

Policy on Board of Directors and Orientation

Purpose

Calgary Outlink is a community based 2SLGBTQIA+ charitable organization that aims to provide support, education, outreach, and referrals for 2SLGBTQIA+ and allied communities in Calgary, Alberta. The policy on the Board of Directors & Orientation is an essential document designed to help with the transition and function of the Board of Directors.

Persons Affected

The Calgary Outlink Board of Directors.

Policy Statement

General Responsibilities of the Board as a Corporate Body

1. The Board of Director's role is to govern the affairs of Calgary Outlink within the framework of relevant legislation and standards. In fulfilling its governance role, the Board of Directors has the ultimate responsibility for the organization's:
 - a. Purpose, by establishing and implementing the organization's mission and vision;
 - b. Continuity, by providing continuity for governing, managing, and implementing the affairs of the organization;
 - c. Progress, by setting the rate of progress that the organization takes in reaching its mission and vision; and
 - d. Identity, by securing the community support and appreciation for the organization's objects, values, vision, mission, and long-term direction.
2. The Board of Directors carries out its governance function through the development and monitoring of policy.
3. The Board of Directors oversees the management of Calgary Outlink's finances. The Board of Directors ensures the proper and adequate discharge of this duty through its Treasurer, acting on behalf of and reporting to the Board of Directors.

Responsibilities

Responsibilities of Individual Board Members

1. Each Board Member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board of Directors, as outlined above, Board Members are responsible to exercise due diligence in the performance of their duties. They have a responsibility to:
 - a. Be informed of the articles of incorporation and legislation under which Calgary Outlink exists; its by-laws, mission, vision, values, and policies as they pertain to the duties of a Board Member.
 - b. Keep generally informed about the activities of Calgary Outlink and the community, and general trends in the business in which it operates.
 - c. Attend Board Meetings regularly, serve on Committees of the Board of Directors,

and contribute from personal, professional, and life experience to the work of the Board of Directors.

- d. Exercise the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances.
- e. Offer personal perspectives and opinions on issues that are the subject of Board discussion and decision.
- f. Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered Board Members 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.
- g. Ask the Board of Directors to review a decision, if they have reasonable grounds to believe that the Board of Directors has acted without full information or in a manner inconsistent with its fiduciary obligations.
- h. Work with the Staff of Calgary Outlink on Committees of the Board of Directors.
- i. Know and respect the distinction in the roles of Board and Staff, consistent with the principles underlying these governance policies.
- j. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with Calgary Outlink's by-laws and policies.

Responsibilities of the Officers of the Board

1. Officers of the Board are in the service of the Board of Directors. Individual officers may not act in place of the Board of Directors, except when acting together as an Executive Committee, in accordance with the bylaws.
2. Executive Committee
 - a. The Executive Committee ensures that the Board of Directors follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board of Directors will be done during regularly scheduled Board Meetings, the Executive Committee is responsible for ensuring that the work is conducted efficiently and effectively. The Executive Committee has no authority to make decisions outside of the by-laws or the parameters of policies created by resolution of the Board of Directors.
 - b. Alongside the designated senior Staff person, the Executive Committee will ensure that the Board of Directors is properly informed about the operations of Calgary Outlink and has the information and opportunity necessary to come to decisions on matters within its purview.
 - c. The Executive Committee will be the Board of Director's primary liaison with the designated senior Staff person, who is responsible for the execution of Board policy and directives, and for determining the means, organizational structure, and management processes necessary to achieve the corporate objectives.
3. Treasurer Role

Can be held in combination with the Secretary role as the Secretary-Treasurer.

 - a. Monitor the financial activities of Calgary Outlink;
 - b. Ensure that complete and accurate records are kept of all of the Calgary Outlink's financial matters in accordance with generally accepted accounting practices;
 - c. Act as a signing authority for Calgary Outlink, as approved by resolution of the

- Board of Directors;
- d. Provide the Board of Directors, a quarterly report of all financial transactions and of the financial position of Calgary Outlink;
 - e. Recommend a competent Auditor to be appointed annually; and
 - f. Collaborate with the Auditor and Director of Operations and Development in review and presentation of annually audited Financial Statements.
4. Secretary Role
- Can be held in combination with the Treasurer role as the Secretary-Treasurer.*
- a. Ensure that all secretarial functions are performed for the Board of Directors and Executive Committee, keeping records of all proceedings and transactions;
 - b. Maintain custody of the corporate seal and of all official books, papers, records, documents, and correspondence of Calgary Outlink; and
 - c. Maintain, or ensure the maintenance of, files and records of Calgary Outlink, to be passed on to future Officers of the Board, and ensure the security and confidentiality of all such files and records.

Procedures

Board Development

1. Recruitment and Screening of New Board Members
 - a. The Executive Committee will, as Board Member vacancies occur or are anticipated, review the needs of the Board of Directors for specific expertise, resources, or skills necessary to bring strength and balance to the Board of Directors. After approval of needs by the Board of Directors, the designated senior Staff person shall identify, check references, interview, and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board of Directors, as deemed necessary and appropriate. After recommendation, the Board of Directors may review the qualified individuals, at their discretion, before presenting these individuals to the Voting Members of Calgary Outlink. The designated senior Staff person will maintain a file of all interested candidates who have been so reviewed.
2. Orientation of New Members
 - a. New Board Members shall receive a thorough orientation to their position within one (1) month of becoming a Member of the Board. Wherever possible, each new Board Member shall also be assigned a more experienced member, as a “buddy” or guide, to help integrate the new Board Member and answer any questions that they may have about Board procedures. Orientation includes but is not limited to:
 - i. Calgary Outlink’s history, mission, and purpose;
 - ii. Constitution, by-laws, and governance policies;
 - iii. An overview of funding sources;
 - iv. An overview of key policy areas and copies of policy to study;
 - v. Role, structure, and functions of the Board of Directors;
 - vi. Board Member Confidentiality Agreement and Conflict of Interest Policy;

- vii. Procedural guidelines for Board Meetings;
- viii. Procedures for Board Member expenses; and
- ix. A tour of facilities and introduction to key Staff.

Roles of Committees

1. General

- a. Committees have an advisory function to the Board of Directors. They do not speak or act for the Board of Directors unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct Staff, although they may, through the Board of Directors, ask the Staff designate to allocate resources in support of Committee activities.
- b. The Board of Directors appoints Committee Members annually for one-year (1 year) terms.

2. Composition

- a. A member of the Board of Directors shall chair all Committees. The composition of the Committees shall be representative of the Board and may include individuals who are not Board Members. This is an effective way to add expertise, involve more of the community in the work of Calgary Outlink, and bring to Calgary Outlink a reflection of public opinion. It shall also serve as a means of recruiting, orienting, and screening prospective candidates for the Board of Directors. The designated senior Staff person is a non-voting attendee at all Committee Meetings, except those conducted 'in camera'.
- b. A Committee may establish subcommittees to work on specific projects deemed necessary to fulfill its mandate.

3. Function

- a. A Committee's function is to bring the experience, expertise, and judgment of a group of interested and informed individuals to bear on a specific area of Calgary Outlink's responsibility. Its job is to assist the Board of Directors by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications, and make recommendations to the Board of Directors for decision.
- b. The Board of Directors will not review the matter in the same detail as the Committee but must be satisfied that all pertinent information was considered or refer the issue back to the Committee for further study. The Board of Directors will consider the recommendations of the Committee and adopt or amend these recommendations, or make such other disposition, as it deems advisable.

4. Relationship to Staff

- a. Board Committees and Staff work cooperatively to carry out the objectives of Calgary Outlink. The Board of Directors relies upon the ability, training, expertise, and experience of Staff to plan for and provide services within Calgary Outlink's mandate. Committee and Board meetings are the generally recognized avenues for Board and Staff to think and plan together.
- b. The attendance of a designated senior Staff person at all Committee Meetings, except those held 'in camera,' as a resource and Staff support is important to the

effective work of the Committees. Committees may advise the Board of Directors or the designated senior Staff person, but do not exercise authority over Staff, and will ordinarily have no direct dealing with Staff operations. Committee Members must know and respect the distinction between Board and Staff responsibilities.

- c. Communications between Board and Staff, outside of Committee Meetings, shall be through a Staff designate. This includes:
 - i. Any assignments or directives;
 - ii. Requests for organizational resources or Staff time;
 - iii. Staff performance concerns or policy infractions; and
 - iv. Concerns regarding any aspect of programs or administration.
5. Executive Committee
- a. An Officer of the Board chairs the Executive Committee, which is comprised of the Officers of the Board at Calgary Outlink, including the designated senior Staff person, ex officio, non-voting.
 - b. This Committee possesses specific powers to make decisions between Board Meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board of Directors at its next meeting.
 - c. The Executive Committee also has responsibility for the quarterly performance evaluation of the senior staff person and for making recommendations to the Board of Directors with respect to their performance, continuing tenure, and compensation.
6. Finance Committee
- a. The Secretary and/or Treasurer chairs the Finance Committee, which includes the senior Staff designate, ex officio, non-voting. The Board of Directors appoints as many other Directors to the Committee annually as are needed to ensure achievement of its objectives.
 - b. The Finance Committee is responsible for advising the Board of Directors on matters pertaining to the finances and risk management of the organization, including:
 - i. Completion of a sufficient annual financial review;
 - ii. Preparing the annual budget with the designated senior Staff person and presenting it to the Board of Directors for approval;
 - iii. Ensuring proper use of all forms and procedures in the preparation of the budget;
 - iv. Providing regular information to the Board of Directors in the form of financial reports; and
 - v. Developing financial and risk management policies for Board approval.
7. Other Committees (ad hoc)
- a. The Board of Directors appoints as many members to the Other Committees as are needed to achieve its mandate. The Committees include the designated senior Staff person, ex officio, non-voting.
 - b. The Other Committees are responsible for overseeing the establishment of general policies for the management of Calgary Outlink's Staff and Volunteer

resources and monitoring compliance with those policies.

- c. The Board of Directors may invite members of the public to any committee as advisory non-voting Members.

Board Management

1. Meetings

- a. Meetings of the Board of Directors will, unless otherwise determined by the Board, be held minimally monthly. An 'in camera' session will be held at the end of each Board Meeting, unless the Board deems it unnecessary.
- b. Discussion at meetings of the Board will normally be confined to those issues that fall within the Board of Director's role and authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

2. Collaborative Efforts

- a. Meetings of the Board of Directors will include participation in a rotating Chair schedule, as developed by the designated senior Staff person, which in-turn will involve:
 - i. Setting the agenda for Board Meetings, with input from Board Members and with the assistance of the designated senior Staff person; and
 - ii. Chairing the corresponding Board Meeting, encouraging full participation by Board Members in the meeting and keeping the discussion on track by summarizing issues and discussion.
- b. Meetings of the Board of Directors will include participation in a rotating Records Secretary schedule, as developed by the designated senior Staff person, which in-turn will involve:
 - i. Taking minutes during regular and/or special meetings of the Board of Directors; and
 - ii. Distributing those minutes to Board Members prior to the next scheduled meeting.

3. Expectations

- a. Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board and Committee meetings as required.

4. Planning and Objectives

- a. The Board will develop a plan and objectives for its own work in support of Calgary Outlink's goals, as articulated in the approved Strategic Plan and the annual operating or business plan.

5. Self-Evaluation

- a. The Board shall periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance quarterly, at the same time that it reviews the performance of the designated senior Staff person, and shall take any steps for improvement in its governance practices suggested by such review.

6. Expenses

- a. Board Members are entitled to be reimbursed for expenses, according to the Finance Policy, incurred during activities required to carry out their duties on behalf of Calgary Outlink.

- i. The Board of Directors, in accordance with accepted community standards, shall annually decide the rate at which mileage expenses are reimbursed.
- ii. The rate at which all other expenses are reimbursed (such as child care during meetings, Board training, honoraria, all other transportation costs or limits for meals) shall be decided annually or as the issue arises by Board motion. In all cases, Board approval is required prior to the expense being incurred.
- iii. The Treasurer is responsible to recommend, to the Board of Directors, appropriate rates of reimbursement for Board Member expenses.

Board Decision-Making

1. Decision-Making Process
 - a. Unless otherwise specified in the by-laws, questions arising at any meeting of the Board of Directors shall be decided using consensus oriented decision making processes whenever possible. Other decision making models may be used as the Board deems appropriate. In case of an equality of votes, the motion is defeated. The Chair shall not have a second or casting vote.
2. In Camera Meetings
 - a. The following items may be considered 'in-camera' upon an approved motion of the Board of Directors:
 - i. Personal matters about an identifiable individual (i.e. stakeholder, contractor, or employee);
 - ii. Litigation or potential litigation;
 - iii. Receiving advice that is subject to solicitor-client privilege;
 - iv. Matters of personal conflict between members of the Board as outlined in this, and other, governance policies; and
 - v. Any other matters which the Board of Directors determines is best handled in an 'in camera' session.

Definitions

- **Governance:** The exercise of authority, direction, and control of the organization in order to ensure its purpose is achieved.
- **Officers of the Board:** Title-holders on the Board of Directors, such as 'Treasurer' or 'Secretary'. Subject to further responsibility and able to form the 'Executive Committee' of the Board of Directors.
- **Quorum:** A majority of the Directors of the Board present, in person or connected electronically.

Revision History

- March 18, 2024: reformatting and decision-making process alignment to by-laws
- May 17, 2021: new policy extracted from former 'Governance Policy'