

**Wingham and District Community Living Association
Board Governance Policy**

Effective Date:	Pages	Section	Policy
October 1999	1 of 2	Board Accountability	4.1 Stewardship

1. The membership has the authority to elect the board at each annual meeting. Accordingly, the board is directly accountable to the membership.
2. Families living within the boundaries served by the association and who have a son or daughter with a developmental disability are considered to have interest in the association and its activities, regardless of whether or not they have a membership.
3. Government funding bodies provide the main operating budget of the Association each year and consequently have an interest in the Association. The Board acknowledges that taxpayers provide the revenue to government, that is granted to the Association. Accordingly the Board believes it is accountable to the taxpayer through government funding bodies.
4. The following organizations and groups are also deemed to have an interest in the association because of their working relationship with its board members, staff or programs:
 - Community agencies
 - Local government
 - Service clubs
 - Local business
 - Boards of Education
 - Churches
 - Ministry of Community and Social Services
 - Ministry of Housing
 - Ontario Association for Community Living
 - Coordinated Access
 - Local Planning Committees.
5. All other persons living within the boundaries served by the association may have an occasional interest in the association through their work, relationships or other community activity.
6. The board considers itself the steward of resources, directly on behalf of the membership and indirectly on behalf of those persons, organizations and groups with an interest in the association. Accordingly the board will initiate communication with the membership, families, groups and individuals with an interest in the association, at intervals determined by the board, in order to hear their views relative to the Ends Policies of the board.

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October 1999	2 of 2	Board - Executive Relationship	4.1 Stewardship

7. In the interests of upholding its stewardship, the board shall educate itself and remain informed of significant developments at a local, regional, national or international level, that have some bearing on the community living movement and the Ends Policies of the board. The board's education may be facilitated by:
- Reading information in the media and literature in the area of developmental disabilities
 - Collecting and studying responses to questionnaires and comments by key informants
 - Discussions with members, families, other service providers and elected representatives
 - Monitoring the demand for services.
8. The board shall report to the membership and families on its stewardship, at regular intervals. At least once per year, the Board shall:
- a) Distribute a statement of its values
 - b) Provide an accounting of its financial resources and
 - c) Report on the extent to which these funds have been used in providing services that have contributed to a furthering of the organization's aim and mission
9. The board will exercise its accountability to the membership and families by:
- a) Acting as the link between the organization and its membership and families
 - b) Establishing and amending policy that are concerned with:
 1. Ends - the benefits to the community in response to needs, at some cost
 2. Executive Parameters - limitations upon the activity of staff
 3. Board Staff Relationship - delegation of authority and evaluation of outcomes.
 4. Board Accountability - how the board works
 - c) The assurance of the Executive Director's performance.

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October 1999 Revised March 19 01	1 of 1	Board Accountability	4.1.1 Fund-raising and Donations

The Board of Directors serves as the steward of any money, property or goods received from donors or acquired through local fund-raising activity. Accordingly the Board of Directors:

1. May organize and implement local fund-raising activities from time to time or may delegate the planning and implementation to a committee of the Board.
2. Must not fail to use contributions from donors for any purpose other than that required by the contribution; in the case of contributions that may have no specific requirement, these shall be applied as decided by the Board.
3. Shall ensure that the Treasurer does not fail to have in place a system for the complete and accurate accounting and management of donations and fund-raised dollars; this system must include records of:
 - a) All donations made including the donor's name or source of funds
 - b) The issuance of a receipt
 - c) The issuance of a letter of acknowledgement for receipt of the contribution where there is a specific contributing individual, group or organization
 - d) The allocation of donations to specific accounts or purposes
 - e) The application of funds to specific expenditures.
4. Shall allocate and/or spend funds only on a motion duly passed at a meeting of the Board.
5. Shall include information in its annual report to the membership on the amount of money received through fund-raising activities and donations and how this money has been applied to support the work of the Association.
6. May choose to establish certain funds for the receipt and holding of money for specific purposes.

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The board of the association shall govern according to the following principles:

1. Vision

The board shall look ahead to the future and to the environment outside the association as a means to ensure the correctness of the association's aim and mission. The board shall clarify and adjust the aim and mission through its policies as it sees fit.

2. Leadership:

The board will act as the first authority rather than the final authority. The board will initiate policy as a means to realize the association's aim and mission. The board's main policy focus will be on the intended long term impacts on the community and on persons with a developmental disability. The board will not focus on the administrative or programmatic means of attaining these effects.

3. Self -discipline

The board will impose on itself whatever discipline is needed to govern with excellence. Discipline will apply to such matters as attendance, preparation for meetings, policy-making principles, respect of roles and whatever else is needed to ensure continuity of governance capability.

4. Board Development

The development of individual board members and the board as a whole is the responsibility of the board, not the chief executive. The board will ensure recruitment and orientation of new members and growth of experienced members. The board will review its overall process and need for any improvements on a regular basis.

5. Unity in Decisions

Each board member is encouraged to participate actively in all discussions and policy development. Every opinion is invited and required for full debate. When the board has finished discussion and made a decision, every board member must respect and uphold that decision.

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1. Board members must represent no conflict of loyalty to the interests of the membership and families. (see also policy on conflict of interest) This accountability supercedes:
 - a) any conflicting loyalty such as that to other organizations, membership on other boards, or position of employment
 - b) the personal interest of any board member acting as an individual consumer or family member of a consumer.

2. The board has authority to act as a whole. Individual board members do not have any authority except as specifically provided for in board policies. This means that:
 - a) Interaction with the chief executive or with staff must recognize the lack of authority of any individual board member or group of board members
 - b) Interactions with the public, the media or other entities must recognize that no single board member or group of board members may speak for the board unless specifically authorized to do so
 - c) Evaluation of the performance of the chief executive shall be done solely within the parameters of board policy; evaluation of other staff remains the sole responsibility of the Executive Director and those to whom it may be delegated.

3. The board expects ethical and respectful conduct of itself and of each member in all circumstances where the whole board or individual members are acting in their capacity as board members.

4. Board members must be knowledgeable of all board policy and conduct themselves in accordance with its requirements.

5. Board members must prepare themselves for meetings by reviewing agenda material beforehand and are expected to participate in board discussions at meetings

6. Board members may not seek employment with the association.

7. Board members may not use their positions to obtain for themselves, family members, friends or close associates, employment with the association.

8. Board members may not conduct any business dealings with the association nor offer any business products or services in return for any favours, gifts or gratuities.

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The officers of the board are elected by the whole board and are thereby given authority as follows:

Chair

1. Makes decisions on issues of board accountability and board-executive relationship within the parameters of existing board policy. The chair is authorized to use any reasonable interpretation of the provisions in these policies.
2. Ensures the board follows and respects its own policies and rules, and those imposed from outside, relating to how it does its job.
3. Ensures that the focus of meetings is on issues that clearly belong to the board to decide, not to the Executive Director.
4. Ensures deliberation is open and frank as well as efficient, orderly and timely.
5. Speaks on behalf of the board, concerning board activity and policy, as directed by the whole board:
 - at meetings and events in the community
 - to the media.
6. May delegate the authority of the chair but remains accountable for its use.

The Vice-Chair

1. Acts in the absence of the chair.
2. Is responsible to monitor the consistent operation of the monitoring system.

Treasurer

Performs duties related to the finances of the association and special funds as required by the board. Such duties shall not overlap or infringe on the financial authority delegated to the Executive Director for the annual operation of the association.

Secretary

Attests formally to the legitimacy of board documents by affixing his/her signature or the seal of the corporation. The secretary is also responsible to the board for noting and reporting on any inconsistencies between board policy and actions.

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1. Committees of the board are:
 - a) Appointed by the board
 - b) Accountable to the board
 - c) Created to help the board with its work
 - d) Generally assigned work of preparing policy alternatives and implications for board consideration or monitoring organizational performance in a given area
 - e) Required to focus on the whole organization and its governance in their work, unless delegated otherwise and specifically by the board.

2. Committees of the board shall not:
 - a) Help staff with its work
 - b) Advise staff
 - c) Speak or act for the board except when formally given such authority for time-limited and specific purposes
 - d) Allow their authority to conflict with the authority delegated to the Executive Director
 - e) Exercise their authority over staff or volunteers at any level in the organization
 - f) Identify with any specific part of the organization or its operation except as delegated by the board.

3. The Executive Director works for the full Board and he/she will not be required to obtain approval of a Board committee before an executive action.

4. This policy applies to committees formed by the Board, whether the committees include board members or non-board members. This policy does not apply to committees formed under the authority of the Executive Director.

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October 1999	1 of 1	Board - Executive Relationship	4.5.1 Role of Monitoring Committee

1. The board shall establish a monitoring committee each year and shall give the committee the criteria for monitoring as determined by the board.
2. The Monitoring Committee shall be responsible for:
 - a) Ensuring that criteria for monitoring are understood by all of its members
 - b) Following the requirements of policy related to monitoring executive performance
 - c) Assembling monitoring information and forwarding such information to the board for its use in determining outcomes
 - d) Any additional monitoring activity specifically assigned by the board.

Wingham and District Community Living Association Board Governance Policy			
Effective Date:	Pages	Section	Policy
October 1999 Revised Nov 19 01	1 of 4	Board Accountability	4.6 Conflict of Interest

1. Purpose

The purpose of the conflict of interest policy is to ensure that:

- a) The deliberations and decisions of the Board of Directors and Committees of the Board of Directors are made in the interests of the Association
- b) The interests of the Association are protected when it is contemplating entering into a transaction, contract or arrangement and that such transaction, contract or arrangement is at arm's length.

2. Definitions

The following definitions apply to terms used in this policy and are intended to make clear the meaning and execution of this policy.

a) Member:

Where the word "member" is used in this policy it refers to any member of the Board of Directors and any member of a Committee established by the Board of Directors.

The word "member" does not apply to:

- Members of the Association who are not members of the Board of Directors or Board Committees
- Employees of the Association who may assist or work with the Board or Board Committees.

b) Conflict of Interest:

Conflict of interest is a breach of an obligation to the Association that has the effect or intention of advancing one's own interest or the interests of others in a way detrimental to the interests or potentially harmful to the integrity or fundamental Mission of the Association.

Conflict of Interest may occur when there is a struggle between opposing interests of the board member or committee member, where the member or someone in their family has a non-pecuniary interest or financial stake or a right in property (pecuniary interest) which may cause a prejudice related to the person's role or activity as a member with the Association.

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c) Pecuniary Interest:

A member shall be deemed to have a pecuniary interest in a matter before the board where there is a reasonable chance that the resolution of the issue may affect:

- i) The board member monetarily, either for better or worse
- ii) The board member's family monetarily, either for better or worse
- iii) The employer or partner of the member, the family of the member monetarily, or any organization with which they are associated in a paid or voluntary capacity, or any company of which they are directors or senior officers, or in which they hold shares if private, or which they control, if public.

d) Family:

Family refers to spouse, siblings and their spouses, children, stepchildren, parents, grandparents and grandchildren.

e) Arm's Length:

The term "arm's length" is often used to denote the nature of the relationship between two parties to a transaction.

An "arm's length transaction" is one where each party is able and free to act in their own best interest. If both parties are fully informed, neither is under any special compulsion to complete the transaction, and both parties are equally capable of negotiating the transaction, the resulting agreement will be beneficial to both parties without compromising the integrity or fundamental Mission of the Association.

3. Conflict of Interest to be Avoided

The Conflict of Interest Policy provides guidance to the avoidance of actual, perceived or potential; conflict of interest. Since the possibilities for conflict of interest are numerous and since not all instances can be listed and described, it is important for members to conduct themselves with the highest ethical standards and to seek guidance from the appropriate source including this policy, before embarking on activities that may be called into question.

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4. Conflict of Interest to be Declared

Where a deliberation, decision, contract, agreement or transaction of the Board of Directors or a deliberation or decision of a Committee of the Board, creates a situation where a member is in a real or potential conflict of interest, then the member must:

- a) Declare any action or decision-making that is or may create the conditions for a conflict of interest, and
- b) Adhere to the provisions of this policy upon making such declaration.

5. Responsibilities of the Member in Making a Declaration

- I. If a member has an interest in any matter and is or will be present at a meeting where the matter is the subject of consideration, the board member:
 - a) Shall, before any consideration of the matter at the meeting, orally disclose the interest and its general nature. Such declaration and the name of the member shall be recorded in the minutes of the meeting;
 - b) Shall not, at any time, take part in the discussion or vote on any question in respect of the matter;
 - c) Shall not, at any time, either on his or her own behalf, or while acting for, by or through another person, attempt to influence the voting on any such matter or influence employees of or persons interested in a contract with the board in respect of the matter;
 - d) In the case of a meeting being in camera, shall immediately leave the meeting and remain absent from it until the matter is no longer under consideration.
- II. Where a member becomes aware that he or she has an interest (or a deemed interest as defined above) in a contract or transaction which has been considered at a meeting, or if a board member becomes financially interested after the matter was first considered, disclosure must be made in writing at the earliest opportunity and shall be referred to and recorded in the minutes of the next meeting of the Board of Directors of committee of the board.

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III. Where a member is, or a member's family are, directly or through a private corporation or employment position, party to a contract or business transaction with the Association, the member shall disclose in writing the nature and extent of his / her interest and it shall be entered in the minutes of the next board meeting.

6. Sales of Goods or Services

A member may not sell or advertise for sale, within Association premises or activities, any good or service in which they or their family has an interest.

A member may not solicit, sell or advertise for sale, to any employee of the Association, any good or service in which they or their family has an interest.

7. Gifts and Fees

A member shall not, either directly or through another person, accept a fee, gift or personal benefit except compensation authorized by Association bylaws and board policies. This does not apply to a gift or personal benefit that is received as an incident of the protocol or social obligations that normally accompany the responsibilities of a member on behalf of the Association.

8. Employment With the Association

A member may not become an employee of the Association either during their time as a member of the Board or a Committee of the Board, nor after their separation from the Board or a Committee of the Board for a period of at least five years.

No family (as defined in this policy) of a member of the Board of Directors may be employed by the Association.

9. Sales on Behalf of Other Non-Profit Charitable Organizations

A member may sell or advertise tickets or other items being sold by another non-profit charitable organization for fund-raising purposes with the permission of the Board of Directors.