

Policy on Board of Directors & Orientation

PURPOSE

Calgary Outlink is a community-based, not-for-profit charity dedicated to providing support, education, outreach, and referrals for the LGBTQ2IA+ and allied community in Calgary, Alberta. The policy on the Board of Directors & Orientation (in essence a *Board Basics*) is an essential document that helps 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's role is to govern the affairs of the Calgary Outlink within the framework of relevant legislation and standards. Governance is the exercise of authority, direction and control of the organization in order to ensure its purpose is achieved. In fulfilling its governance role, the Board 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 carries out its governance function through the development and monitoring of policy.
3. The Board oversees the management of the Calgary Outlink's finances. The Board ensures the proper and adequate discharge of this duty through its Secretary-Treasurer acting on behalf of and reporting to the Board.

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 outlined above, members are responsible to exercise due diligence in the performance of their duties. They are responsible to:
 - a. Be informed of the articles of incorporation and legislation under which the Calgary Outlink exists, its by-laws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
 - b. Keep generally informed about the activities of the Calgary Outlink and the community, and general trends in the business in which it operates. · Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.

- c. Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
- d. Offer their personal perspectives and opinions on issues that are the subject of board discussion and decision.
- e. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- f. 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.
- g. Ask the directors to review a decision, if they have reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations.
- h. Work with the staff of the Calgary Outlink on committees or task forces of the Board;
- 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 the Calgary Outlink's By-laws and policies.

Roles of the Officers of the Board

1. Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board except when acting together as an Executive Committee in accordance with the bylaws or where the President is required to act in the role as chair.
2. *President*
 - a. The role of the President is to ensure the integrity of the Board's processes. The President is the only Board member authorized to speak for the Calgary Outlink, unless this is specifically delegated to another Board member.
 - b. The President presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the work is conducted efficiently and effectively. The President has no authority to make decisions outside the by-laws or the parameters of policies created by resolution of the Board.
 - c. The President will set the agendas for meetings of the Board with input from the members of the Board and with the assistance of the Executive Director or staff designate.
 - d. The President will plan the conduct and timing of Board meetings in conjunction with the Executive Director or staff designate and will chair meetings of the Board and Executive Committee.
 - e. The President will ensure that the Board is properly informed about the operations of the Calgary Outlink and has the information and opportunity necessary to come to decisions on matters within its purview.
 - f. The President will encourage full participation by Board members in meetings and keep the discussion on track by summarizing issues and discussion. The

President will provide leadership to evaluation of the Board process and individual and collective contributions.

- g. The President will be the Board's primary liaison with the Executive Director or staff designate, 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.
 - h. The President will act as public and media spokesperson for the Board and Corporation as required subject to the provisions of clause 2.a of these policies.
 - i. The President serves as ex officio member of all committees and attends their meetings as required.
 - j. The President at the end of their term as president sits on the board as Past-President for one year. If the Past-President is also elected at an AGM as a board member, they may vote at the board meetings as a regular board member while being Past-President. If the past-president is not elected at an AGM as a general board member, then they sit on the board as non-voting member for a maximum of one year. The Past-President sits on the Advisory Council as an organizational advisor.
3. *Vice President*
 - a. In addition to assuming the duties of the President during an absence, the Vice-President shall perform other duties prescribed from time to time by the Board or as delegated by the President. A number of Vice-President roles may be created to facilitate the smooth operation of governance and implementation of the Calgary Outlink strategic plan.
 4. *Secretary-Treasurer Roles*
 - a. monitor the financial activities of the 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; · act as a signing authority for the Calgary Outlink as approved by resolution of the Board;
 - c. provide the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of the Calgary Outlink;
 - d. recommend a competent auditor to be appointed annually;
 - e. and, collaborate with the auditor and Executive Director or staff designate in review and presentation of annual audited financial statements.
 - f. Can be held in combination with the Secretary role as the Secretary-Treasurer.
 5. Secretary, the Secretary or Secretary-Treasurer shall ensure that all secretarial functions are performed for the Board and Executive Committee, and that records are kept of all proceedings and transactions. The Secretary is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the Calgary Outlink. They shall:
 - a. Oversee the keeping of records of meetings, policies, and any other records required by law.
 - b. Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
 - c. Ensure that copies of minutes and agendas are circulated to Board members

- prior to each meeting.
- d. Maintain, or ensure the maintenance of, the files and records of the Calgary Outlink to be passed on to future officers 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 director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board. After approval of needs by the Board, the Executive Committee 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 and the Voting Members of the Calgary Outlink. The Executive Committee 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 month of becoming a member of the Board. 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 they may have about Board procedures. Orientation includes but is not limited to:
 - i. The history, mission and purpose
 - ii. Constitution, by-laws and governance policy
 - 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
 - vi. Board member Confidentiality Agreement, Code of Conduct and Conflict of Interest policies
 - vii. Procedural guidelines for Board meetings
 - viii. Procedures for Board member expenses
 - ix. A tour of facilities and introduction to key staff

Roles of Committees

- 1. Committees have an advisory function to the Board. They do not speak or act for the Board 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, ask the Executive Director or staff designate to allocate resources in support of committee activities. The Board appoints committee members annually for one-year terms.
- 2. *Composition*
 - a. A member of the Board shall chair all committees. The composition of the committees shall be representative of the Board and, ~~May~~ include people who are not members or directors. This is an effective way to add expertise, involve more of the community in the work of the Calgary Outlink and bring to the Calgary Outlink a reflection of public opinion. It shall also serve as a means of recruiting,

orienting and screening prospective candidates for the Board. The President of the Calgary Outlink is a voting ex-officio member of all committees. The Executive Director or staff designate is a non voting attendee at all committee meetings except those conducted ‘in camera.’

- b. A committee may establish sub-committees 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 persons to bear on a specific area of the Calgary Outlink's responsibility. Its job is to assist the Board 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 for decision.
 - b. The Board 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 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 co-operatively to carry out the objectives of the Calgary Outlink. The board relies upon the ability, training, expertise and experience of staff to plan for and provide services within the 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 the Executive Director or designate, 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 or the Executive Director or staff designate 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 the Executive Director or staff designate. This includes:
 - i. Any assignments or directives;
 - ii. Requests for organizational resources or staff time;
 - iii. Staff performance concerns or policy infractions;
 - iv. Concerns regarding any aspect of programs or administration.

5. *Executive Committee*

- a. The Board President chairs the Executive Committee, which is comprised of the officers of the Calgary Outlink, which includes the Executive Director or staff designate, ex officio, non-voting. 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 at its next meeting. The Executive Committee also has responsibility for the annual performance evaluation of the Executive Director or staff designate and for making recommendations to the Board 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 Executive Director or staff designate, ex officio, non-voting. The Board appoints as many other directors to the committee annually as are needed to ensure achievement of its objectives. The Finance Committee is responsible for advising the Board on matters pertaining to the finances and risk management of the organization, including:
 - i. ensuring completion of an annual audit;
 - ii. preparation of the annual budget with the Executive Director or staff designate and presentation to the Board for approval;
 - iii. ensuring proper use of all forms and procedures in the preparation of the budget;
 - iv. providing regular information to the Board in the form of financial reports;
 - v. develop financial and risk management policies for Board approval.

7. *Other Committees (ad hoc)*

- a. The Board appoints as many members to the Other Committees, such as a Human Resources Committee or Council of Advisors as are needed to achieve its mandate. The committee includes the Executive Director or staff designate, ex officio, non-voting. The Other Committees are responsible for overseeing the establishment of general policies for the management of the Calgary Outlink's staff and volunteer resources and monitoring compliance with those policies. The board may invite members of the public to any committee as advisory non-voting members.
- b. Examples of *Other Committees* are:
 - i. *Service and Volunteer Committee*
 1. The Board appoints as many members to the Service Committee as are needed to achieve its mandate, including the Executive Director or staff designate, ex officio, non-voting. The Board appoints two (*or more*) board members and other members of the public to the committee annually. This committee is responsible for the general review of service and volunteer related procedures, recommending changes to procedures, and review of all volunteer applications. In absence of this committee, the Executive of the board of directors will service as this committee.
 - ii. *Sponsorship Committee*
 1. The Board appoints as many members to the Sponsorship Committee as are needed to achieve its mandate. The committee includes the Executive Director or staff designate, ex officio, non-voting. The Sponsorship Committee is responsible for overseeing the establishment of sponsorship policies and for the management of the Calgary Outlink's staff and/or volunteer resources for implementing policies to achieve its mandate. In absence of this committee, the Finance committee will service as this committee.

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 not necessary.
 - b. Discussion at meetings of the Board will normally be confined to those issues that fall within the Board’s role and authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.
2. *Board Member Expectations*
 - a. Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board and Committee meetings as required.
3. *Board Work Plan/ Objectives*
 - a. The Board will develop a plan and objectives for its own work in support of the Calgary Outlink’s Goals as articulated in the approved Strategic Plan and the annual operating or business plan.
4. *Board 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 annually at the same time that it reviews the performance of the Executive Director or staff designate and shall take any steps for improvement in its governance practices suggested by such review.
5. *Board Member Expenses*
 - a. Board members are entitled to be reimbursed for expenses, according to the Expense Reimbursement Policy, incurred during activities required to carry out their duties on behalf of the Calgary Outlink.
 - i. The Board, 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 policy is required prior to the expense being incurred.
 - iii. The Secretary Treasurer is responsible to recommend, to the Board, appropriate rates of reimbursement for Board member expenses.

Board Decision-Making

1. *Decision-Making Process*
 - a. Decisions of the Board are made as a group at Board meetings at which a quorum of the Board is present. A quorum, a majority of the Directors present in person or connected electronically provided all can hear, is required for the transaction of any business of the Calgary Outlink.
 - b. Where disagreements continue to exist, dissenting board members may request that their objections be recorded in the minutes. A favourable vote of a majority of the board members present, regardless of abstentions, is required for approval.
 - c. 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 support Board decisions.

2. *In Camera Meetings*

- a. The following items may be considered in-camera upon an approved motion of the Board:
 - i. Personal matters about an identifiable individual (i.e. stakeholder, contractor, or employee);
 - ii. Litigation or potential litigation;
- b. Receiving advice that is subject to solicitor-client privilege;
- c. Matters of personal conflict between members of the Board as outlined in this governance policy; and
- d. Any other matters which the Board determines are best handled in an in camera session.

REVISION HISTORY

- May 17, 2021: New Policy extracted from Governance Policy.