

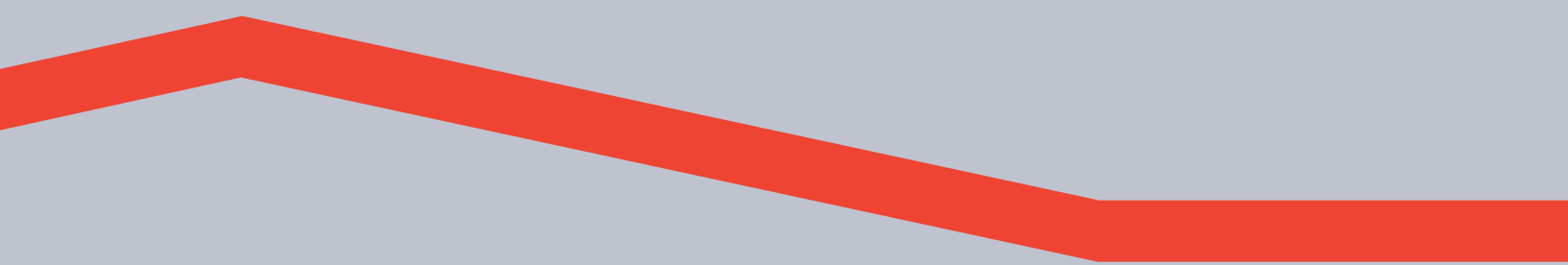


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# BOARD OF DIRECTORS

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*Manual*





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## BOARD COMPOSITION

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**THE BOARD OF DIRECTORS OF YACRO** consists of a Chairperson, Vice-Chairperson, Treasurer, Secretary, and other board members (no fewer than five or no more than twenty). Board members are interested and invested community volunteers that meet monthly.

### BOARD GOVERNANCE COMMITMENT

The Board of Directors (the Board) of YACRO exercises effective governance of the organization, including vigorous pursuit of its mission and objectives, and adherence to its core values.

- *The Board's primary accountability is to people served by YACRO*
- *The Board's secondary accountability is to employees, the Department of Community Services, other key stakeholders, and the community in general, including regulatory bodies and policy makers.*

The Board commits, on behalf of its stakeholders, to ensure that YACRO achieves the priorities identified by its members and, in doing so, acts lawfully and within established values and ethics.

Operating as a “policy governance” model, the Board will govern with an emphasis on the following:

- Outward focus on stakeholder issues
- Diversity in viewpoints
- Strategic leadership
- Distinction between the Board and Executive Director's role
- Collective rather than individual decisions
- Future orientation
- Proactivity

The Board commits to the following:

1. The Board will work as a team and be responsible for its conduct. The Board will be responsible for excellence in governing. The expertise of individual Directors of the Board will be used to enhance the ability of the Board to work as a whole.
2. The Board will direct and inspire YACRO through the written policies reflecting the Board's perspectives about results to be achieved and values and policies to be adhered to.
3. The Board's primary policy focus will be on the long-term results, not on the administrative details.
4. The Board will use appropriate self-discipline to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, respect of roles and Board education. Continual Board development will include orientation of new Directors.
5. The Board will monitor and discuss the Board's process and performance at regular intervals.

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## BOARD OF DIRECTORS' AREAS OF RESPONSIBILITY

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The Directors of the Board are to ensure effective governance and accountability for YACRO. Because voluntary organizations are foremost self-governing, an organization's leadership has a moral, legal and fiduciary responsibility to its members, constituencies, users and beneficiaries, staff and volunteers, as well as the general public.

***For effective stewardship, the Board is responsible for nine key tasks:***

1. Steering toward the mission and guiding strategic planning.
2. Being transparent, including communicating to members, stakeholders and the public, and making information available upon request.
3. Developing appropriate structures.
4. Ensuring the Board understands its role and avoids conflicts of interest.
5. Maintaining fiscal responsibility.
6. Ensuring that risk management plans and processes are in place.
7. Ensuring effective human resources and personnel processes are in place.
8. Implementing assessment and control systems for Board activities.
9. Planning for the succession and diversity of the Board.

*Specifically, the Board and its Directors are responsible for effective governance of YACRO.*

This means ensuring that the appropriate processes and structures are in place to direct and manage YACRO's operations and activities, and to ensure that they function well. The ultimate goal of good governance is to ensure the effectiveness, credibility, and viability of YACRO.

## MISSION AND STRATEGIC PLANNING

The definition of fundamental goals and strategy is the most important duty of the Board. Unless it fulfills this duty, the Board will have no baseline to determine the appropriateness of its actions, the performance of management, or the success of YACRO itself.

It is the duty of the Board to:

- Establish the mission, communicate it with members and stakeholders, and periodically review its appropriateness.
- Identify the key elements to success in sustaining this mission and establish a strategic planning process as to how to get there.
- Oversee and monitor the achievement of the mission by setting measurable goals, defined in terms of desired outcomes or impacts on members and stakeholders, rather than as inputs or activities.

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## TRANSPARENCY AND COMMUNICATIONS

*The openness, transparency of activities to the public at large, and two-way communication between YACRO and its members and constituencies are qualities that underlie successful stewardship.*

To achieve transparency and open communication, the Board will:

- Establish policies for communicating and receiving feedback from stakeholders.
- Ensure, as part of a code of ethical conduct, that the complaints and grievance procedure works effectively.
- Hold regular Board meetings that provide an opportunity for discussion.
- Provide a collective memory of YACRO by ensuring that appropriate minutes and documents are kept.
- Respond appropriately to requests for information.

## STRUCTURES

The way in which YACRO and the Board are structured can contribute to or hamper effective stewardship.

To achieve independent oversight and effective stewardship, the Board will establish:

- A Board that is capable of providing objective oversight.
- An Executive Committee to act on behalf of the Board when necessary between meetings.
- Ad hoc committees as needed.

## THE BOARD'S UNDERSTANDING OF ITS ROLE

Developing a shared understanding and clear expectations of the collective role of the Board and of individual Directors is essential to effective stewardship. The Board will:

- Decide upon and communicate its philosophy of governance, and ensure that Directors understand the role of the Board as a "policy governance" model.
- Establish and maintain a code of conduct for Directors of the Board to help the Directors understand, and ensure they agree to the obligations which they are undertaking.
- Establish and enforce a written conflict of interest policy governing Directors of the Board.
- Provide job descriptions for Directors of the Board that outline general duties.
- Invest in Directors of the Board through orientation and ongoing information sessions.
- Recognize the contribution of Directors of the Board and provide feedback on the Board's performance.
- Use the time of the Directors efficiently.

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## FISCAL RESPONSIBILITY

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**ONE OF THE PRIMARY** legal and moral obligations of any Board of Directors is to ensure that the finances of the organization are being allocated appropriately. The over-riding concern is that the social benefits of the contributions are as great as possible and are in keeping with YACRO's stated mission and goals.

There are also legal requirements as to how money is accounted for and how its spending is reported. The Board of Directors has ultimate responsibility to ensure that these requirements are met.

In exercising its fiduciary responsibilities, the Board will:

- Provide prudent and proper stewardship of YACRO's assets and liabilities.
- Approve a budget that reflects YACRO's strategic priorities and that is based on realistic assumptions of revenues, costs, and other factors, such as inflation.

- Ensure that financial transactions and records are controlled, based on generally accepted accounting principles, and in compliance with regulatory bodies as applicable.
- Ensure that an independent financial audit is carried out annually, and approve the audited financial statements and annual report.

## RISK MANAGEMENT

It is essential to ensure that adequate plans and processes are in place to assist the Board in anticipating risk, assessing it, and managing the outcome of actions taken by YACRO. The Board will ensure that:

- Bylaws are current and that governance policies and practices are consistent with the bylaws.
- Adequate insurance provisions are in place to protect YACRO, the Board and its Directors from potential liabilities.
- Resources are sufficient to minimize risk to employees and volunteers.
- Statutory, regulatory and legal requirements are met.
- Adequate contingency plans are in place to protect against reasonably anticipated crises.

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## EFFECTIVE HUMAN RESOURCES

**THE BOARD** is responsible for ensuring that YACRO attracts and retains a staple complement of human resources, at both the staff and volunteer levels, to meet the goals and objectives of YACRO.

The Board will:

- Ensure that volunteer involvement in YACRO reflects the YACRO philosophy, values, goals and objectives, and further, that it is based on principles of mutual respect, integrity and accountability.
- Hire, monitor and evaluate the Executive Director, who will be responsible for over-all implementation of the strategic directions of YACRO.
- Approve operational and personnel policies that prescribe the results to be achieved within YACRO's philosophy, principles of operation, values, goals and objectives.

## ASSESSMENT AND CONTROL SYSTEMS

**THE OBJECTIVE** of assessment and control systems is to provide reasonable assurances that YACRO will achieve its mission and objectives reliably, efficiently and in an ethical manner.

The Board will:

- Maintain a code of ethical conduct and an effective monitoring and complaints procedure.
- Maintain organizational bylaws as a framework for internal policies.
- Implement a compliance audit as an integral part of the annual evaluation cycle to regularly check that rules governing YACRO are being followed and that control systems are functioning and adequate.
- Evaluate the performance of the Board collectively and individually through the self-evaluation process.



## PLANNING FOR SUCCESSION AND DIVERSITY

In order to maintain the viability and health of YACRO, and to ensure change in the board is not disruptive to the governance of YACRO, the Board will develop a plan for its own succession and for recruiting new Directors of the Board. The Board will:

- Structure its term of service for Directors to ensure no more than one-half of the Board retires in any one year.
- Develop a nominations process that provides for evaluation and planning for the requirements of the Board, recruitment and orientation of Directors.

## BOARD LINKAGE WITH STAKEHOLDERS

**THE BOARD** represents the broad stakeholders of YACRO. Therefore, it shall educate itself regarding the needs of the stakeholder groups it represents and shall always endeavour to address those needs. The Board's education may be facilitated by:

- Periodic contact and discussions with stakeholder representatives, community leaders, and the Department of Community Services.
- Information and program reports provided by YACRO staff and volunteers.
- Review of reports in the media as to issues impacting Community Residential Care.
- Monitoring demand and utilization of YACRO services.

*At least once a year, the Board shall disseminate to its stakeholder groups a statement of its values and give an accounting of its financial resources and the extent to which these funds have been translated into results. This will usually take place at an Annual General Meeting.*

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## BOARD OFFICERS

### CHAIRPERSON

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1. A Board that is capable of providing objective oversight.
2. An Executive Committee to act on behalf of the Board when necessary between meetings.
3. Ad hoc committees as needed.

### RESPONSIBILITIES

- Attend all Board meetings.
- Serve on the Executive Committee.
- Chair meetings of the Board, ensuring that the meetings function effectively.
- Encourage involvement from all directors of the organization.
- Bring all important matters requiring attention of the Board.
- Sign documents on behalf of the Board, where required.
- Call emergency meetings of the Board when required.
- Annually focus the Board's attention on matters of organizational governance that relate to its own structure, role and relationship to management.
- Be assured that the Board is satisfied and has fulfilled all of its responsibilities.
- Serve as spokesperson for the Board when required.
- Serve as an alternate representative at public functions, as required.
- Be available for consultation with the Executive Director concerning decisions or in times of crisis.
- Assist the Executive Director in preparing the Agenda for Board meetings.
- Assist the Executive Director in conducting new Board member orientation.
- Ensure the completion of the Executive Director's annual performance appraisal.
- Work with the nominating committee to recruit new Board members.
- Carry out other duties as required.
- Be aware of all policies, guidelines, and bylaws of the organization.

## VICE-CHAIRPERSON

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1. Will fulfill the duties of the Chairperson in her/his absence.
2. Will chair committees on special subjects as designated by the Board.

### RESPONSIBILITIES

- Attend all Board meetings.
- Serve on the Executive Committee.
- Carry out special assignments as requested by the Board.
- Understand the responsibilities of the Board chair and be able to perform these duties in the Chair's absence.
- Participate as a vital part of the Board's leadership.
- Carry out other duties as required.
- Be aware of all Board policies, guidelines, and bylaws of the organization.

## TREASURER

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1. Will give a financial report at each Board meeting.
2. Will review the annual budget prepared by the Executive Director and the Director of Finance and present the budget to the Board.
3. Will ensure the Board has an understanding of the financial affairs of the organization.

### RESPONSIBILITIES

- Attend all Board Meetings.
- 
- Serve on the Executive Committee.
- 
- Understand financial accounting for non-profit organizations.
- 
- Be responsible for signing on behalf of the Board.
- 
- Work with the Executive Director and Director of Finance to ensure that appropriate financial reports are made available to the Board on a timely basis.
- 
- Review the annual audit and answer Board of Directors' questions about the audit.
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- Be aware of all Board policies, guidelines and bylaws of the organization.

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## SECRETARY

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### RESPONSIBILITIES

- Attend all Board meetings.
- Serve on the Executive Committee.
- Review Board minutes.
- Assume responsibilities of the Chairperson in the absence of the Chair and Vice-Chair.
- Be responsible for signing the minutes on behalf of the Board.
- Carry out other duties as directed by the Board when required.
- Be aware of all Board policies, guidelines, and bylaws of the organization.

1. Will be responsible for ensuring records of Board actions are kept.
2. Will record minutes at all Board meetings or delegate to a recording secretary.
3. Will assure that committee records are maintained.

## BOARD COMMITTEES

**OTHER THAN STANDING COMMITTEES** which are established to help the Board carry out its fiduciary responsibilities, committees are used sparingly and ordinarily in an ad hoc capacity.

*Ad hoc committees may occasionally be formed by the Board in order to help the Board do its job. Committees may assist the Board by preparing policy alternatives and recommendations for Board consideration.*

### **Board Committees:**

- Report to and are accountable to the Board of Directors.
- May not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
- Cannot exercise authority over the Executive Director unless given formal direction by the Board for specific and time-limited purposes. Because the Executive Director works for the full Board, the Executive Director will not normally be required to obtain approval of a Board Committee before an executive action.

## EXECUTIVE COMMITTEE

**CHAIRD BY THE BOARD CHAIRPERSON**, and comprised of the other Officers of the Board, the Executive Committee's role is to provide advice and support to the Executive Director and the Executive Team, and to act on behalf of the Board as circumstances warrant between meetings. These acts must later be presented for full Board review.

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## DIRECTOR'S CODE OF CONDUCT

THE BOARD commits to ethical, co-operative and lawful conduct, including proper use of authority. Directors are expected to:

- Attend all regularly scheduled Board meetings and important related meetings.
- Be adequately prepared for meetings, reviewing minutes and reports in advance.
- Advise the Board Chairperson in advance by notifying the YACRO office of any planned absence from the Board. Failure to attend three consecutive meetings of the Board during a calendar year without reason that is acceptable to the Directors constitutes voluntary resignation.
- Advise the Board in writing of a resignation from the Board.
- Request in writing a leave of absence from the Board.
- If absent from a meeting, to stay informed of all events that transpired at the meeting.
- Make a serious commitment to participate actively in the work of the Board and/or its committees, including volunteering for and accepting assignments, and completing them thoroughly and on time.
- Make efforts to know other Board members and build a collegial working relationship that contributes to consensus.
- Adhere to YACRO's conflict of interest and confidentiality policies.
- Maintain solidarity with fellow Directors in support of a decision that has been made in good faith at a legally constituted meeting.
- Refrain from using their positions to obtain employment within YACRO for themselves, family members or close associates. Should a member desire employment within YACRO, she/he must first resign.
- Avoid any attempt to exercise individual authority over YACRO except as explicitly set forth in Board policies.
- Respect that, as individuals, Directors have no authority over the Executive Director, unless explicitly authorized by the Board.
- Ensure that interactions with public, press, or other entities recognize the same limitations and that no Director may speak for the Board except to repeat explicitly stated Board decisions.
- Actively participate in Board annual self-evaluation and planning efforts.

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## CONFIDENTIALITY

Respect for confidentiality is the foundation of trust and confidence as well as a legislated obligation. Directors of the Board at all times must respect the confidentiality of the circumstances of any member and/or stakeholders.

All members of the Board during in-camera sessions and matters related to personnel must be held in strictest confidence. Directors may not relate such matters of the Board to anyone, including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board.

## CONFLICT OF INTEREST

Conflict of interest exists when a Director uses position, authority or information obtained through YACRO to:

1. Obtain an improper benefit, directly or indirectly.
2. Obtain an improper benefit for a friend, relative or associate.
3. Make a decision or participate in making a decision that will unfairly or inappropriately affect a member/stakeholder(s) or a business competitor(s).
4. Engage in any activity that creates a real or perceived conflict of interest.

## POLICY

Directors of the Board shall conduct themselves in a manner that assures actions and decisions are not compromised by conflict of interest or generate the appearance of a conflict of interest.

Directors shall neither accept nor offer personal gifts or benefits with the expectation or appearance of influencing a decision.

Directors should not engage in any business or transaction or have any financial or other personal interest that is, or that may appear to be, incompatible with the performance of duties.

Directors should not, in the performance of their official duties, seek personal or private gain by granting preferential treatment to any persons.

Directors should not solicit nor, unless duly authorized, accept transfers of economic value from persons with whom they have contact in their official capacity.

Directors should not use, or permit the use of property of any kind for activities not associated with the performance of their official duties, unless they are authorized to do so.

Directors should not seek to obtain personal or private gain from the use of information acquired during the course of their official duties which is not generally available to the public.

## PROTOCOL FOR DEALING WITH CONFLICTS OF INTEREST

*When deciding whether a conflict of interest exists, individuals must remember that, although the conflict may not be real- or, even if real, may not result in any harm or benefit- the perception of the conflict is just as damaging to the integrity of the Director as is an actual conflict of interest. In such cases, it is always better to err on the side of caution by disclosing the potential conflict and obtaining direction from the Board on how to handle the situation.*

## POLICY

- Directors must disclose any potential, real or perceived conflict of interest to the Board.
- If there is any question or doubt that a real or perceived conflict of interest exists, the Board will determine by vote if a conflict exists.
- It is the responsibility of other Directors of the Board who are aware of a perceived or real conflict of interest of a fellow Director, to raise the issue for clarification first with the Director, and if unresolved, the Board Chair.
- The Director must abstain from any Board discussion on the matter and shall not attempt to influence the outcome, and shall refrain from voting on the matter.

# CONFIDENTIALITY AND CONFLICT OF INTEREST AGREEMENT

## CONFIDENTIALITY AND CONFLICT OF INTEREST AGREEMENT

- I, \_\_\_\_\_, Director of the Yarmouth Association for Community Residential Options (YACRO), declare that, in carrying out my duties as a Director of the Board, will:
- Exercise the power of my office and fulfill my responsibilities in good faith and in the best interest of YACRO.
- Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
- Respect and support the YACRO bylaws and policies, code of conduct, and decisions of the Board.
- Keep confidential all information and matters specifically determined by Board motion to be matters of confidence, including information about members/stakeholders, personnel, and matters dealt with at in-camera meetings of YACRO.
- Conduct myself in the spirit of respect for the collective decisions of the Board and subordinate my personal interests to the best interests of YACRO.
- Immediately declare any potential, real, or perceived personal conflict of interest that may come to my attention.
- Immediately resign my position as Director of the Board in the event that I, or my colleagues on the Board, have concluded that I have breached my Oath of Confidentiality of Conflict of Interest Agreement.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_



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## BOARD DECISION-MAKING PROCESS

Decisions of the Board are made as a group by the Directors. Decisions are made at Board meetings at which a quorum of the Board is present. A quorum consists of at least fifty percent (50%) plus one of the Directors of the Board. A quorum is required for the transaction of any business of the Board.

*Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of Directors can support, prior to the vote. Where disagreements exist, dissenting Directors may request that their objections be recorded in the minutes. A favourable vote of a majority of the directors present, regardless of abstentions, is required for approval.*

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required, and maintain solidarity with fellow Directors in support of a decision that has been made in good faith.

## IN-CAMERA MEETINGS

**IN-CAMERA MEETINGS** are utilized by the Board to address matters of confidentiality. The results of Board decisions made in camera, but not the discussion leading to those decisions, are recorded in the Board minutes.

The following items shall be considered in camera:

- Personnel matters about an identifiable individual (member/ stakeholder/employee).
- Litigation or potential litigation.
- Receiving advice that is subject to solicitor-client privilege.
- Matters of personal conflict between Directors of the Board as outlined in this governance policy.
- Any other matters in which the Board votes to determine that the public discussion would be prejudicial to the interest of YACRO and its membership/stakeholders.

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## ANNUAL AGENDA PLANNING

To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda that:

- Re-visits objectives and priorities annually, in consultation with stakeholder groups, and use of information sources, such as staff, demographics, and other sources.
- Improves Board performance through Board education and monitoring policies.
- Receives regular written reports from the Executive Director on progress towards achievement results and adherence to values.
- Ensures Executive Director performance and compensation are reviewed annually.
- Plans for Board succession.

### **TYPICAL BOARD AGENDA ITEMS:**

Approval of previous minutes

Monitoring & discussion of objectives and priorities

Linkage with Stakeholder groups

Board performance evaluation

Monitoring of Executive Director performance

New Business

### **FREQUENCY:**

Every meeting

Every meeting

Annually

Annually

Annually

As Needed

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## BOARD SELF-EVALUATION

**IN ITS ENDEAVOUR** to govern with excellence, the Board will engage in self-evaluation. The Board will develop and adhere to a formal performance assessment process that ensures:

- Regular review of progress on work-plan objectives.
- Measurement of effectiveness.
- Steps for improvement on governance practices as suggested by the assessment process.

## COST OF GOVERNANCE

**IN RECOGNITION** that the cost of poor governance is greater than the cost of Board education, the Board will invest appropriate resources to ensure appropriate skills, methods and supports in order to maintain its ability to govern with excellence.

The Board will direct the Executive Director to ensure that the necessary financial support is allotted to Board governance. This may include, but is not limited to, education, training, external information gathering, etc.

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