

Victoria Cool Aid Society Board of Directors Policies

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



VCAS Board of Directors Policy Manual Table of Contents

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Chapter: 1	Board of Directors	Policy #	1.01
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Policy	Definition of Terms		

- 1.1 In these policies:
 - 1.1.1 "Society" means the Victoria Cool Aid Society (SOCIETY).
 - 1.1.2 "Board" means the Board of Directors of the Victoria Cool Aid Society (SOCIETY).
 - 1.1.3 "Board member" means a member of the Board of Directors.
 - 1.1.4 "CEO" means Chief Executive Officer.

Chapter: 2	Board of Directors	Policy #	2.01
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Policy	Mission Statement, Vision, and Guiding Principles		

1. 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 providing emergency shelter, supportive housing, integrated health care and other support services.

2. 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.
- Cultural safety and diversity are supported.
- Indigenous clients are served in a culturally appropriate manner.

3. Guiding Principles

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.
- Recognize the necessity of addressing the legacies of colonialism in carrying out the Society's work, including by implementing the Truth and Reconciliation Calls to Action and the United Nations Declaration on the Rights of Indigenous Peoples.

See also:	
3.02 Board Job Description, Board Policy	4.01 Job and Responsibilities of the CEO, Board
	Policy
3.05 Standards of Ethical Conduct, Board Policy	4.02 General CEO Constraint, Board Policy

Chapter: 2	Board of Directors	Policy #	2.02
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Policy	Strategic Planning: Overview, Roles and Process		

1.1. The purpose of Cool Aid's strategic plan is to provide an ongoing process for assessing our environment and aligning with 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.

2. The Cool Aid Scorecard

- 2.1. 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.

- 2.2. 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?
- 2.3. Cool Aid's strategy map is a graphical 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.

3. Board Role and Responsibility

- 3.1. The Board has the responsibility to:
 - 3.1.1. Work collaboratively with the Senior Leadership Team per timeframes listed in item 5, Annual Strategic Planning Process/Cycle:
 - Assess external environment and performance.
 - Affirm mission, vision, guiding principles.
 - Review and approve strategic areas and strategic objectives.
 - Review and approve performance measures and targets.
 - Review and approve priority initiatives and milestones.
 - Review performance reports.

4. Management Team Role and Responsibility

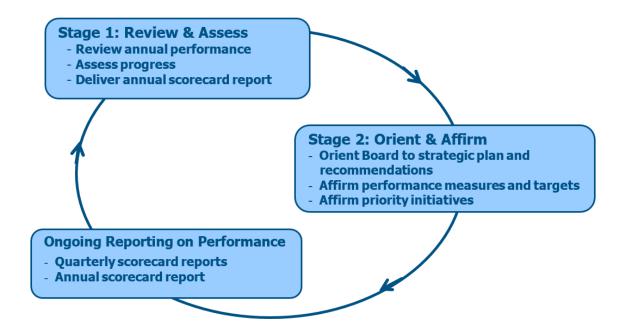
- 4.1. The management team, under the direction of the CEO, has the responsibility to:
 - Recommend strategic objectives, measures and targets to the Board.
 - Implement same once approved by the Board.
 - Regularly review, update and report using the balanced scorecard tool.

5. Annual Strategic Planning Process/Cycle

- 5.1. Additional detail and clarity to the policy can be found in item 6, Annual Review Process Review and Assessment of Performance/Progress and item 7, Three-Year Strategic Planning Process which:
 - Outline the strategic planning process in its entirety.
 - Detail the annual strategic planning cycle.

6. Annual Review Process - Review and Assessment of Performance/Progress

- 6.1. In addition to regular quarterly reports on progress, Cool Aid's annual review process includes a two-stage review of the current strategic plan. This is a short, focussed process that is meant as a confirmation that the current strategic plan's priorities, measures and targets are relevant and meaningful to Cool Aid. The two stages of the review process are:
 - 6.1.1. Stage 1: Review and Assess
 - Review annual performance.
 - Assess progress.
 - Investigate any challenges or barriers that arise from the assessment process.
 - Deliver annual scorecard report.
 - 6.1.2. 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.
- 6.2. This process occurs on an annual cycle, with quarterly reporting, shown graphically below.



6.3. Key Activities and Accountabilities – Annual Review Process

6.3.1. 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	(a) Prepare annual scorecard report	(a) May	(a) Senior Leadership Team
Assess May–June	(b) Prepare summary of performance and key recommendations	(b) May	(b) Senior Leadership Team
	(c) Affirm draft annual scorecard report	(c) June	(c) Planning & Governance Committee (P&G) and Senior Leadership Team
	(d) Deliver annual scorecard report to community	(d) June	(d) Senior Leadership Team

	Activities	Timing	Accountabilities
Stage 2:	(a) Board Retreat	(a) September	(a) P&G and Senior Leadership Team
Orient and			Leadersinp ream
Affirm September-	(b) Prepare summary of current and potential performance measures with targets	(b) September	(b) Senior Leadership Team
October	(c) Review and revise summary of measures and targets	(c) September– October	(c) P&G (with input from other committees as appropriate) and Senior Leadership Team
	(d) Submit finalized summary to the Board	(d) October	(d) P&G and Senior Leadership Team
Note: Any data or re	changes to performance measures porting.	or targets will not result i	n retroactive changes to
Ongoing: Reporting on Performance (Quarterly)	(a) Prepare quarterly scorecard reports	(a) Two months following the specific quarter under review, as identified in the schedule below	(a) Senior Leadership Team and P&G
	(b) Submit quarterly reports to the Board	(b) Two months following the specific quarter under review, as identified in the schedule below	(b) Senior Leadership Team and P&G
	(c) Submit annual scorecard report to the Board	(c) See Stage 1	(c) See Stage 1
Quarterly	Quarterly Scorecard Report	Board Meeting	
Reporting	1st quarter	September	
Schedule	2nd quarter	November	
30	•		
	3rd quarter	February	
	4th quarter	May	

6.4. Guiding Questions for the Board – Annual Review Process

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

	Annual Review Process
Stage 1: Review and	• What information will be included in the annual scorecard report with respect to performance and progress?
Assess	What additional information could we use to refine the next scorecard?
(May/June)	Have the targets for the previous year been met?
	What are the factors that contributed to Cool Aid not meeting our intended targets?
	 Are the recommendations and future directions identified in the annual scorecard report appropriate?
Stage 2: Orient and	Do new and returning board members understand the strategic plan and the recommendations from the most recent annual scorecard report?
Affirm	• Are the performance measures and targets still relevant and achievable?
(September-	• Are there any new priority initiatives to consider?
October)	What additional data will we need to collect in order to measure new priority initiatives?
Ongoing: Reporting on	Is the agency's performance in keeping with the expectations of the Board, as set out in the agreed performance measures and targets?
Performance (quarterly)	• Are there any cases where further action by Cool Aid should be considered in order to enhance the performance of the agency?
•	• Are current measures relevant and meaningful? Should they be amended, or new measures implemented?

7. Three-Year Strategic Planning Process

- 7.1. In addition to the annual review process, every three 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
- 7.2. The three-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. The Committee has responsibility for determining the process, setting timelines and expectations, and implementing the process. The process should include a full consideration of Cool Aid's progress to date, challenges and opportunities, and strategic priorities for the next three-year period. The process will also consider the United Nations Declaration on the Rights of Indigenous Peoples and the Truth and Reconciliation Calls to Action to support Cool Aid's reconciliation commitments.

7.3. Key Activities – Three-Year Strategic Planning Process

- 7.3.1. 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 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.
- 7.3.2. The framework for organizing and reporting on the strategic areas, strategic objectives, measures, and targets is the balanced scorecard (BSC).

7.4. Guiding Questions for the Board – Three-Year Strategic Planning Process

7.4.1. In carrying out its role in the three-year strategic planning process, the Board may use the following questions to guide its dialogue and deliberations.

Three-Year Strategic Planning Process		
Set Broad Directions	• 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?	
Every three	What environmental factors (internal and external) may affect Cool Aid?	
years	• Are there any changes to who Cool Aid serves or to their current (anticipated) needs?	
	• Are we providing equitable services for the population that Cool Aid serves?	
	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 years?	

See also:	
3.07.4 Planning and Governance Committee	4.02 General CEO Constraint, Board Policy
Terms of Reference	
4.01 Job and Responsibilities of the CEO, Board	4.03 Financial Strategy, Board Policy
Policy	



Victoria Cool Aid Society Board of Directors Policy

Chapter: 2	Board of Directors	Policy #	2.03
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			cross reference
Policy	Society Fund Development Overview and Principles		

1. Government Funding Role

1.1. The Victoria Cool Aid Society believes it is the responsibility of government to ensure that emergency shelter, supportive housing, mental and primary health and substance use services are provided to adults experiencing marginalization in the Greater Victoria area. The Society continually advocates for government support of the services that we provide.

2. Private Funding Role

- 2.1. Private funding is achieved at the Society through philanthropy. In addition to the revenue it provides, philanthropy is an important way to increase our profile, champion social awareness, and strengthen relationships with the community including neighbours and retailers. Cool Aid relies on a significant amount of private funding (philanthropy) for the following:
 - 1. A source of sustainable revenue to run underfunded programs such as REES, Dental Bursary, and some shelter programs.
 - 2. A source of sustainable revenue to fund strategic initiatives and priorities such as client engagement and Indigenization efforts.
 - 3. To improve quality of life for clients (grocery cards, recovery programs, holiday meals, outings, and other needs identified by staff and clients).
 - 4. To build substantial capital reserves and to leverage increased or new government funding of existing and new projects, programs and services.

3. Board and Committee Roles

- 3.1. Current Board policies **3.02 Board Job Description** and **3.03 Chair's Roles**, 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.
- 3.2. **3.09 Recruitment Policy** states that "the Planning and Governance Committee will attempt to ensure that the composition of the Board broadly represents the mandate and work of the organization . . ." Included in the broad categories to consider as possible guides in making their selections are philanthropy and community leadership.
- 3.3. Recommendations to the Board concerning philanthropy are the responsibility of the Community and Board Engagement Committee (CEC); it is the lead board liaison in helping identify, ask and nurture prospects and donors. The CEC receives regular staff reports and is informed about fund development initiatives.



Victoria Cool Aid Society Board of Directors Policy

4. General Philanthropy Principles

- 4.1. All Society fundraising efforts adhere to the ethical principles of the <u>Association of Fundraising Professionals</u> and the <u>Canadian Association of Gift Planners</u>.
- 4.2. The Society commits to working with donors to realize their philanthropic interests in a manner that aligns with the Society's mission and priorities.
- 4.3. The Society develops and nurtures private sources of funding in order to maintain critical, underfunded programs, to enhance the level of services it can provide to clients, and to provide donors with the opportunity to engage in our mission through their financial support.
- 4.4. Fundraising is always aligned with the strategic objectives and priorities of the Society.

See also:	
3.02 Board Job Description, Board Policy	4.05 Financial Health, Board Policy
3.03 Chair's Role, Board Policy	Association of Fundraising Professionals
3.07.3 Community and Board Engagement	Canadian Association of Gift Planners
Committee Terms of Reference	
3.09 Recruitment, Board Policy	

Chapter: 3	Board of Directors	Policy #	3.01
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		Latest Review-	
Subject	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Board Approach		

- 1.1. 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.
- 1.2. 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

1.3. Specifically, the Board will:

- i. Direct the Board's energies to achieving the identified strategic objectives.
- ii. Guide organizational thinking and behaviour through the provision of clearly stated vision, mission, and principles.
- iii. Consider the cost of change and instability on the Society when refocusing the mandate and priorities
- iv. Enforce upon itself the discipline needed to govern with excellence. Board discipline applies to matters such as attendance, preparation for meetings, policymaking 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.
- Monitor and regularly discuss the Board's process and performance. Selfmonitoring will include comparison of Board activity and discipline in relation to policies in the Chapter 3: Board Responsibilities and Chapter 4: Board-CEO Relationship categories.
- vi. 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.
- vii. Be accountable to the Society and its communities, including the development of an annual report to the community.

- viii. Being proactive in reviewing, identifying and developing policies as needed.
- ix. Striving to ensure that Board composition is reflective of the Society's diverse community.
- x. Participate in the development of a mission and strategic plan for the Society.
- xi. Receive and provide frequent and constructive feedback.
- xii. Evaluate the work of the Board of Directors, ensuring continuous renewal of the Board, and plan for the succession and diversity of the Board.
- xiii. Act in the best interests of the Society.
- xiv. Maintain effective partnerships and communication with the community, the Society's members, and its stakeholders.
- xv. Evaluate the Society's work in relation to its strategic plan.

See also:	
2.01 Mission Statement, Vision, and Guiding	3.02 Board Job Description, Board Policy
Principles, Board Policy	

Chapter: 3	Board of Directors	Policy #	3.02
Subject		Issued:	May 25, 2004
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	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Board Job Description and Respo	Board Job Description and Responsibilities and Duties of Members	

1.1. The Board leads and guides the organization toward achieving its Mission, Vision, and Guiding Principles.

2. Board Responsibilities

- 2.1. The Board's specific responsibilities are:
 - i. Serving as the link between the organization and its communities, including members, donors, funders and the community-at-large.
 - ii. 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 their duties and responsibilities.
 - iii. Hiring the CEO, establishing and reviewing their salary, and conducting a routine evaluation of their performance.
 - iv. Ensuring the expenses of the CEO are approved by an Executive signing authority, after an initial review by the finance department per operational policy FN-EA15 Expenditure Approval, Operational Policy. Expenditures must be reasonable, incurred in the normal course of business, and supported by documentation (i.e., receipts, invoices, contracts, etc.).
 - v. Planning for the long-term financial stability of the organization including establishing the long-term goals for financial development.
 - vi. Acting according to applicable legislation.
 - vii. Considering the cost of change and instability on the Society when refocusing the mandate and priorities.
 - viii. Contributing to financial development activities by providing campaign leadership, participating in fundraising events, or identification of donors.
- 2.2. In particular, the Board shall:
 - 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.

- ii. 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.
- iii. Consult with the Planning and Governance Committee, review and amend changes in the composition of various committees and the number of committees.
- iv. Confer on the CEO the duty of prescribing the duties and responsibilities of the programs to senior leadership.
- 2.3. Directors of the Board of the 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:
 - i. Management practices are consistent with the strategic priorities of the Society as determined in its annual planning cycle.
 - ii. Programs and services are delivered efficiently and effectively.
 - iii. The Society is appropriate, open, and transparent with respect to its members and other stakeholders.

3. Responsibilities of Individual Directors

- 3.1. Individual directors have no authority to act independently of the Board except insofar as the constitution or the Board, by resolution, specifically mandates.
- 3.2. 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.
- 3.3. Each director is expected to become an active participant in a body that functions effectively as a whole.
- 3.4. In addition to assisting in the fulfillment of the essential governance tasks of the Board outlined above in 2. Board Responsibilities, 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
 - Be informed of the articles of incorporation, the Society Act, and the Society's Bylaws, Mission, Vision, Guiding Principles, strategic plan, 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.

4. Requirements of Individual Directors

- 4.1. Commitment to the goals and objectives of the organization.
- 4.2. Knowledge and skills in one or more areas of governance policy governance, finance, fundraising, human resources, community liaison, legal, lived experience, medical/health/social services, government liaison, performance measurement/management.
- 4.3. Attendance at six (6) (estimated) Board meetings each year. Absence from more than two (2) regular Board meetings in a row without the approval of the Chair each year may be cause for dismissal from the Board.
- 4.4. Participation in one or more standing or ad hoc committees.
- 4.5. Attendance at all Society meetings (special and annual).
- 4.6. Attendance at the annual strategic planning retreat.
- 4.7. Support of special events.
- 4.8. Willingness to learn more about the Society and better governance.
- 4.9. Ability to 'open doors' for the Society.

5. Duties of Directors

- 5.1. Preparation/validation of strategic plan.
- 5.2. Maintenance of good external relations.
- 5.3. Protecting and optimizing the Society's assets.
- 5.4. Fulfilling fiduciary and legal obligations.
- 5.5. Approval of annual business plan and budget.
- 5.6. Regularly monitoring the activities of management.
- 5.7. Policy development.
- 5.8. Assisting in succession planning for Board members.
- 5.9. Performance evaluation of the CEO.
- 5.10. Fundraising.

6. Power to Remove a Director

- 6.1. The Board may remove a director by means of a resolution adopted by at least twothirds of all the directors at a meeting of the Board.
- 6.2. Members of the Society may remove a director by special resolution to the extent permitted by the *Societies Act*.
- 6.3. The removal of a director is effective as at the date specified in the resolution of the Board or Members, as the case may be.
- 6.4. The Board may remove a director during their term when the director has, in the reasonable opinion of the Board:
 - i. Failed to comply with the Bylaws or policies of the Society;
 - ii. Failed to comply with the responsibilities of directors of the Board in accordance with sections 3, 4, and 5, above;
 - iii. Engaged in actions which are deemed to be in conflict with or detrimental to the objectives of the Society; and/or
 - iv. Engaged in objectionable, offensive, or improper behaviour.

7. Termination of Directorship

- 7.1. A person ceases to be a director:
 - i. by delivering their written resignation to the Society by mail or electronic means, effective the later of the date of the delivery or the effective date stated within the resignation;
 - ii. upon death;
 - iii. upon being removed in accordance with sections 6.1 and/or 6.2, above; and
 - iv. upon the expiration of the director's term of office.

8. The Board/CEO/Staff Team

- 8.1. The Board sets the direction of the organization by determining which services and programs will benefit the most people.
- 8.2. The CEO implements the policies and plans and reports to the Board.
- 8.3. The staff deliver services and programs to people and achieve goals set by the CEO.
- 8.4. The clients served are the focus of all efforts by the Board, CEO, and staff.

9. Term

9.1. Directors will be elected at the annual general meeting for a period of two (2) years. A monthly commitment of 8-10 hours per month is expected.

10. Evaluation

10.1. The Board shall conduct an annual performance self-evaluation.

See also:	
2.01 Mission Statement, Vision, and Guiding	3.08 Investment in Governance, Board Policy
Principles, Board Policy	
2.03 Society Fund Development Overview and	3.11 Risk Management, Board Policy
Principles, Board Policy	
3.03 Chair's Role, Board Policy	4.01 Job and Responsibilities of the CEO, Board

See also:		
	Policy	
3.05 Standards of Ethical Conduct, Board Policy	4.03 Financial Strategy, Board Policy	
3.07 Board Committee Principles, Board Policy	4.04 Financial Health, Board Policy	
3.07.1 Executive Committee Terms of	4.07 Salary of the CEO, Board Policy	
Reference		
3.07.2 Finance Committee Terms of Reference	4.08 Annual CEO Evaluation, Board Policy	
3.07.3 Community and Board Engagement	FN-EA15 Expenditure Approval, Operational	
Committee Terms of Reference	Policy.	
3.07.4 Planning and Governance Committee		
Terms of Reference		

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Policy	Chair's Role		

- 1.1. 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.
- 1.2. The Chair ensures that the Board adheres to its governance process, and in doing so, fulfils its legal commitments.
- 1.3. The Chair is authorized to act only on behalf of the Board as consistent with Board policies.

2. Requirements of Board Chair

- 2.1. Managing the Board
 - Chairing meetings of the Board.
 - Setting meeting schedules.
 - Setting meeting agendas.
 - Managing directors' performance.
 - Communicating with directors between meetings.
 - Managing meeting attendance.
 - Determining Board information packages.
 - Helping appoint committees.
 - Attending committees, as appropriate.

2.2. Chairing of Board meetings

- The agenda and meeting content are concerned only with those matters that fall within the purview of the Board to decide.
- The Chair facilitates effective decision-making through timely, fair, orderly, thorough and efficient deliberation. Meetings are followed using **Robert's Rules of Order** unless agreement has been reached to use different procedures.
- The Chair is empowered to preside over Board meetings with all of the usual power of that position.

2.3. Developing a more effective board

- Determining Board constitution.
- In collaboration with the Board executive, 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.

2.4. Working with management

- Monitoring and influencing strategic management.
- Ensuring strategic retreats are properly scheduled.

- Building relationships.
- Liaison with the CEO and management.
- Helping define and solve problems.
- Monitoring and evaluating the performance of the CEO.
- Representing the interests of the members to management.
- Maintaining accountability of management.
- 2.5. Managing member relations
 - Chairing annual and special meetings of members.
 - Meeting with Society member interest groups.
 - Communicating with members.
- 2.6. Liaising with other parties
 - In conjunction with the CEO, representing the Society to the public.
 - In conjunction with the CEO, developing relationships with stakeholders.

See also:	
3.02 Board Job Description, Board Policy	3.09 Recruitment, Board Policy
3.06 Conflict of Interest, Board Policy	4.08 Annual CEO Evaluation, Board Policy
3.07 Board Committee Principles, Board Policy	Robert's Rules of Order
3.07.1 Executive Committee Terms of	
Reference	

Chapter: 3	Board of Directors	Policy #	3.04
Subject	Board Responsibilities	Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
		No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Guidelines for Code of Conduct		

- 1.1. The Board conducts its affairs to the highest standards of conduct, always acting with integrity and respect. Appropriate use of authority and decorum is expected of all Board members.
- 1.2. The obligations of Board members are for the interests of the organization and its "communities" and members. This obligation supersedes any other conflicting loyalty.
- 1.3. Board members are expected to carry out their responsibilities in a diligent manner and be prepared for all Board meetings. Members have a responsibility to ensure they are familiar with Robert's Rules of Order.
- 1.4. 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 3.06 Conflict of Interest Board Policy.
- 1.5. 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 (2) regular Board meetings in a row without the approval of the Chair.
- 1.6. 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.
- 1.7. A Board member must report any incident of abuse of Society information or assets to the Board Chair.
- 1.8. 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.
- 1.9. Board members are prohibited from attempting to exercise individual authority over the organization.
 - 1.9.1. Individual Board member's interaction with the CEO or staff carries no authority or official influence.
 - 1.9.2. Board members do not deal directly with employees or contractors of the Society, except as approved by the CEO.
- 1.10. No Board member shall have direct communications with the media or on social 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.
 - 1.10.1. 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.
- 1.10.2. Board members must follow the policy 3.12 Guideline for Concerns and Complaints when contacted by staff or third parties regarding concerns or complaints about the Society. (See Policy 3.12 Guidelines for Concerns and Complaints).
- 1.11. 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.
- 1.12. Board members must show respect to fellow Board members and staff of the Society at all times. If a fellow Board member believes they have been treated disrespectfully, the individual is asked to inform the Chair of the Planning and Governance Committee, who shall take appropriate action.
- 1.13. 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.

See also:	
3.02 Board Job Description, Board Policy	3.10 Guidelines for Concerns and Complaints,
	Board Policy
3.06 Conflict of Interest, Board Policy	4.13 Annual CEO Evaluation, Board Policy
3.07 Board Committee Principles, Board Policy	HR-CE17 Confidentiality Policy, Operating
	Policy
3.07.4 Planning and Governance Committee	Robert's Rules of Order
Terms of Reference	

Chapter: 3	Board of Directors	Policy #	3.05
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Standards of Ethical Conduct		

- 1.1. The Society has adopted the following standards for ethical conduct for its members.
 - 1.1.1. All members of the Society's 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.

2. Responsibilities to individuals

- 2.1. The Board of Directors will:
 - 2.1.1. Act with integrity; be courteous and respectful in all interactions.
 - 2.1.2. Act consistently with the mandate of the Society, respecting the customs and beliefs of others.
 - 2.1.3. Respect privacy and confidentiality of information received in the course of duties unless required by law to divulge information.

3. Responsibility to the Organization

- 3.1. The Board of Directors will take a leadership role to ensure that the Society:
 - 3.1.1. Serves the public interest in an ethical manner.
 - 3.1.2. Works in a manner that is consistent with the United Nations Declaration on the Rights of Indigenous Peoples.
 - 3.1.3. Strives to provide quality services.
 - 3.1.4. Communicates honestly with its membership and the public.
 - 3.1.5. Uses sound management practices.
 - 3.1.6. Promotes public awareness of the services the Society provides.
 - 3.1.7. Facilitates inter-organizational activities in a cooperative way.

4. Responsibility to Clients, Community and Society

- 4.1. Members of the Board of Directors shall:
 - 4.1.1. Abide by the laws of government.
 - 4.1.2. Recommend actions to government that enhance the well-being of Society clients and community.
 - 4.1.3. Promote partnerships to achieve mission and vision.

See also:		
2.01 Mission Statement, Vision, and Guiding	Bylaws	
Principles, Board Policy		
3.02 Board Job Description, Board Policy		

Chapter: 3	Board of Directors	Policy #	3.06
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Conflict of Interest Policy		

- 1.1. 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.
- 1.2. Directors shall serve without remuneration. No director shall directly or indirectly receive any profit from their position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
- 1.3. No director shall act in a manner that constitutes a conflict of interest.
 - 1.3.1. 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.
 - 1.3.2. A conflict of interest may be "real," "potential" or "perceived"; the same duty to disclose applies to each.
 - 1.3.3. Full disclosure, in itself, does not remove a conflict of interest.
 - 1.3.4. 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.

2. Procedure

- 2.1. Conflict of interest shall be addressed as follows:
 - 2.1.1. 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.
 - 2.1.2. If the director is not certain they are in a conflict of interest position, the matter may be brought before the Chair, Executive Committee or Board for advice and guidance.
 - 2.1.3. 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.
 - 2.1.4. 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.

- 2.1.5. Directors must abstain from participation in any discussion on a matter for which they have a conflict of interest, shall not attempt to personally influence the outcome of the matter, 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.
- 2.1.6. 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.

See also:		
3.02 Board Job Description, Board Policy	3.07 Board Committee Principles, Board Policy	
3.03 Chair's Role, Board Policy	3.07.1 Executive Committee Terms of	
	Reference	
3.04 Guidelines for Code of Conduct, Board	4.02 General CEO Constraint, Board Policy	
Policy		
3.06.1 Conflict of Interest Disclosure Form	4.05 Risk Management – Assets, Board Policy	

Chapter: 3	Board of Directors	Policy #	3.06.1
Subject		Issued:	
		Latest Revision	July 8, 2020
	Board Responsibilities	Latest Review-	
		No/Minimal	
		Changes	
		Cross reference	3.6 Conflict of
			Interest, Board
			Policy
Policy	Conflict of Interest Disclosure Form		

The following form is to be completed by all directors prior to the commencement of their first term as director, and at least once per year thereafter.

I have read the guidelines for conflict of interest as set out in **3.06 Conflict of Interest of the Society, Board Policy**.

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
В	If yes, please describe on an attached statement.	
Date:		
Signature:		
Printed Name: _		



Victoria Cool Aid Society Board of Directors Policy

Chapter: 3	Board of Directors	Policy #	3.07
		Issued:	July 8, 2020
		Latest Revision	October 27, 2022
		Latest Review-	October 27, 2022
Subject	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Board Committee Principles		

1. Policy

- 1.1. To enhance the integrity of the Board, there will be a minimum of four (4) 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.
- 1.2. Board-established committees:
 - 1.2.1. Standing committees include: Community and Board Engagement, Executive, Finance, and Planning and Governance.
 - 1.2.2. The Board, in consultation with the Planning and Governance Committee, will review and amend changes in the composition of the committees and the number of committees, as required.
 - 1.2.3. Standing committee terms of reference are described in 3.07.1 Executive Committee Terms of Reference, 3.07.2 Finance Committee Terms of Reference, 3.07.3 Community and Board Engagement Committee Terms of Reference, and 3.07.4 Planning and Governance Committee Terms of Reference. Committee terms of reference are amended through Board approval.
 - 1.2.4. 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.
 - 1.2.5. Committees are not empowered to exercise authority over staff.
 - 1.2.6. 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.

See also:		
3.02 Board Job Description, Board Policy	3.07.2 Finance Committee Terms of Reference	
3.03 Chair's Role, Board Policy	3.07.3 Community and Board Engagement	
	Committee Terms of Reference	
3.04 Guidelines for Code of Conduct, Board	3.07.4 Planning and Governance Committee	
Policy	Terms of Reference	
3.07.1 Executive Committee Terms of	4.01 Job and Responsibilities of the CEO, Board	
Reference	Policy	

Chapter: 3	Board of Directors	Policy #	3.07.1
		Issued:	September 30, 2022
		Latest Revision	October 27, 2022
		Latest Review-	October 27, 2022
Subject	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Executive Committee Terms of Reference		

Terms of Reference 2022-23

Purpose

The Executive Committee is a standing committee of the Society's Board of Directors. The Committee is responsible for carrying out 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, Committee Chair; the Chief Executive Officer.
- 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.
- 3. The Board Chair shall be the Committee Chair.
- 4. All membership appointments will be for one (1) year and will be confirmed following the annual election of officers; re-appointments are permitted.
- 5. Three (3) voting members of the committee, including the Committee Chair, will constitute a quorum.
- 6. The Committee will meet one (1) week prior to every Board meeting. Additional meetings will be scheduled as required. An annual schedule will be drawn up in August at the commencement of the year.
- 7. Extraordinary meetings may be held at the discretion of the Chair.
- 8. Committee members will be expected to attend all meetings, including extraordinary meetings, and are required to advise the Committee Chair and Manager of Governance and Administrative Support (GAS) if they are unable to attend.
- 9. The Chief Executive Officer and their staff will be a resource to the Committee.

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.

- 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.
- 4. Review and coordinate Board committee recommendations to be brought forward for Board decision.
- 5. 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.
- 6. Work in good faith to communicate the strategic positions and values for the Society, in accordance with approved Board and Society plans and policies.
- 7. Ensure performance expectations are discussed, confirmed and properly communicated to the Chief Executive Officer, and performance is reviewed on an annual basis.
- 8. 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 the organization.
- 9. Ensure risk management policies and planning are completed on an annual basis.
- 10. Receive and consider concerns of interpersonal and code of conduct issues that involve Board members.

Evaluation

1. The Committee will ensure effectiveness of Executive Committee functions through an annual review of the Terms of Reference Priorities and Key Activities.

2022-23 Priorities

1. CEO Recruitment.

2022-23 Schedule of Key Activities

- 1. September April: CEO Recruitment.
- 2. September/October: Review and amend TOR as needed.
- 3. October: Review CEO performance goals.
- 4. October: Review risk registry and identify priority risks.
- 5. May: CEO/Society exit review.
- 6. April: Review risk registry report and identify priority risks.
- 7. May June: Committee discusses/reviews performance and reports to Board.

See also:	
3.02 Board Job Description, Board Policy	4.01 Job and Responsibilities of the CEO, Board
	Policy
3.03 Chair's Role, Board Policy	4.12 Salary of the CEO, Board Policy
3.06 Conflict of Interest, Board Policy	4.05 Risk Management – Assets, Board Policy
3.11 Risk Management, Board Policy	4.07 Salary of the CEO, Board Policy

Chapter: 3	Board of Directors	Policy #	3.07.2
		Issued:	
		Latest Revision	October 27, 2022
		Latest Review-	October 27, 2022
Subject	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Finance Committee Terms of Reference		

Terms of Reference 2022-23

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. The Committee will consist of a minimum of three (3) Board members (one of whom will be the Treasurer), and ex-officio members comprised of the Chief Executive Officer, the Director of Finance and Information Systems, the Director of Human and Strategic Resources, and other senior staff at the Chair's discretion.
- 2. The Treasurer shall be the Committee Chair.
- 3. All membership appointments will be for one year and will be confirmed following the annual election of officers; re-appointments are permitted.
- 4. Three (3) voting members of the Committee will constitute a quorum. The Committee Chair will be a voting member.
- 5. The Committee will meet a minimum of four (4) times a year. Additional required meetings will be scheduled including during annual budget deliberations and annual approval of the audited financial statements. An annual schedule will be drawn up in August at the commencement of the year.
- 6. Extraordinary meetings may be held at the discretion of the Chair.
- 7. Committee members will be expected to attend all meetings, including extraordinary meetings, and are required to advise the Committee Chair and Manager of Governance and Administrative Support (GAS) if they are unable to attend.

Objectives

- 1. The Finance Committee shall review and make recommendation to the Board of Directors for approval on:
 - 1.1 Annual operating and capital budget.
 - 1.2 Annual audited financial statements.
 - 1.3 The Committee will ensure that financial statements are audited annually by qualified independent auditors.
 - 1.4 Finance policy changes.
 - 1.5 Other items as deemed necessary.

- 2. The Committee ensures the Society operates according to the financial guidelines set out in the current regulatory framework and the Society's policies and procedures.
- 3. The Committee will provide information to the Board of Directors on the following:
 - 3.1 Significant financial planning, monitoring performance against the approved budget and key performance indicators and trends and bringing forward any variances and proposed courses of action.
 - 3.2 Quarterly financial reports.
 - 3.3 Reports from auditors and Chief Executive Officer on internal control issues.
 - 3.4 Reports on risk management objectives that include financial implications.
 - 3.5 Reports on situations where new Finance/Human Resources policies may have an impact on Board policies.
- 4. The Committee will review and provide input to staff with respect to:
 - 4.1 Finance policies.
 - 4.2 Human Resources policies with financial implications.
 - 4.3 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 Human Resources or that existing policies should be strengthened or clarified. The Committee will make recommendations on such policy changes to the Board per item 1.4 above.

Evaluation

1. The Committee will ensure effectiveness of the Finance Committee functions through an annual review of the Terms of Reference Priorities and Key Activities.

2022-23 Priorities

- 1. Review proposed real estate transactions.
- 2. Update relevant finance policies to reflect the change to the threshold.

2022-23 Schedule of Key Activities

- 1. September: Review and amend TOR as needed.
- 2. February: Annual capital asset plan review.
- 3. March: Annual operating and capital budget review.
- 4. June: Annual financial statements review.
- 5. Following Each Quarter: Quarterly financial reports review and quarterly capital asset plan update.
- 6. Post-4th Quarter: Committee discusses/reviews performance and reports to the Board.

See also:	
3.02 Board Job Description, Board Policy	4.04 Financial Health, Board Policy
4.01 Job and Responsibilities of the CEO, Board	4.05 Risk Management – Assets, Board Policy
Policy	
4.03 Financial Strategy, Board Policy	



Victoria Cool Aid Society Board of Directors Policy

Chapter: 3	Board of Directors	Policy #	3.07.3
		Issued:	October 27, 2022
	Subject Board Responsibilities	Latest Revision	October 27, 2022
		Latest Review-	October 27, 2022
Subject		No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Community and Board Engagement (CEC) Committee Terms of Reference		

Terms of Reference 2022-23

Purpose

The Community and Board Engagement Committee (CEC) is a standing committee of the Board of Directors. The purpose of the CEC is twofold:

- 1. Assist the Board in connecting with various stakeholders, including donors, volunteers, clients, and other community partners.
- 2. Support Board engagement.

Fulfilling its obligations and oversight responsibilities with respect to community relations in a number of areas: communications, research, social housing sector relations and sponsorships.

- 1. Community Engagement
 - 1.1. Supporting donor engagement and philanthropic activities, including:
 - i. Promoting and participating in Society events
 - ii. Promoting and supporting fundraising initiatives and events
 - 1.2. Supporting client engagement activities
 - i. Sharing client voice with the Board.
 - ii. Participating in the Society's client engagement working group and promoting opportunities to interact with clients.
- 2. Board Engagement
 - 2.1. Develop and implement orientation and onboarding plan for new Board members.
 - 2.2. Implement the recruitment plan developed by the Planning and Governance Committee.
 - 2.3. General board engagement, including but not limited to one-on-one support, mentoring and training facilitation.

Composition

- 1. The Committee will consist of a minimum of three (3) Board members, and ex-officio members comprised of the Chief Executive Officer, Director of Philanthropy and Community Engagement and other senior staff at the Committee's discretion. The Chair shall be an elected Board member.
- 2. Two (2) voting members will constitute a quorum.
- 3. All membership appointments will be for one (1) year and will be confirmed following the annual election of officers; re-appointments are permitted.



Victoria Cool Aid Society Board of Directors Policy

- 4. The Committee will meet a minimum of four/five (4-5) times a year. Additional meetings will be scheduled as required. An annual schedule will be drawn up in August at the commencement of the year.
- 5. Extraordinary meetings may be held at the discretion of the Chair.
- 6. Members are expected to attend all meetings, including extraordinary meetings, and are required to advise the Committee Chair and Manager of Governance and Administrative Support (GAS) if they are unable to attend.
- 7. The CEC may, from time to time, create special working groups made up of Board representative(s) of the Committee, which may also include staff and/or members of the community.

Objectives

- 1. Actively support work and projects that increase Cool Aid's profile and name recognition.
- 2. Champion activities and programs that strengthen relationships with government, communities, and neighbours.
- 3. Become familiarized with Cool Aid's programs and Mission to act as effective communicators and ambassadors.
- 4. Support the development and implementation of a dynamic philanthropic program, including strong relationships with funders and donors.
- 5. Implement Board member recruitment and succession, including ensuring a suitable process exists for orienting new Board members.
- 6. Advise on new philanthropy initiatives when requested.
- 7. Support board members based on their needs regarding board integration and the learning process through one-on-one and group support and training.

Evaluation

- 1. The Committee will ensure the effectiveness of Community and Board Engagement Committee functions through an annual review of the Terms of Reference Priorities and Key Activities.
- 2. The Committee will work with other committees and management to ensure it works effectively within the organization.

2022-23 Priorities

- 1. Actively support Homecoming and other Cool Aid community events.
- 2. Help increase awareness through activities and promotions.
- 3. Support Board engagement and education opportunities.
- 4. Provide input and support on Cool Aid's philanthropy initiatives.
 - 4.1. Facilitate networking with affiliate organizations and connections on shared interests.
 - 4.2. Provide input on strategies pertaining to neighbourhood and public relations and support initiatives.
 - 4.3. Support the involvement of clients in the governance of the Society.

2022-23 Schedule of Key Activities

- 1. September: Review T.O.R.; Implement an orientation program for new members.
- 2. October December: Promote grocery gift card program.
- 3. October November: after Thanksgiving, help promote the socks campaign.
- 4. October December: Promote gift card program for the holidays.
- 5. October December: Promote winter clothing drive (coats, toques, socks, etc.).



- 6. November: Holiday cards to donors.
- 7. November: Promote Giving Tuesday campaign.
- 8. January April: Implement Board recruitment strategy.
- 9. March May: Promote summer clothing drive (shorts, sandals, sunscreen, etc.).
- 10. April: Promote Homecoming event tickets.
- 11. June: Committee discusses/reviews performance and reports to the Board.

See also:	
2.03 Society Fund Development Overview and	4.01 Job and Responsibilities of the CEO, Board
Principles, Board Policy	Policy
3.02 Board Job Description, Board Policy	



Chapter: 3	Board of Directors	Policy #	3.07.4
		Issued:	September 30, 2022
		Latest Revision	October 27, 2022
		Latest Review-	October 27, 2022
Subject Board Responsibilities	No/Minimal		
	Changes		
		Cross reference	See last page for
			cross reference
Policy	Planning and Governance Committee Terms of Reference		

Terms of Reference 2022-23

Purpose

The Planning and Governance (P&G) 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:

- Planning for the recruitment, nomination, appointment, and training of Board members.
- Development and maintenance of, and adherence to, Board policies.
- Planning for the assessment of the Board's performance.

Composition

- The Committee will consist of a minimum of three (3) Board members, and ex-officio members comprised of the Chief Executive Officer, the Director of Human and Strategic Resources, the Strategic Planning and Information Analyst, and any members of the management team deemed relevant to the Committee's work.
- 2. All membership appointments will be for one (1) year and will be confirmed following the annual election of officers; re-appointments are permitted.
- 3. Three (3) voting members of the Committee will constitute a quorum. The Committee Chair will be a voting member.
- 4. The Committee will meet a minimum of four (4) times a year. Additional meetings will be scheduled as required. An annual schedule will be drawn up in August at the commencement of the year.
- 5. Extraordinary meetings may be held at the discretion of the Chair.
- 6. Committee members will be expected to attend all meetings, including extraordinary meetings, and are required to advise the Committee Chair and Manager of Governance and Administrative Support (GAS) if they are unable to attend.

Objectives

- 1. With respect to Board governance, the Committee will:
 - 1.1 Be aware of any compliance issues related to new legislation (for example, the new Societies Act) and make recommendations for any changes required as a result.
 - 1.2 Review Board policies periodically as required and make recommendations to the Board.
 - 1.3 Review bylaws and make recommendations to the Board.



- 1.4 Address concerns of apparent or actual "conflict of interest" involving Board members.
- 1.5 Manage Board succession and recruitment planning and communicate to the CEC for implementation.
- 1.6 Promote alignment with the United Nations Declaration on the Rights of Indigenous Peoples and the Truth and Reconciliation Calls to Action in carrying out its duties.
- 2. With respect to the Society's strategic plan, the Committee will:
 - 2.1 Provide guidance and support to the management team in developing and communicating recommendations to the Board on the Society's strategic plan.
 - 2.2 Review and report out on the quarterly dashboard of the Society's goals and indicators prior to full Board examination.
 - 2.3 Review the strategic plan annually per stages identified in 2.02 Strategic Planning: Overview, Roles and Process, Board Policy in order to assess the Society's performance in achieving objectives.
 - 2.4 Ensure stakeholder interests are part of the Society's strategic vision.
- 3. With respect to evaluation, the Committee will:
 - 3.1 Review the role of the Board, its committees, and the methods and processes by which the Board fulfills its duties and responsibilities.
 - 3.2 Ensure that a Board self-assessment occurs on an annual basis.
- 4. The Committee will make recommendations to the Board of Directors for approval on:
 - 4.1 The strategic plan per stages identified in Board policy.
 - 4.2 New and/or revised Board policies and bylaws.
- 5. An annual schedule of key activities will be confirmed during the first Planning and Governance Committee meeting following membership appointments.

Evaluation

- 1. The Committee will ensure effectiveness of Planning and Governance Committee functions through an annual review of the Terms of Reference Priorities and Key Activities.
- 2. The Committee will work with other committees and management to ensure it is working effectively within the organization.

2022-23 Priorities

- 1. Review, gather input, and plan the annual retreat with a focus on Board culture.
- 2. Prepare Board for succession.
- 3. Improve Board diversity.
- 4. Plan Board educational opportunities.
- 5. Complete Board self-assessment and follow-up on issues raised.

2022-23 Schedule of Key Activities

- 1. September-December:
 - a. Review and amend TOR as needed.
 - b. Assess Board membership and develop recruitment plan.
 - c. Develop a process and criteria for the annual reviews of each Board Committee's performance.
- 2. January: Share recruitment plan with CEC.
- 3. March: Complete Board self-evaluation and assessment.



- 4. April-May: Develop proposal to implement results of Board self-evaluation and plan Board educational plan for next year.
- 5. June: Committee discusses/reviews performance and reports to the Board.
- 6. June: Plan annual retreat.

See also:	
2.02 Strategic Planning: Overview, Roles and	3.08 Investment in Governance, Board Policy
Process, Board Policy	
3.02 Board Job Description, Board Policy	3.09 Recruitment, Board Policy
3.04 Guidelines for Code of Conduct, Board	4.01 Job and Responsibilities of the CEO, Board
Policy	Policy

Chapter: 3	Board of Directors	Policy #	3.08
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject Board Re	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Investment in Governance		

- 1.1. The Board invests in building governance capacity including by recognizing and utilizing Board members' unique skills and expertise.
- 1.2. 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.
- 1.3. The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board. It is expected that:
 - 1.3.1. 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:
 - i. An orientation to Society programs, homelessness, and major issues.
 - ii. Complete versions of the Society's constitution, bylaws, and Board policies.
- 1.4. Board members have the opportunity for ongoing training and education to enhance their governance capabilities. Each Board member completes a Board self-evaluation 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.
- 1.5. 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.
- 1.6. 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.
 - 1.6.1. 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
 - 1.6.2. 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.

See also:	
3.02 Board Job Description, Board Policy	Constitution and Bylaws
3.07.4 Planning and Governance Committee	
Terms of Reference	

Chapter: 3	Board of Directors	Policy #	3.09
		Issued:	March 13, 2007
Subject Board Responsibilities		Latest Revision	June 28, 2023
		Latest Review-	June 28, 2023
	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Recruitment Policy		

- 1.1. Each year the Planning and Governance Committee will assume responsibility for recruiting new Board members, should there be any vacancies.
- 1.2. At least six (6) months before the date of the Society's annual general meeting, the Planning and Governance Committee shall develop a recruitment plan.
- 1.3. In developing and carrying out its recruitment plan, the Planning and Governance Committee will consider the Society's interest in recruiting members within the following broad categories of skills and experience:
 - a) Lived experience with any of the following: mental health challenges, substance use, homelessness, disabilities
 - b) Community health
 - c) Social housing
 - d) Urban Indigenous issues
 - e) Realty and/or development
 - f) Financial management/business
 - g) Philanthropy
 - h) Legal expertise
 - i) Media relations
 - j) Government/public sector
 - k) Urban planning
 - I) Community leaders
 - m) Social justice and human rights
 - n) Adult education
 - o) Migration and development
- 1.4. In developing and carrying out its recruitment plan, 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, ethnicity, age, sexual orientation, gender identity or expression, country of origin, and ability of qualified nominees.
- 1.5. In alignment with the United Nations Declaration on the Rights of Indigenous Peoples and the Truth and Reconciliation Calls to Action, the Board, in developing and carrying out its recruitment plan, will prioritize the recruitment of Indigenous peoples with a distinctions-based approach to ensure that the diversity of First Nations, Métis and Inuit perspectives are represented at the Board level. Preference may be given to persons with Indigenous ancestry to ensure the Board has adequate representation.

- 1.6. On behalf of the Planning and Governance Committee, the Manager of Governance and Administrative Support (GAS) 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.
- 1.7. 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.
- 1.8. The Planning and Governance Committee is responsible for bringing information about possible nominees to the Board for discussion.
- 1.9. The Planning and Governance Committee should ensure that the recruitment of Board members is transparent to all staff members and Board members.
- 1.10. Current employees are precluded from applying for Board of Director vacancies.
- 1.11. Former employees may apply for a Board of Director vacancy after two (2) years from date of last employment.
- 1.12. Immediate family members of Society employees may only apply for Board of Director vacancies after two (2) years from the employee's last day of employment.
- 1.13. Current contractors or vendors that are actively under contract or financially benefiting through business activities with the Society are precluded from applying for Board of Director vacancies.

See also:	
2.03 Society Fund Development Overview and	3.03 Chair's Role, Board Policy
Principles, Board Policy	
3.02 Board Job Description, Board Policy	3.07.4 Planning and Governance Committee
	Terms of Reference

Chapter: 3	Board of Directors	Policy #	3.10
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject Board Responsibilities	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Guidelines for Concerns and Complaints		

- 1.1. The Board shall not be involved in the handling or resolution of complaints made against the Society or its employees unless:
 - 1.1.1. The complaint is directed to the Board;
 - 1.1.2. The complaint involves the conduct of the Board or a Board member; or
 - 1.1.3. The complaint has been elevated to or directed to the CEO, and the CEO has determined that it is necessary to involve the Board in the resolution of the complaint.
 - 1.1.4. The complaint is about the CEO.
- 1.2. Where the Board is involved in the resolution of a complaint, the Board shall gather all necessary information in a fair and timely manner and, where required, shall protect the confidentiality of the complainant and the parties involved.
- 1.3. Where the Board is involved in the resolution of the complaint, the complaint will be responded to within seven (7) days. Where this is not possible, the person lodging the complaint will be so advised and given the reason for the delay.
- 1.4. In response to a complaint, the Board may delegate any aspect of the investigation and resolution of the complaint to the CEO or an employee of the Society, to be handled in accordance with the Society's operational policy.

See also:	
3.04 Guidelines for Code of Conduct, Board	
Policy	

Chapter: 3	Board of Directors	Policy #	3.11
Subject Board Responsibilities		Issued:	July 8, 2020
		Latest Revision	February 24, 2021
		Latest Review-	February 24, 2021
	Board Responsibilities	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Risk Management		

- 1.1. The Board and CEO have overarching responsibility for managing risk and ensuring that there is a mitigation plan in place for items that have the potential to keep the Society from achieving its strategic goals. Recognizing that some areas carry more inherent risk than others, the Society's overall risk appetite is low. With this in mind, the amount of risk that the Society is willing to tolerate in pursuit of its strategic goals will generally be low.
- 1.2. The Society will manage risk in accordance with the Society's operational policy, **AD-AD11**Integrated Risk Management Policy.
- 1.3. The Board will monitor risks in accordance with procedure item 2.1.
- 1.4. The Board will receive regular risk progress reports and will be notified of any significant changes or new risks identified as per procedure item 2.2.
- 1.5. Annually, the Board will review the Society risk registry.

2. Procedure

- 2.1. Annually in September, the Board will review the Risk Management Plan Report.
- 2.2. The CEO will report to the Board the following:
 - 2.2.1. Twice a year, in the autumn and spring, will provide an update on any changes to the Risk Management Report.
 - 2.2.2. The CEO will bring to the Board's attention through their monthly report any additions to the Extreme (score of 15 -25) or High (score 8-14) categories of the Risk Management Report.

4.05 Risk Management – Assets, Board Policy
AD-AD11 Integrated Risk Management Policy, Operating Policy



Chapter: 4	Board of Directors	Policy #	4.01
		Issued:	July 8, 2020
		Latest Revision	October 27, 2022
		Latest Review-	October 27, 2022
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Job and Responsibilities of the CEO		

1. CEO Responsibilities

- 1.1. The mandate of the CEO is to provide effective leadership in achieving the mission, vision, goals, and objectives of the Society. The CEO shall have autonomy as the senior leadership official in the organization, subject only to the Board policies.
 - 1.1.1. The CEO has the responsibility for organizational performance based on Board policies and strategic plans. Consequently:
 - 1.1.1.1. 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.
 - 1.1.2. The CEO's overarching objectives are embodied in the organization's strategic plan and in annual, mutually agreed to, performance objectives.
 - 1.1.2.1. The CEO may not allow service priorities to vary significantly from the following general principles:
 - i. Priorities for subsidized programs and services will be given to housing, shelters, and community health programs.
 - ii. Programs and practices will support and follow the spirit and intent of the <u>BC Multiculturalism Act</u> and the <u>BC Human Rights Code</u> 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.

1.2. Employment

- 1.2.1. 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:
 - 1.2.1.1. Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget.



- 1.2.1.2. Required to report to the Board if it is not possible to operate within the limits of the budget approved by it.
- 1.2.1.3. Expected to provide advice to the Board on policy and program/service issues that affect the programs offered or services provided by the Society.
- 1.2.1.4. 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.
 - 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.
- 1.2.1.5. Accordingly, must report actual or anticipated non-compliance with any policy of the Board.
- 1.2.1.6. Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of the Chair, of other officers and individual members, and in the job description of the CEO.
- 1.2.1.7. Responsible for employing all staff members. The staff are responsible to the CEO or to a person designated by them, 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.
- 1.2.1.8. In order to protect the Board from sudden loss of Chief Executive Officer services, the CEO must have at least one other Society director familiar with current Board and Chief Executive Officer issues and work in progress.

1.3. Employee Relations

- 1.3.1. With respect to treatment of paid and volunteer staff, the CEO will demonstrate trust and respect.
- 1.3.2. The CEO shall not cause or allow recruitment and selection processes or staff working conditions that are unfair, undignified, unsafe, or in contravention of legislated employment standards. Accordingly, the CEO shall not:
 - 1.3.2.1. Operate without written personnel policies and procedures that clarify expectations and working conditions for staff and volunteers and shall provide for effective handling of grievances and protect against unfair, undignified, or unsafe conditions.
 - 1.3.2.2. Discriminate among staff on other than clearly job-related individual performance or qualifications.
 - 1.3.2.3. Fail to ensure that there are policies and procedures in place to provide staff and volunteers with orientation, continuing education, and development.
 - 1.3.2.4. Fail to establish and maintain a work environment that fosters teamwork, communication, efficiency, and effectiveness.
 - 1.3.2.5. Fail to be proactive in protecting staff from unsafe or unhealthy conditions.
 - 1.3.2.6. Refuse staff access to a fair grievance procedure.



1.3.2.7. Fail to acquaint staff with their rights under this policy.

1.4. Public Image of the Society

- 1.4.1. The CEO shall enhance the Society's public image or credibility. Accordingly, the CEO shall:
 - 1.4.1.1. Establish and implement an effective corporate communications and public relations strategy.
 - 1.4.1.2. Ensure that policies and procedures are in place to consistently convey the Society's distinctive identity in all communications, products, and services.
 - 1.4.1.3. Make proactive presentations to the media, government or other individuals or organizations.
 - 1.4.1.4. Communicate regularly with the membership, key government decision-makers, the media, and the general public.
 - 1.4.1.5. Appropriately recognize the contributions of corporate sponsors or patrons of publications.
 - 1.4.1.6. Develop collaborative relationships with organizations whose practices are compatible with the Society.

See also:		
2.01 Mission Statement, Vision, and Guiding	4.02 General CEO Constraint, Board Policy	
Principles, Board Policy		
2.02 Strategic Planning Overview, Roles and	4.03 Operational Priorities and Principles,	
Process, Board Policy	Board Policy	
3.02 Board Job Description, Board Policy	4.03 Financial Strategy, Board Policy	
3.07 Board Committee Principles, Board Policy	4.04 Financial Health, Board Policy	
3.07.1 Executive Committee Terms of	4.05 Risk Management – Assets, Board Policy	
Reference		
3.07.2 Finance Committee Terms of Reference	4.06 Salary and Benefits, Board Policy	
3.07.3 Community and Board Engagement	4.07 Salary of the CEO, Board Policy	
Committee Terms of Reference		
3.07.4 Planning and Governance Committee	4.08 Annual CEO Evaluation, Board Policy	
Terms of Reference		

Chapter: 4	Board of Directors	Policy #	4.02
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	General CEO Constraint		

- 1.1. The CEO shall not cause or knowingly allow any practice, activity, decision, or organizational circumstance that is in violation of commonly accepted business and professional ethics and practices or applicable legislation, regulations, policies, and bylaws of the Society.
- 1.2. Service priorities will not vary significantly from those identified in Board policy or as embodied in strategic plans.
- 1.3. 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 4.03 Financial Strategy, Board Policy, 4.04 Financial Health, Board Policy, and 4.05 Risk Management – Assets, Board Policy.
- 1.4. Actual financial conditions at any time will adhere to Board-approved management risk policies, 3.11 Risk Management, Board Policy and 4.05 Risk Management Assets, Board Policy.
- 1.5. The CEO shall not engage in risk management practices that cause the assets to be unprotected, inadequately maintained, or unnecessarily risked.
- 1.6. CEO dealings with staff and volunteers will demonstrate trust and respect.
- 1.7. The CEO will not permit compensation/benefit policies and practices for staff, contractors, or volunteers to cause financial risk.
- 1.8. There shall be no conflict of interest by the CEO. Accordingly, the CEO shall be required to sign and adhere to the conflict of interest declaration as part of her employment contract.

See also:	
2.01 Mission Statement, Vision, and Guiding	4.01 Job and Responsibilities of the CEO, Board
Principles, Board Policy	Policy
2.02 Strategic Planning Overview, Roles and	4.03 Financial Strategy, Board Policy
Process, Board Policy	
3.06 Conflict of Interest, Board Policy	4.04 Financial Health, Board Policy
3.06.1 Conflict of Interest Disclosure Form	4.05 Risk Management – Assets, Board Policy
3.11 Risk Management Policy, Board Policy	4.06 Salary and Benefits, Board Policy

Chapter: 4	Board of Directors	Policy #	4.03
		Issued:	July 8, 2020
		Latest Revision	November 30, 2022
		Latest Review-	November 30, 2022
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Financial Strategy		

- 1.1. The CEO shall not authorize any expenditure over \$30,000 not approved in the annual budget. This will apply to expenditures both capital and operational in nature. The CEO shall not act to put the organization at financial risk. Accordingly, the CEO may not cause or permit budgeting that:
 - 1.1.1. 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.
 - 1.1.2. 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.
 - 1.1.3. Provides insufficient information for the Board to conduct its business, including the annual audit.
 - 1.1.4. Varies essentially from Board-stated criteria and priorities in its allocation of resources among competing budgetary needs.
 - 1.1.5. Is inconsistent with the organization's strategic plans, which includes human resource development.

See also:	
2.02 Strategic Planning Overview, Roles and	4.02 General CEO Constraint, Board Policy
Process, Board Policy	
3.07.2 Finance Committee Terms of Reference	4.04 Financial Health, Board Policy
4.01 Job Responsibilities of the CEO, Board	4.05 Risk Management – Assets, Board Policy
Policy	

Chapter: 4	Board of Directors	Policy #	4.04
		Issued:	May 25, 2004
		Latest Revision	November 30, 2022
		Latest Review-	November 30, 2022
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Financial Health		

- 1.1. 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, the CEO shall not:
 - 1.1.1. 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.
 - 1.1.2. Invest surplus funds in other than insured Schedule 1, domestic bank savings accounts, credit unions, BCNPHA, guaranteed investment certificates, treasury bills, or government bonds.
 - 1.1.3. Allow legal and statutory financial requirements to become delinquent.
 - 1.1.4. Fail to get Board approval prior to accepting any gift greater than \$30,000 that creates future liabilities or ongoing obligations.
 - 1.1.5. Accept corporate sponsorships that conflict with the values and principles of the Society.
 - 1.1.6. Fail to reduce the deficit when unplanned revenues exceed expenses, except as authorized by the Board.

See also:	
2.03 Society Fund Development Overview and	4.03 Financial Strategy, Board Policy
Principles, Board Policy	
3.02 Board Job Description, Board Policy	4.05 Risk Management – Assets, Board Policy
3.07.2 Finance Committee Terms of Reference	4.06 Salary and Benefits, Board Policy
4.01 Job and Responsibilities of the CEO, Board	PCE-DR01 Donation Acceptance, Operating
Policy	Policy
4.02 General CEO Constraint, Board Policy	

Chapter: 4	Board of Directors	Policy #	4.05
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Risk Management - Assets		

- 1.1. The CEO may not engage in risk management practices that cause the assets to be unprotected, inadequately maintained or unnecessarily risked. Accordingly, the CEO shall not:
 - 1.1.1. Fail to insure against loss as follows:
 - a) Physical plant and contents to be appraised for insurance purposes at a minimum of every two (2) 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.
 - 1.1.2. Subject plant and equipment to improper wear and tear or insufficient maintenance.
 - 1.1.3. Expose the Society, its Board, or staff to claims of liability beyond those that happen in the normal course of operations.
 - 1.1.4. Make any purchase or commit the Society to any expenditure that does not comply with Board policies.
 - 1.1.5. Invest or hold operating capital that does not comply with Board guidelines, in accordance with **4.04 Financial Health, Board Policy**.
 - 1.1.6. Acquire, encumber, or dispose of real property unless approved by the Board.

See also:	
3.02 Board Job Description, Board Policy	4.01 Job and Responsibilities of the CEO, Board Policy
3.06 Conflict of Interest, Board Policy	4.02 General CEO Constraint, Board Policy
3.07.1 Executive Committee Terms of Reference	4.03 Financial Strategy, Board Policy
3.07.2 Finance Committee Terms of Reference	4.04 Financial Health, Board Policy
3.11 Risk Management, Board Policy	4.09 Acquisition or Disposition of Real
	Property, Board Policy

Chapter: 4	Board of Directors	Policy #	4.06
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Salary and Benefits		

- 1.1. With respect to compensation and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow financial risk. Accordingly, the CEO shall not:
 - 1.1.1. Change their own personal compensation and benefits.
 - 1.1.2. Establish compensation and benefits that:
 - a) cause unfunded liabilities to occur or in any way commit the organization to benefits that incur unpredictable future costs;
 - b) are discriminatory.
- 1.2. In establishing compensation and benefits for employees, the CEO 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.

See also:	
4.01 Job and Responsibilities of the CEO, Board	4.04 Financial Health, Board Policy
Policy	
4.02 General CEO Constraint, Board Policy	

Chapter: 4	Board of Directors	Policy #	4.07
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Salary of the CEO		

Introduction

The Board is responsible for determining compensation for the CEO 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 the acceptable salary range and for approving an annual adjustment to the compensation for the CEO.

1. Determining CEO Compensation Range

- 1.1. The Board is responsible for approving the CEO salary range. Changes to the salary range will occur **periodically** as per the process described below:
 - 1.1.1. Cool Aid has an operational compensation policy (Compensation Wage Grid HR-CB02) that includes the CEO position.
 - 1.1.2. 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 CEO salary range and will review the terms of reference and any instructions provided to the external consultant.
- 1.2. Through the comparison review undertaken, the information related to the CEO 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.
- 1.3. 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 CEO.

2. Determining Annual CEO Salary

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

See also:		
3.02 Board Job Description, Board Policy	4.08 Annual CEO Evaluation, Board Policy	
3.07.1 Executive Committee Terms of	HR-CB02 Compensation Policy, Operational	
Reference	Policy	
4.01 Job and Responsibilities of the CEO, Board		
Policy		

Chapter: 4	Board of Directors	Policy #	4.08
		Issued:	
		Latest Revision	July 8, 2020
		Latest Review-	
Subject	Board-CEO Relationship	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Annual CEO Evaluation Board Policy		

1. Evaluation Criteria

- 1.1. Part of good governance is monitoring executive performance, which includes providing the CEO with a regular performance evaluation.
- 1.2. The CEO performance will be evaluated on the basis of the following criteria:
 - 1.2.1. Assisting the Board in shaping and articulating the Society's goals and direction and achieving those goals and directions.
 - 1.2.2. Provision of leadership and direction to managers to ensure the Society's goals and objectives are met.
 - 1.2.3. Ensuring effective and efficient planning, development, and delivery of the Society's programs.
 - 1.2.4. Providing sound financial management of the Society's assets and the safety, security, and accuracy of its records.
 - 1.2.5. Development and maintenance of external relationships.
 - 1.2.6. Development and maintenance of relationships with Board members, staff, service delivery partners, funders, and government agencies.
 - 1.2.7. Success in meeting agreed upon annual performance measures.

2. Evidence of Performance

- 2.1. The responsibility for carrying out the CEO 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 CEO understand how information on the above criteria will be collected and provided. The means of gathering this information for demonstrating performance success will include:
 - 2.1.1. Surveying, including:
 - staff who report directly to the CEO, the Board of Directors, funders, partner organizations, and colleagues. Surveys (such as a 360 review) will be outsourced to a third party for confidentiality reasons. Frequency will be at the Board's discretion but not less than every three (3) years.
 - 2.1.2. Monitoring reports from the CEO and other source documents provided by the CEO over the past year such as:
 - Annual report(s).
 - Balanced scorecard annual report(s).
 - Financial statements; annual audit.
 - CEO reports to the Board.
 - Quarterly operational reports.
 - Briefing notes.

- Additional bi-annual surveys: employees, funders, and partners.
- 2.1.3. Receiving a self-evaluation tool document to be completed by the CEO on an annual basis.

3. Findings and Recommendations

- 3.1. Results of any third-party surveys undertaken, such as a 360 review, will be provided to the Chair, the Vice-Chair, and the CEO. The self-assessment document will also be provided to the Chair and Vice-Chair by the CEO. The Chair and Vice-Chair will meet and review the survey results and self-assessment document and then meet with the CEO to review and discuss them and any other materials listed in section 2 and to discuss any issues of concern.
- 3.2. Any issues raised at the meeting with the CEO 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. The Executive Committee's recommendations will be presented to the Board in camera at the following Board meeting. This may include making recommendations to adjust the salary (per Board policy 4.07 Salary of the CEO) or other conditions of employment of the CEO.

4. Timing

- 4.1. 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:
 - 4.1.1. Determine whether a third-party survey will be undertaken. If yes:
 - 4.1.1.1. Contract with a third party.
 - 4.1.1.2. Agree on who will be asked to participate.
 - 4.1.1.3. Receive results from third party.
 - 4.1.2. Receive self-evaluation from CEO.
 - 4.1.3. Chair and Vice-Chair review survey results (if undertaken) and self-evaluation document.
 - 4.1.4. Meeting between CEO, Chair and Vice-Chair to discuss outcomes of survey, self-evaluation, and any issues of concern.
 - 4.1.5. In camera discussion of above at Executive Committee meeting.
 - 4.1.6. Provision in camera to the Board from the Executive Committee of their recommendation.
 - 4.1.7. Recommendation decision made at in camera discussion of Board.
 - 4.1.8. Notification in writing to the CEO by the Chair outlining the results of the recommendation discussion by the Board and their determination.

See also:	
3.02 Board Job Description, Board Policy	3.07.1 Executive Committee Terms of
	Reference
3.03 Chair's Role, Board Policy	4.01 Job and Responsibilities of the CEO, Board
	Policy
3.04 Guidelines for Code of Conduct, Board	4.07 Salary of the CEO, Board Policy
Policy	

Chapter: 4	Board of Directors	Policy #	4.09
		Issued:	March 30, 2022
		Latest Revision	
		Latest Review-	
Subject	Subject Board-CEO Relations	No/Minimal	
		Changes	
		Cross reference	See last page for
			cross reference
Policy	Acquisition or Disposition of Real P	roperty	

- 1.1. To achieve the Society's mission or strategic objectives it is necessary to acquire and dispose of properties from time-to-time.
- 1.2. Board approval is required:
 - 1.2.1. Prior to payment of any non-refundable deposit, commitment to, or removal of conditions for an acquisition.
 - 1.2.2. Prior to listing or committing to a disposition.
- 1.3. Every real estate transaction is unique, therefore the Board will receive relevant information to assess the merits of the transaction, with sufficient time to request and receive additional information prior to the decision including:
 - 1.3.1. The rationale for the acquisition or disposition, including the Society's mission or strategic objective it facilitates.
 - 1.3.2. Other alternatives considered in arriving at the proposed rationale and the potential exit points if changes in assumptions occur.
 - 1.3.3. An estimate of property value based on one or more of the following:
 - 1.3.3.1. A current professional third-party appraisal
 - 1.3.3.2. Comparable sales
 - 1.3.3.3. Residual land valuations
 - 1.3.3.4. Real estate broker estimates
 - 1.3.3.5. Other valuation approach
 - 1.3.4. Capital investment and financing commitments required and how they will be funded.
 - 1.3.5. Implications for future operating requirements and how those will be met.

See also:

See also:	
4.05 Risk Management – Assets, Board Policy	