance and key recommendations	(b) May–June	(b) Senior management
May–July	(c) Affirm draft annual scorecard report	(c) July	(c) Planning & Governance (P&G) and senior management
	(d) Deliver annual scorecard report to community	(d) July	(d) Senior management

	Activities	Timing	Accountabilities
Stage 2: Orient and Affirm September–October	(a) Board Retreat (b) Prepare summary of current and potential performance measures with targets (c) Review and revise summary of measures and targets (d) Submit finalized summary to the Board	(a) September (b) September–October (c) September–October (d) October	(a) P&G and senior management (b) Senior management (c) P&G (with input from other committees as appropriate) and senior management (d) P&G and senior management
Note: Any changes to performance measures or targets will not generally result in retroactive changes to data or reporting.			
Ongoing: Reporting on Performance	(a) Prepare quarterly scorecard reports (b) Submit quarterly reports to the Board (c) Submit annual scorecard report to the Board	(a) Month following the specific quarter under review (b) Two months following the specific quarter under review, as identified in the schedule below. (c) See Stage 1	(a) Senior management and P&G (b) Senior management and P&G (c) See Stage 1
Quarterly Reporting Schedule	<u>Quarterly BSC Report</u> 1st quarter 2nd quarter 3rd quarter 4th quarter	<u>Board Meeting</u> September November February May	

F Society Fund Development Overview and Principles

Government Funding Role

The Victoria Cool Aid Society believes it is the responsibility of government to ensure that emergency shelter, supportive housing and community health services are provided to adults experiencing marginalization in the Greater Victoria area and continually advocates for government support of the core services that our Society provides. Private fund development is not to replace ongoing, government funding of services that Cool Aid provides but private funds *can be leveraged* to urge increased government funding of existing and new, innovative programs. Cool Aid will always work towards full government funding of all its programs.

Board and Committee Roles

Current Board Policies GP -2, and Board Policy Appendix D identify fundraising as one of the many ways that the Board can demonstrate responsibility for the stewardship of the organization, leading and guiding it toward achieving our objectives and vision.

The board's recruitment policy GP – 9, states that 'the Governance Committee will attempt to ensure that the composition of the Board broadly represents the mandate and work of the organization, and will consider the following broad categories as possible guides in making their selections: including f. fundraising.'

Fund development is aligned with the approved strategic objectives of the Society:

Fund development also aligns with Board strategic objectives:

Recommendations to the Board concerning fund development as identified on the Board Scorecard (F2) is the responsibility of the Community Relations Committee and they are the lead board liaison in helping identify, ask and nurture prospects and donors. The CRC receives regular staff reports and are consulted on fund development initiatives.

General Fund Development Principles

- The Victoria Cool Aid Society believes it is the responsibility of government to ensure that emergency shelter, supportive housing and community health services are provided to adults experiencing marginalization in the Greater Victoria area and continually advocates for government support of the core services that our Society provides.
- All Society fund development efforts adhere to the ethical principles of the Association of Fundraising Professionals and the Canadian Association of Gift Planners.
- The Society develops and nurtures private sources of funding in order to enhance the level of services it can provide and to provide donors with the opportunity to engage in our mission through their financial support.
- Fund development is always aligned with the strategic objectives and priorities of the Society.

The Board formally adopted the recommended principles regarding fund development and in so doing, reaffirmed its commitment to the Society raising funds from private sources (i.e. individuals, philanthropists, foundations and corporations) to enhance the services Cool Aid can provide – February 10th, 2010

APPROVED FEBRUARY 10TH, 2010
APPROVED MAY 21, 2014

G Using the Board Portal

The Board Portal (SharePoint) is an electronic intranet site that is maintained by the Victoria Cool Aid Society to facilitate the exchange of information and documentation. All material for Board and committee meetings is posted on SharePoint at least one day prior to the meeting.

To access SharePoint, please contact the Executive Coordinator for instructions. Your username and password should remain private/secure.

When Board or committee documents are posted, you will receive an email from Cool@Home.