

**Calgary Outlink:
Centre for Gender and Sexual Diversity**

Governance Policy



calgary outlink

Centre for Gender and Sexual Diversity

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INTRODUCTION

Governance is the exercise of authority, direction and control of an organization in order to ensure its purpose is achieved. It refers to who is in charge of what; who sets the direction and the parameters within which the direction is to be pursued; who makes decisions about what; who sets performance indicators, monitors progress and evaluates results; and, who is accountable to whom for what. Governance includes the structures, responsibilities and processes that the board of an organization uses to direct and manage its general operations. These structures, processes and organizational traditions determine how authority is exercised, how decisions are taken, how stakeholders have their say and how decision-makers are held to account.

Governance policies. Governance policies formalize the roles and responsibilities of the board and establish its functions and practices. They outline how governance is supposed to work.

Procedures. Policies are separated from standardized procedures which outline the practices required to achieve work related to the board approved strategic and work plan. Procedures normally delegated as a matter of the Calgary Outlink Executive Director or delegated staff person(s). In absence of Calgary Outlink staff, the Board delegates procedural development and implementation to its various committees.

1. BOARD STRUCTURE & RESPONSIBILITIES

The structure and mandate of the Calgary Outlink are defined by the Alberta Societies Act, the letters patent, the bylaws, and these governance policies enacted under the authority of the by-laws.

1.1 Board Structure

The Board of Directors is comprised of not less than five and not more than 12 Board members, all of who are the Voting Members. The elected officers of the Calgary Outlink are the President, Vice-President, Secretary, and Treasurer, or Secretary-Treasurer, plus the Past-President.

Directors are elected at the Annual General Meeting by the Voting Members who may also appoint persons as Directors between AGMs, but not exceeding 12 directors.

Directors are elected for 2 year terms. At the AGM, vacant positions of the board are elected or board director positions with their two-year term having expired are opened for election for 2 years. Directors are may serve for not more than 6 years.

1.2 Committees

There are no committees of the Board established in the by-laws except the Executive Committee. Standing and ad hoc committees may be established and dissolved by the

Board from time to time to carry out certain tasks or make recommendations to the Board on specific issues. Ad hoc committees should be automatically disbanded by Board motion when the task is completed or no longer relevant. Terms of Reference outlining committee membership, mandate, powers and procedures are required for all committees and will be established by the Directors who will appoint committee members. The Board President 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 held 'in camera.'

1.3 General Responsibilities of the Board as a Corporate Body

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:

- purpose, by establishing and implementing the organization's mission and vision;
- continuity, by providing continuity for governing, managing and implementing the affairs of the organization;
- progress, by setting the rate of progress that the organization takes in reaching its mission and vision; and
- identity, by securing the community support and appreciation for the organization's objects, values, vision, mission and long term direction.

The Board carries out its governance function through the development and monitoring of policy.

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.

1.4 Authority and Accountability

The Board as a whole is responsible to the members¹ and those governments and individual or corporate donors who provide funds for the operation of the Calgary Outlink. The Board is also accountable, in a more general sense, to exercise good stewardship of the Calgary Outlink on behalf of the trust placed in it by its clients, the general public, staff, volunteers and other stakeholders.

Board members are elected and/or appointed under the authority of the Bylaws and are responsible to the members of the Calgary Outlink who elect or appoint them. However, they have no authority to act or give direction individually other than in such manner as

¹ Unless otherwise stated, "members" refers to the Voting Members specified in the bylaws.

is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee; however the Board retains ultimate responsibility and accountability.

The Board will account to the Calgary Outlink's members, funders and other key stakeholders through annual and periodic reports on the activities and finances of the Calgary Outlink, annual audited financial statements or auditors' reports of review engagements, receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

1.5 Major Duties of the Board

- Oversee development and approval of a long-term corporate plan and approve annual budgets and operating plans;
- Define and safeguard the organizational mission, the values framework and operating principles within which it expects the Calgary Outlink to be administered, and to review these periodically;
- Govern the Calgary Outlink through broad policies and planning objectives approved by the Board, formulated with the Executive Director or staff designate, and reviewed periodically;
- Select and support an Executive Director or staff designate to whom the responsibility for management and implementation of the organization's plans and activities is delegated;
- Consult with on matters that the board is considering, and advise the Executive Director or staff designate, thus giving the benefit of the board's judgment, expertise, and familiarity with the community;
- Review and evaluate regularly the performance of the executive director on the basis of a specific job description, approved plans and objectives, and specific expectations which are set out in clear terms at least annually;
- With the Executive Director or staff designate, seek and secure sufficient resources for the Calgary Outlink to finance its programs adequately;
- Account to the public and funders, for the services of the Calgary Outlink and expenditures of funds;
- Ensure prudent and proper management of the Calgary Outlink's resources;
- Establish the general values framework in which the Calgary Outlink's human resources will be managed and periodically monitor key human resource performance indicators; approve and periodically review personnel policies within which human resources will be managed;
- Establish general contract policies and approve clauses for use by staff;
- Establish guidelines within which management may negotiate pay and benefits agreements with staff;

- Regularly review the Calgary Outlink's services to ensure that they are consistent with the purpose of the Calgary Outlink and that its programs are effective and relevant to community needs;
- Provide continuity for the Calgary Outlink through succession plans for directors and regular evaluation of board performance, individual and collective;
- Represent the Calgary Outlink and its programs through interpretation to the community;
- Serve as an advocate for services of good quality;
- Hear complaints from consumers about services or products through a formal complaints procedure.

1.6 Due Diligence - Responsibilities of Individual Board Members

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:

- 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.
- 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.
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
- Offer their personal perspectives and opinions on issues that are the subject of board discussion and decision.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- 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.
- 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.
- Work with the staff of the Calgary Outlink on committees or task forces of the Board;
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Calgary Outlink's By-laws and policies.

1.7 Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of any customer, sponsor, or stakeholder names and/or circumstances that might identify these people. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel and/or collective bargaining must be held in strictest confidence. Confidentiality means:

- Directors may not relate such matters to anyone including immediate family members.
- The duty of confidentiality continues indefinitely after a Director has left the Board.

1.8 Code of Conduct

Board members are expected to comply with the Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The Code of Conduct is a statement of essential principles intended to govern the conduct of the organization's Board and staff.

CODE OF CONDUCT

Board members and staff of the organization will at all times conduct themselves in a manner that:

- Supports the objectives of the Calgary Outlink
- Serves the overall best interests of the Calgary Outlink
- Brings credibility and good will to the Calgary Outlink
- Respects principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the Calgary Outlink
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the Calgary Outlink
- Ensures that the financial affairs of the Calgary Outlink are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Avoids real or perceived conflicts of interest
- Conforms with the by-laws and policies approved by the Board, in particular this Code of Conduct and Confidentiality and Conflict of Interest policies
- Exhibits a friendly, courteous and professional manner when dealing with clients, outside organizations and other board members or employees
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the Calgary Outlink's business

1.9 Conflict of Interest Policy

Members of the Board of Directors shall act at all times in the best interests of the Calgary Outlink rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Calgary Outlink in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from a board position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

1.9.1 Definition of Conflict of Interest:

- Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal relations benefit either directly or indirectly, financially or otherwise, from their position on the Board.
- A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each.
- Full disclosure in itself, does not remove a conflict of interest.

1.9.2 Principles for Dealing with Conflict of Interest:

- 1) The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
- 2) If the Board member is not certain they is in a conflict of interest position, the matter will be brought before the Board for advice and guidance.
- 3) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- 4) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.
- 5) The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- 6) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

2. ROLES OF THE OFFICERS OF THE BOARD

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.

2.1 President

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.

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.

- 1) 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.
- 2) 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.
- 3) 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.
- 4) 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.
- 5) 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.
- 6) The President will act as public and media spokesperson for the Board and Corporation as required subject to the provisions of clause 5.6 of these policies.
- 7) The President serves as ex officio member of all committees and attends their meetings as required.

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.

2.2 Vice President

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.

2.3 Secretary-Treasurer Roles

In the role of Treasurer, the Treasurer or Secretary-Treasurer shall:

- monitor the financial activities of the Calgary Outlink;
- 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;
- provide the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of the Calgary Outlink;
- recommend a competent auditor to be appointed annually;
- and, collaborate with the auditor and Executive Director or staff designate in review and presentation of annual audited financial statements.

In the role of 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:

- 1) Oversee the keeping of records of meetings, policies, and any other records required by law.
- 2) Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- 3) Ensure that copies of minutes and agendas are circulated to Board members prior to each meeting.
- 4) 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.

3. ROLE OF COMMITTEES

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.

3.1 Composition

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.'

A committee may establish sub-committees to work on specific projects deemed necessary to fulfill its mandate.

3.2 Function

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.

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.

3.3 Relationship to Staff

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.

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.

Communications between Board and Staff, outside of committee meetings, shall be through the Executive Director or staff designate. This includes:

- 1) Any assignments or directives;
- 2) Requests for organizational resources or staff time;
- 3) Staff performance concerns or policy infractions;
- 4) Concerns regarding any aspect of programs or administration.

3.4 Executive Committee

The Board President chairs the Executive Committee, which is comprised of the officers of the Calgary Outlink. 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 his performance, continuing tenure and compensation.

3.5 Finance and Audit Committee

The Secretary Treasurer chairs the Finance and Audit 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 and Audit Committee is responsible for advising the Board on matters pertaining to the finances and risk management of the organization, including:

- 1) ensuring completion of an annual audit;
- 2) preparation of the annual budget with the Executive Director or staff designate and presentation to the Board for approval;
- 3) ensuring proper use of all forms and procedures in the preparation of the budget;
- 4) providing regular information to the Board in the form of financial reports;
- 5) develop financial and risk management policies for Board approval.

3.6 Service and Volunteer Committee

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.

3.7 Sponsorship Committee

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.

3.8 Other Committees (ad hoc)

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.

4. STYLE OF GOVERNANCE

The Board of Directors represents the "ownership" of the Calgary Outlink. It is the legally constituted authority responsible directly to the members, funders and the community for prudent oversight of the Calgary Outlink's operations. It is responsible for the articulation and safeguarding of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director or staff designate to manage the Calgary Outlink's operations.

As a 'Policy Governing Board,' the Board will focus on strategic leadership rather than administrative detail, important policy rather than operational matters.

Administrative detail will be delegated to the Executive Director or staff designate to manage the Calgary Outlink's operations; and in absence of these roles, to its committees or to volunteers.

In this spirit the Board will:

- 1) Direct, control, and inspire the agency through careful deliberation and establishment of strategic direction and general policies.
- 2) Monitor and regularly discuss the Board's own processes, progress and performance. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the Calgary Outlink.
- 3) Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- 4) Ensure that all business of the Calgary Outlink is conducted in a transparent, legal and ethical manner.
- 5) Board members will at all times conduct their business in accordance with the principles of fair play and due legal process.

- 6) Enforce upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies. It will allow no officer, individual, or committee of the Board to neither usurp this role nor weaken this discipline.

5. BOARD RESPONSIBILITIES

Primary Board responsibilities generally fall within eight general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and, Complaints Review.

5.1 Planning

One of the most important responsibilities of a Board of Directors is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

Because of the entrepreneurial nature of the Calgary Outlink, provision must be made in all stages of the planning framework for adjustments to plan to take advantage of opportunities that could not have been foreseen in the normal planning cycle.

5.1.1 Strategic Plan

The Board of Directors, with the assistance of staff and in consultation with key stakeholders, establishes the Calgary Outlink's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for the Calgary Outlink's direction and activities for the next three to five years based on a scan of internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

5.1.2 Annual Operating Plan

The Calgary Outlink's management develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of corporate activity. The Calgary Outlink's annual operating plan will be the basis of its yearly budget containing revenues and expenditure forecasts related to planned volumes of service. This plan will contain more specific objectives than contained in the

Strategic Plan; expected results for each objective; the time period during which those results will be sought; and, criteria for measuring the achievement of those results.

The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment and approval. Changes to plan to account for new opportunities will be taken to the Board for approval by the Executive Director or staff designate prior to implementation.

5.1.3 Planning Cycle

The development and approval of the Strategic Plan takes place in a three to five-year cycle with progress monitored regularly against targets set in the annual Operating Plan and Budget. Performance against interim targets is monitored each quarter of the fiscal year. The third-quarter review begins a thorough analysis of performance and produces projections of the expected yearend results. Preliminary planning for the coming year's operating goals takes place at the end of the third quarter and is completed late in the fourth quarter with refinements based on actual prior year results concluding in the first quarter. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

5.2 Financial Stewardship

The Board is responsible to review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and, ensure the establishment of proper financial controls and policies.

5.3 Human Resources Stewardship

The Board is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting and evaluating the performance of the Executive Director or staff designate; providing guidelines for staff compensation; succession planning to ensure smooth transition in both board and senior staff positions; and, monitoring compliance with legislative and regulatory requirements.

5.4 Performance Monitoring and Accountability

The Board is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization; and reporting to funders and other key stakeholders.

5.5 Risk Management

The Board is responsible to ensure that by-laws are current; that governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and board from potential liabilities; resources are sufficient to minimize risk

to employees and volunteers; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated crises.

5.6 Community Representation and Advocacy

The function of public relations is to assist the Calgary Outlink in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Board is responsible to represent the organization positively to the community; to fairly represent community perspectives to the organization; to ensure community input to its planning; and, to advocate for adequate resources to fulfill the organizational mandate.

Authority to speak on behalf of the Calgary Outlink shall rest with the President and/or Executive Director or staff designate. This authority may be delegated by either of them to others in the Calgary Outlink within their special fields of competence or knowledge.

In general, the President will represent the Calgary Outlink on matters of Board policy and the Executive Director or staff designate will represent the Calgary Outlink on operational issues. Either may represent the Calgary Outlink on issues related to advocacy on behalf of the mandate of the Calgary Outlink. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but care should be taken by individual directors to distinguish these from positions of the Calgary Outlink.

5.7 Management of Critical Transitional Phases

The Board is responsible for management of critical transitional phases and events. These include turnover in key positions in the board and senior management; rapid growth or decline in resources; internal staff disputes; and, issues of significant public controversy.

6. EXECUTIVE AUTHORITY

The Board's role is governance. Accordingly, the Board contracts with the Executive Director or staff designate for the management and administration of the Calgary Outlink. The Executive Director or staff designate is responsible, within parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved.

The Executive Director or staff designate is employed by the board of directors and is, therefore, responsible to the board as a whole. This person is required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations. In the exercise of these responsibilities, the Executive Director or staff designate is:

- 1) Authorized to expend funds within the limits of the annual budget and operating plan approved by the board;
- 2) Responsible for bringing to the attention of the board, opportunities for increased revenue and the need for special and exceptional expenditures not included in the budget;
- 3) Required to report to the board if it is not possible to operate within the limits of the budget approved by it;
- 4) Expected to serve as an advisor to the board on policy and program issues which affect the services provided by the Calgary Outlink;
- 5) Required to provide the Board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Calgary Outlink in achievement of approved goals.
- 6) Responsible for employing staff members within the classifications and salary ranges approved by the board. Board members should bear in mind that the staff are responsible to the Executive Director or staff designate or to a person designated by him or her. In the supervision, direction and deployment of personnel, the Executive Director or staff designate is governed by the documented personnel practices and procedures approved by the board.
- 7) Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of President, of other Officers and individual board members, and in the job description of the Executive Director or staff designate.

6.1 Delegation to the Executive Director or staff designate

The Board's role is governance; as such, the Board establishes policies for achievement of Corporate objectives. It delegates responsibility for execution of those policies to the Executive Director or staff designate. All Board authority delegated to staff is delegated through the Executive Director or staff designate, so that the authority and accountability of staff derives from the authority and accountability of the Executive Director or staff designate.

The Board of Directors as a group is responsible for providing direction to the Executive Director or staff designate within the context of Board policies. This direction is most often provided through the President and/or the Executive Committee on the authority of the Board.

6.2 Appointment of the Executive Director or staff designate

Recruitment, selection and appointment of an Executive Director or staff designate are, along with performance monitoring, among the most important responsibilities of the Board. Ideally, an Executive Director or staff designate's appointment should be made with the confidence of the full Board.

In the event that the Executive Director or staff designate's performance is deficient or there is loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship.

6.3 Executive Director or Staff Designate Performance Evaluation

6.3.1 General

The Executive Director or staff designate is the sole official link between the Board of Directors and the organization that it governs. The responsibilities of the Executive Director or staff designate lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives.

Consequently, the Executive Director or staff designate's job contributions can be expressed as performance with respect to six components:

- 1) Executive Director or staff designate's Job Description
- 2) Annual performance objectives negotiated with the Board through its Executive Committee.
- 3) Organizational achievement of operating plan and corporate objectives.
- 4) Organizational operation within the boundaries established in Board policies.
- 5) Quality of relationship with staff.
- 6) Quality of relationship with clients and major community stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and the employment contract with the Executive Director or staff designate.

6.3.2 Procedure

The Executive Director or staff designate will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the Executive Committee, prior to presenting them to the Board for approval.

Reports of achievements by the Executive Director or staff designate, along with Board members' observations of the Executive Director or staff designate's interactions with key stakeholders throughout the year shall form the basis of the evaluation.

The President will obtain input from the officers of the Board, committee chairs and other Board members and prepare a written evaluation of the Executive Director or staff designate's performance. The President will provide a summary of the performance review to the Board at its last meeting in the fiscal year or immediately thereafter. The Board will meet in-camera without the Executive Director or staff designate for the specific purpose of reviewing the performance evaluation.

The President will bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the Executive Director or staff designate to the ED attention in writing. The President shall meet with the Executive Director or staff designate alone or, at the request of either, along with the Officers of the Board, Executive Committee or full Board, to discuss the evaluation. The Executive Director or staff designate shall be provided with a reasonable opportunity to redress any deficiencies in performance.

The President shall provide the Executive Director or staff designate with more informal feedback on ED performance on a regular basis as issues may arise and at least once midway between formal appraisals. Variations on the entire process are at the discretion of the Board of Directors.

7. BOARD DEVELOPMENT

7.1 Recruitment and Screening of New Board Members

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.

7.2 Orientation of New Members

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:

- 1) The history, mission and purpose
- 2) Constitution, by-laws and governance policy
- 3) An overview of funding sources
- 4) An overview of key policy areas and copies of policy to study
- 5) Role, structure and functions of the Board
- 6) Board member Confidentiality Agreement, Code of Conduct and Conflict of Interest policies
- 7) Procedural guidelines for Board meetings
- 8) Procedures for Board member expenses
- 9) A tour of facilities and introduction to key staff

8. BOARD MANAGEMENT

8.1 Meetings

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.

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.

8.2 Board Member Expectations

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

8.3 Board Work Plan/ Objectives

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. 8.4 Board Self-Evaluation

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. 8.5 Board Member Expenses 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.

- 1) The Board, in accordance with accepted community standards, shall annually decide the rate at which mileage expenses are reimbursed.
- 2) 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.
- 3) The Secretary Treasurer is responsible to recommend, to the Board, appropriate rates of reimbursement for Board member expenses.

9. BOARD DECISION-MAKING

9.1 Decision-Making Process

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.

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.

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.

9.2 In Camera Meetings

The following items may be considered in-camera upon an approved motion of the Board:

- 1) Personal matters about an identifiable individual (i.e. stakeholder, contractor, or employee);
- 2) Litigation or potential litigation;
- 3) Receiving advice that is subject to solicitor-client privilege;
- 4) Matters of personal conflict between members of the Board as outlined in this governance policy; and
- 5) Any other matters which the Board determines are best handled in an in camera session.