

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

Effective Date:	Pages	Section	Policy
October 1999	1 of 2	Executive Parameters	2.1 General Limitations

1. The Executive Director shall be bound by all applicable board policies. The Executive Director, as the senior staff person hired by the board to provide overall leadership at the staff level, shall not cause or allow any practice, activity, decision or organizational circumstance which is:
 - a) illegal
 - b) imprudent
 - c) in violation of applicable government legislation or regulations or specifically stated and written policy communicated by the Ministry of Community and Social Services or other government funding body
 - d) in violation of commonly accepted business and professional ethics and practices.

2. The Executive Director shall be bound by the following general limitations, each of which pertains to a specific Executive Parameter Policy::
 - 2.2 Relationships with external organizations, agencies, funders and other community organizations, shall not be conducted in a manner that may be considered rude or unprofessional.
 - 2.3 Internal relations with clients, families, volunteers and staff shall not be conducted in a manner that is rude or unprofessional.
 - 2.4 Human Resources policy and practice shall not be developed or implemented in a manner that is unfair, undignified or unprofessional.
 - 2.5 Financial Resources policy and practice shall not be developed or implemented in a manner that is incomplete, that may incur financial jeopardy, or that may compromise board ends policies.
 - 2.5 Physical Resources shall not be obtained, managed or disposed of in a manner that ignores good stewardship of fund-raised dollars and gifts from donors, or that is in contravention of the regulations and requirements of funders.
 - 2.7 Risk Management shall not be carried out in a manner that creates or allows unnecessary risk to staff, volunteers, property or the board of directors.
 - 2.8 Communication and support to the board will not ignore timeliness, completeness, accuracy or clarity of verbal and written information.

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- 2.9 There shall be no less than one executive, named or appointed by the Executive Director, that can provide interim Executive Director coverage in the event of illness, vacation or emergency.
3. Reference to additional Executive Parameters policies will be added to the above list as such policies are approved by the board.

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October 1999	1 of 1	Executive Parameters	2.2 External Relations

1. The Executive Director, as the principal representative of the organization, may not cause, allow or be party to any circumstance that may bring into question, in the community, the integrity of the board of directors or the values, mission and beliefs of the organization as stated in these policies.
2. The Executive Director may not engage in any relationship with an outside organization, funding body or community agency, on behalf of the Wingham Association for Community Living, at the local, provincial, federal or international level, that lies outside the general mandate or activity of the association.
3. The Executive Director may not ignore the development and maintenance of strong working relationships, cooperative activity and partnerships with other service providers, organizations and funding bodies that can assist the organization in achieving its Vision and Mission.

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October 1999	1 of 1	Executive Parameters	2.3 Internal Relations

1. The Executive Director, as the principal executive of the organization, may not cause, allow or be party to any circumstance that may bring into question, inside the organization, the integrity of the board of directors or the values, mission and beliefs of the organization as stated in these policies.
2. The Executive Director may not cause, allow or be party to:
 - a) any communication within the organization that is disrespectful of any individual or group
 - b) any policy or practice that ignores effective and relevant communication within the organization
 - c) any policy or practice that is detrimental to ongoing and effective internal working relationships among employees
 - d) any policy or practice that gives an unfair advantage to any group or individual within the organization at the expense of another.

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October 1999	1 of 2	Executive Parameters	2.4 Human Resources

1. The Executive Director, as the chief staff person, may not cause, allow or be party to, any Human Resources policy or practice that is
 - a) Unfair, or
 - b) Lies outside the bounds of good practice of human resources management, or
 - c) Is in contravention of any provision or amending letter of the collective agreement.

2. Accordingly the Executive Director may not:
 - a) Fail to take reasonable steps to ensure the development and maintenance of a complete set of human resources policies and practices.
 - b) Discriminate among internal or external candidates for employment on any other bases than job-related qualifications, experience and demonstrated performance.
 - c) Fail to take reasonable steps to ensure the development and maintenance of Workplace Health and Safety Policy and practice as required by applicable legislation, including an effective working relationship with the Workplace Health and Safety Committee and safeguards to protect staff from unsafe or unhealthy conditions in the workplace.
 - d) Fail to have in place a grievance procedure that allows a grievance to be heard up to the level of the Executive Director, that allows unencumbered and unbiased access by paid personnel and that includes the following elements:
 - i) a prescribed format for describing a grievance
 - ii) a timeframe within which a grievance must be filed
 - iii) a timeframe within which a response must be made to the grievance
 - iv) consecutive steps of submitting a grievance through the management hierarchy starting with the person's immediate supervisor and ending with the Executive Director
 - v) that the person filing the grievance may meet with the person hearing the grievance at each stage up the management hierarchy

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- vi) allowance that the person filing the grievance may have in attendance at any meeting in the grievance process, a colleague or advocate
 - vii) reasonable requirements that will not mitigate against a person filing a grievance and being heard
 - viii) confidentiality of all information, both written and oral, that is part of the grievance
 - ix) is and appears to be fair to those filing the grievance
 - x) that is open to all full time and part time staff regardless of their position or length of employment.
- e) Prevent paid personnel from grieving to the board on any matter that the employee alleges:
- i) violates board policy to his / her detriment, or
 - ii) does not protect his / her human rights.
- f) Fail to inform all paid personnel of their rights under this policy: 2.4 Human Resources.

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Effective Date:	Pages	Section	Policy
October 1999	1 of 2	Executive Parameters	2.5.1 Financial Planning & Budget Development

1. The Executive Director must not fail to ensure that total operating revenues meet or exceed expenditures in any fiscal year except by a distinct recorded decision of the board of directors.
2. The Executive Director must not fail to ensure the development and maintenance of a long term administrative plan that::
 - a) Identifies unfunded operational priorities of the board's ends policy
 - b) Provides some estimate of the cost of unfunded priorities
 - c) Provides a point of reference in the development of funding submissions and requests.
3. The Executive Director must ensure that the development of all budgets and budget submissions for the entire organization and its fiscal year, or any part of the organization and its fiscal year shall not:
 - a) Deviate from the Board's Ends policies or priorities
 - b) Fail to develop and disclose as required, planning considerations related to the attainment of Board Ends policies or priorities
 - c) Be prepared in a manner that fails to establish a reasonable rationale for the various amounts budgeted
 - d) Fail to consider the capacity of the organizational infrastructure to accept and manage such funds if they are received
 - e) Contain insufficient information to enable accurate projection of revenues and expenses
 - f) Fail to keep operating funds and expenditures separate from capital funds and expenditures
 - g) Fail to ensure a reasonable balance is maintained in the allocation of competing budgetary needs.

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4. The Executive Director shall not fail to make application for funds from established funding bodies of the Association in a timely and consistent manner each year, in accordance with the deadlines and processes required by those funding bodies.
5. The Executive Director must ensure that any request for the use of locally-raised funds which are under the board's exclusive control, shall not fail to be made in a manner that:
 - a) describes the need of the funds
 - b) indicates how the use of the funds will further Ends Policies
 - c) indicates the maximum amount of funds required, and

such subsequent action on the part of the Executive Director in the application of approved funds shall not fail to comply with Executive Parameters Policy on Purchasing and other Financial Resources Policy.
6. The Executive Director must not fail to carry out, any direction from the board for the application of any approved funds from whatever source, to a specific purpose of the Association, so long as such direction is in accordance with the regulations or requirements of the funding body and the Board's established policies.

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The Executive Director, as the principal executive, may not cause, allow or be party to any practice that ignores or deviates from effective fiscal controls of the association's financial resources. Accordingly, he / she may not:

1. Expend more funds than have been contracted for or received for the fiscal year or any other specific period of such funding
2. Indebt the organization in any amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days
3. Use or allocate any reserve funds
4. Allow cash flow to drop below the amount needed to meet operating expenses in a timely manner
5. Allow tax payments or other government required payments or filings to be overdue or filed inaccurately
6. Allow any reallocation of funds which ignores requirements of funding bodies or which will cause a shortfall in a budget area that will thereby materially decrease services provided to clients
7. Fail to ensure that fiscal control and monitoring, policies and practices, are in place for all organizational operating and capital funds and all transactions to which the organization or its personnel may be a party.
8. Fail to ensure the basic fiscal integrity and consequent operation of each service offered by the association to its clients, unless a decision has been made by the board to alter funding or operation of the program for fiscal or other reasons.

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The association, in its capacity as a steward of all funds and resources given or loaned to it for its ends, is required to provide various internal and external reports on the receipt and use of such resources.

Accordingly, the Executive Director, as the principal executive, must not fail to ensure:

1. That all financial reports and documentation are prepared in a manner that is clear, complete, accurate and timely.
2. That all reports required by funding bodies and donors are prepared and submitted using prescribed forms or formats as necessary.
3. That all reports that may be required by the board are prepared and submitted in a manner that allows the board to compare expenditures against board ends policies.
4. That copies of all reports, submissions, and filings of a financial nature are maintained in a manner that ensures reasonable protection from theft, fire, computer failure and other damage.
5. That documentation required for auditing purposes is prepared and maintained.

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1. The association, as a recipient of public funds, primarily from the province and the local community, shall make every reasonable effort to make purchases locally when the appropriate items can be obtained from local suppliers with due consideration for price, service, warranties and reliability of the supplier. In the event that items cannot be purchased locally, the association shall make every reasonable effort to obtain them within the province of Ontario. Where an item cannot be obtained on a competitive basis within the province, the purchase may be made in Canada if possible.
2. All purchases shall be in accordance with the board's policy on conflict of interest.
3. The Executive Director shall not fail to have in place, policies and practices that allow for and control, the fair and impartial purchase of any capital item, as follows:
 - a) A minimum of three prices for any single item that costs more than \$1000.00 and less than \$5,000.00
 - b) A minimum of three written quotes for any single item that costs more than \$5,000.00 and less than \$20,000.00
 - c) A minimum of three sealed bids for any capital construction, renovations
4. Policy and practice for purchase by quotation shall not fail to provide all potential suppliers with complete and accurate specifications of:
 - a) the item(s) being purchased
 - b) expected delivery schedule
and shall not fail to require that quotations include information on:
 - c) detailed pricing before and after taxes
 - d) all applicable warranties
 - e) available servicing where applicable.
5. Policy and practice for purchase by tender shall not fail to provide all potential suppliers with complete and accurate specifications of:
 - a) the item(s) being purchased
 - b) the deadline, address and format for bids
 - d) expected delivery schedule
and shall not fail to require that bids include information on:
 - d) detailed pricing before and after taxes
 - e) all applicable warranties
 - f) available servicing where applicable.

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The Executive Director may not jeopardize the long-term financial strength of the Association. Accordingly he/she may not:

1. Cause the Association to incur indebtedness other than trade payables incurred in the ordinary course of doing business.
2. Allow any approved advances of funds to remain outstanding for more than 60 days unless the board has given specific approval to a longer repayment period.
3. Use earnings or principal from any fund other than for the purpose expressly stated by the board for the use of such fund; such use must have the prior approval of the board.
4. Settle payroll and debts in other than a timely manner.
5. Allow expenditures to deviate materially from Board-stated priorities.
6. Invest funds or hold investments, on behalf of the Association, that are not in accordance with guidelines provided by the auditor.
7. Acquire, encumber or dispose of real property.

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The Executive Director shares in the board's stewardship of any contributions of funds from donors or local fund-raising activity. Accordingly, if directed or required to assist with the Board's Donations Program:

1. The Executive Director 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 required by board policy for general contributions.
2. The Executive Director must 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.

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The Association, as the steward of all facilities, equipment and other physical items given to it or acquired by it for the fulfillment of its ends policies, must ensure that the maintenance, repair and replacement of such physical assets is carried out in a manner that befits its stewardship role. Accordingly, the Executive Director may not fail to have in place:

1. A policy and practices for the inventory of all items with a purchase cost in excess of \$200.00 excluding PST and GST.
2. An administrative schedule for the maintenance of physical assets such as buildings and major equipment with a purchase cost in excess of \$2000.00 excluding PST and GST.
3. An administrative schedule which estimates the anticipated replacement date of furnishings, appliances and equipment; such administrative schedule shall be used for financial planning and fund-raising planning.
4. A policy that articulates the responsibility of paid and unpaid personnel relative to the proper care, use and maintenance of physical assets, equipment and supplies.
5. A policy for the disposal of physical resources that ensures:
 - a) The association receives fair value for items which can be sold or traded-in
 - b) Employees and, relatives and friends of employees, volunteers and board members do not receive preferred treatment in the sale of an item
 - c) Items which must be thrown away, are disposed of in a safe and environmentally responsible manner.

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The Executive Director may not allow:

1. Any policy or practice that could unnecessarily expose the organization, its paid and unpaid personnel, its clients while involved in association programs, or its volunteers and board members, to risk or injury.
2. Paid and unpaid personnel, including persons on placement with the association through a government or educational program, to be unprotected against injury while at work or in the workplace nor to be unprotected against liability due to negligence.
3. Liability insurance protection for the organization, board members, paid personnel, unpaid personnel, clients or persons on placement with the association, to be below a generally accepted level
4. Physical assets to be unprotected against loss due to fire, flood, theft or other insurable calamity
5. Theft and casualty loss protection to be less than 80% of replacement value
6. Uninsured personnel access to material amounts of funds.

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The relationship between the Executive Director and the board of directors is central to the effective leadership provided to the organization. The leadership and informed decision-making of the board depends on input and guidance from the Executive Director on a collegial basis. The Executive Director may not fail to keep the board informed. Accordingly he / she may not fail to:

1. Deal with the board of directors as a whole except where specifically allowed and authorized under board policy.
2. Provide regular reports to the board on significant matters relevant to their policies.
3. Provide data required by the board in monitoring executive performance.
4. Inform and counsel the board on trends relevant to the service sector, changes in policy or material changes in practice of the Ministry of Community and Social Services, material changes in relevant legislation which affects the board, significant changes in the community or within the organization that may have a bearing on board policy, positive or negative media coverage pertinent to the service sector or the organization.
5. Inform the board of any matter or situation that has a direct bearing on board policy or assumptions of previous board policy.
6. Provide information in a complete, accurate, timely, clear and succinct manner.
7. Include differing points of view and options for the board's consideration in matters related to policy development or amendment as well as advise and arrange for outside experts, staff and other resource people who can help the board and make an informed policy decision.
8. Fail to advise the board in a timely manner of any real, anticipated or perceived contravention of board policy; this requirement includes but is not limited to any contravention of policy by an individual board member as it may relate to the relationship between the Executive Director and the board.

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The Executive Director is the chief executive and plays a key role in providing leadership to the organization in partnership with the board of directors. Accordingly the Executive Director shall not fail to:

1. Have in place a policy and practice for executive succession.
2. Ensure that at least one executive is trained and available to act as Executive Director in the event of vacation, prolonged illness or emergency.
3. Ensure that the person available to fill the role of acting Executive Director, is known to the board of directors.