



Policy Manual

04/27/2015 Revised

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1.0 : GOVERNING PROCESS

1.1 : POLICY FOCUS: GOVERNING STYLE

- 1.1.1 The focus of the Board's style is on providing leadership and direction to the organization. Consequently, it will be more concerned with vision, values, outcomes and the future rather than management/operational matters.

This will be accomplished by the Board:

- 1.1.1.1 Directing its energies to addressing issues affecting business through the provision of clearly stated values and principles.
- 1.1.1.2 Imposing a discipline that will ensure governing with excellence. This includes the application of discipline around attendance, policy making, roles and responsibilities, speaking with one voice, and self-policing.
- 1.1.1.3 Being accountable to membership, stakeholders, and appropriate legal bodies and ensuring that this obligation is neither usurped nor hindered by the Board as a whole, or by any individual Board member.
- 1.1.1.4 Representing the best interests of the membership as a whole and not representing or voting for the interests of one particular member.
- 1.1.1.5 Making decisions as a whole according to Robert's Rules of Order.
- 1.1.1.6 Regularly monitoring and reviewing its own process and performance.
- 1.1.1.7 Ensuring the viability of the organization through ongoing training, education and Board development opportunities.
- 1.1.1.8 Being proactive in the identification and consequent development of relevant policies.
- 1.1.1.9 Being solely responsible for its performance.

1.0: GOVERNING PROCESS

1.2 : POLICY FOCUS: THE BOARD'S JOB

1.2.1 The Board is responsible for leading and guiding the organization toward achieving a vision and organizational outcomes that fulfill the Mission of the organization. To achieve this, the Board's specific job functions shall be:

1.2.1.1 To establish and maintain an effective link with its stakeholders.

1.2.1.2 To develop, monitor and review policies which lead and guide the organization and enhance opportunities for its membership / stakeholders.

1.2.1.3 The assurance of organizational performance (EXECUTIVE DIRECTOR'S performance).

1.2.1.4 Compliance with legislation.

1.2.1.5 Evaluation of its own governance process and performance.

1.0 : GOVERNING PROCESS

1.3 : POLICY FOCUS: DIRECTORS CONDUCT

- 1.3.1 The Board expects of itself and its members ethical and businesslike conduct.
- 1.3.2 The Board has a responsibility for the compliance with the Act under which it was created as well as an obligation to the interests of the members and other stakeholders. This accountability supersedes any responsibility to staff and to conflicting loyalties such as that to advocacy or interest groups and membership on other Boards or staffs.
- 1.3.3 Board members must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.
 - 1.3.3.1 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - 1.3.3.2 Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
 - 1.3.3.3 Should a Board member be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information. If the applicant is successful, s/he must immediately resign from the Board as a condition of employment.
- 1.3.4 Board members are prohibited from attempting to exercise individual authority over the organization except as explicitly set forth in Board policies.
- 1.3.5 Board members' interaction with the EXECUTIVE DIRECTOR or with staff carries no authority or formal influence.
- 1.3.6 Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.
- 1.3.7 The President of the Board or his/her designate shall be the spokesperson for the organization.

- 1.3.8 Board members who are lobbied by a person, group or organization shall direct the lobbyists to put their questions or concerns in writing and direct them to the President for referral to the Board or appropriate committee for review.
- 1.3.9 Judgments of the EXECUTIVE DIRECTOR performance can only be made within the context of explicit Board policies and by the officially established performance review process.

1.0 : GOVERNING PROCESS

1.4 : POLICY FOCUS: BOARD SUCCESSION

- 1.4.1 Each year the Board will appoint a nominating committee composed of, at a minimum, the Past President, the President and the 1st Vice-President to bring forward names of business persons that the nominating committee feels would be suitable as Board members.
- 1.4.2 The nominating committee will present the list of nominees to the Board at the January Board meeting for a short list of nominees sufficient in number to fill the expected vacancies on the Board for the ensuing year.
- 1.4.3 The Nominations Committee will contact each of the nominees, in order of preference expressed by the Board, in order to confirm their acceptance of a formal nomination to the Board for presentment at the AGM.
- 1.4.4 Following the Nominations Committee meetings with the nominees, the Nominations Committee will provide the Board with a slate of nominees to be presented for election at the AGM.
- 1.4.5 The Nominations Committee will assign mentor directors, who have served a minimum of two years, to new directors at the new directors' first Board meeting.

1.0 : GOVERNING PROCESS

1.5 : POLICY FOCUS: ROLE OF THE PRESIDENT

- 1.5.1 The role of the President is to ensure that the Board operates within its approach to governing and to the rules/policies it establishes. In fulfilling these duties the President:
 - 1.5.1.1 Is to safeguard the integrity of the Board process and to represent the Board as required;
 - 1.5.1.2 Must ensure that the agenda and meeting content will only be concerned with those matters that clearly fall within the purview of the Board to decide;
 - 1.5.1.3 Must ensure that the agreed upon rules for conducting the meeting will be followed unless agreement has been reached to use different procedures.
 - 1.5.1.4 Is only authorized to make decisions on behalf of the Board that are consistent with Board policies on its Governance Process and on the Board -EXECUTIVE DIRECTOR Relationship.
 - 1.5.1.5 Is empowered to preside over Board meetings with all of the usual power of that position i.e. ruling, recognizing, etc...
 - 1.5.1.6 Has no authority to make decisions beyond policies created by the Board within Vision-Organizational Outcomes, and Operational Constraints policy areas except in emergencies and where the Board cannot be contacted.
 - 1.5.1.7 Has no authority to supervise or direct the EXECUTIVE DIRECTOR. This is the responsibility of the whole Board.
 - 1.5.1.8 Is the designated spokesperson for the Board. S/he may delegate others to do so as required.
 - 1.5.1.9 Is to manage the work of the Board.
 - 1.5.1.10 Chair the Board's meetings.

1.0 : GOVERNING PROCESS

1.6 : POLICY FOCUS : TASK FORCES AND COMMITTEES

- 1.6.1 To preserve the integrity of the “wholeness” of the Board, committees (including task forces) will be used primarily to assist the Board in doing its work. References to committee in this policy include references to a task force.
- 1.6.2 Board committees will not make policy decisions on behalf of the Board, but rather will be used to inform the Board on matters it has been delegated to investigate. The Board shall establish all committees that are required by legislation or regulation. The Board may establish standing committees to assist it in conducting its business and in developing policies and planning. The terms of reference for these task forces will be set and approved by the Board.
- 1.6.3 Board committee roles, expectations and parameters will be clearly defined in their terms of reference, and will not conflict with the EXECUTIVE DIRECTOR’S authority. Board committees must adhere to their specific terms of reference and timelines and report to the Board on a regular basis.
- 1.6.4 Board committees will not have executive authority.
- 1.6.5 Board committees will not speak or act for the Board.
- 1.6.6 Board committees are not empowered to exercise authority over staff. Therefore, they will not normally have direct dealings with current staff operations nor will the EXECUTIVE DIRECTOR be required to obtain approval of a Board committee before an executive action.
- 1.6.7 These above policies apply only to Board committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the EXECUTIVE DIRECTOR.

1.0 : GOVERNING PROCESS

1.7 : POLICY FOCUS : AGENDAS , BOARD MEETINGS and ANNUAL GENERAL MEETINGS

1.7.1 Agendas: Setting, Planning Cycle & Agenda Control

1.7.1.1 It is the responsibility of the President to ensure an agenda is made for each meeting. The starting and estimated finishing time should be included in the agenda.

1.7.1.2 Copies of the agenda and attachments are to be made available to the Board members a week in advance of the meeting.

1.7.1.3 Copies of the agenda of regular Board meetings will be made available upon request to anyone (visitors and delegations) attending the meeting.

1.7.1.4 Items may be put forward to be considered for placement on the Board agenda by Board members and the EXECUTIVE DIRECTOR. Board approval of the agenda will be required at the beginning of each meeting.

1.7.1.5 Agenda items should be consistent with the job functions of the Board. As it is the Board's agenda, the Board should be the initiator of what information it would like to receive and what reports it would like to have presented at its meetings.

1.7.1.6 The Board will set and follow an annual working agenda.

1.7.2 Regular Board Meetings:

1.7.2.1 Are open to all members. The public and delegations may apply to be put on the agenda.

1.7.2.2 The Board will schedule time, generally not to exceed ten minutes in total, at each meeting for member and public participation. The time limit may be set at the discretion of the President.

1.7.2.3 The President shall intervene and terminate any presentation which is not orderly, or is defamatory or abusive in nature.

1.7.2.4 Time shall be scheduled at every regular meeting for comments or questions on any topic related to the Board's governance.

1.7.2.5 Minutes will be taken for all meetings and a draft copy will be distributed to the Board members within a week.

1.7.3 Annual General Meetings

1.7.3.1 Annual General Meetings (AGM) shall be set by the Executive Director in consultation with the Board.

1.7.3.2 The election of Board members and executive officers will occur at the AGM in accordance with the requirements of the bylaws of the Chamber society and in accordance with the following procedure:

1.7.3.2.1 Present the slate of nominees selected by the Board for one and two year terms;

1.7.3.2.2 Call for additional nominations from the floor;

1.7.3.2.3 Elect directors to indicated terms;

1.7.3.2.4 Present Board to members and public;

1.7.3.2.5 Call recess to the AGM to allow for the 1st Board meeting of the new Board to be presided over by the current President;

1.7.3.2.6 Present Board with slate of executive officers for election;

1.7.3.2.7 Call for nominations for executive officers positions;

1.7.3.2.8 Election of executive officers;

1.7.3.2.9 Reconvene AGM and present executive officers to members and public.

1.0 : GOVERNING PROCESS

1.8 : POLICY FOCUS : STAKEHOLDER RELATIONS

1.8.1 The Board will act in a manner that emphasizes accountability to the membership of the organization to which it is responsible for service. To that end the Board will:

1.8.1.1 Develop communication policies and practices which support the goal of achieving an informed public and membership. These will include:

1.8.1.1.1 Holding its meetings in public (see policy re Regular Meetings) except for discussion of some matters that, of necessity (see policy re In-Camera Meetings), must be addressed in an in-camera forum.

1.8.1.1.2 Holding an annual open meeting to report to the membership and the public.

1.8.1.2 Develop communication links with various stakeholder groups to provide opportunity for comment on issues of concern to them.

1.8.1.3 Account to its membership for competent, conscientious and effective accomplishment of its obligations. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment.

1.0 : GOVERNING PROCESS

1.9 : POLICY FOCUS : CREATION OF POLICY

1.9.1 Policies shall be created as follows:

1.9.1.1 All Board Policies related to the strategic plan must be passed by the Board

1.9.1.2 All Operational Policies shall be set by the EXECUTIVE DIRECTOR, with input from any committee dealing with the topic of the Operational Policy, and must comply with the objectives of the Strategic Policies.

1.9.1.3 Any proposed Board Policies must be vetted by the Governance Committee prior to presentment to the Board.

1.9.1.4 The Governance Committee shall accept for review proposed Board Policies from other committees, the ED and the Board.

1.9.1.5 Strategic Policies shall comply with the format and numbering system approved by the Board from time to time.

1.9.2 Policies will be monitored as follows:

1.9.2.1 The Board will establish and follow a process and schedule for monitoring Outcomes/Results and Operational Constraints policies on a regular basis throughout each year.

1.9.2.2 All policies of the Board will be reviewed annually, and where warranted, policies will be modified, deleted or revised.

1.9.2.3 The Board can choose to monitor a given policy in one or more of three ways:

1.9.2.3.1 Internal report: Disclosure of compliance information to the Board from the EXECUTIVE DIRECTOR.

1.9.2.3.2 External report: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board.

1.9.2.3.3 Direct Board inspection: This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.

1.9.2.4 At the discretion of the Board, any policy can be monitored by any method at any time.

1.0 : GOVERNING PROCESS

1.10 : POLICY FOCUS : ATTENDANCE AT PROVINCIAL AND CANADIAN AGM

- 1.10.1 The President, 1st Vice President, Policy Chair and Executive Director shall attend the national AGM and the provincial AGM each year.
- 1.10.2 The Organization shall pay directors' fees for conference registration and hotel for both AGMs.
- 1.10.3 The Organization shall also pay for transportation to the conferences at the CRA rate per km or the airfare and taxi. The Organization encourages the most cost effective travel mode. Where Directors are driving they should travel together when it is reasonable to do so. Receipts must be submitted to the Chamber office.
- 1.10.4 Where meals are not provided by the conference, each director is allowed a maximum per diem rate of \$64.25 (eg. Breakfast \$13.70; Lunch \$13.15; Dinner \$37.40). Receipts must be submitted to the Organization office

2.0: BOARD - EXECUTIVE DIRECTOR RELATIONSHIP

2.1: POLICY FOCUS: DELEGATION TO THE EXECUTIVE DIRECTOR

- 2.1.1 The tasks of implementation and operational policy development, based on Board policies, belong to the EXECUTIVE DIRECTOR and:
 - 2.1.1.1 The Board delegates the authority to the EXECUTIVE DIRECTOR to operate the organization under its jurisdiction according to its policies.
 - 2.1.1.2 The Board will make policies in consultation with the EXECUTIVE DIRECTOR regarding finances and programs.
 - 2.1.1.3 The Board delegates to the EXECUTIVE DIRECTOR authority on all operational decisions within its jurisdiction.
- 2.1.2 The EXECUTIVE DIRECTOR will implement the policies of the Board within existing legislation.
- 2.1.3 Authority to staff is granted through the EXECUTIVE DIRECTOR and staff authority and accountability is wholly vested in the EXECUTIVE DIRECTOR.
- 2.1.4 Results to be achieved by the EXECUTIVE DIRECTOR are set out in the Board's Outcomes/Results policies.
- 2.1.5 The parameters that guide the actions and behaviors of the EXECUTIVE DIRECTOR are specified within the Operational Constraints policies.
- 2.1.6 To operate effectively in realizing the directions and guidelines set out by its policies, the Board authorizes the EXECUTIVE DIRECTOR to establish all further policies, make relevant and necessary decisions, develop and implement activities and actions such that they will be considered to be consistent with any reasonable interpretation of the Board's policies.
- 2.1.7 It is the Board's prerogative to change the latitude of choices given to the EXECUTIVE DIRECTOR, but it is obligated to respect and support the EXECUTIVE DIRECTOR'S decisions and choices made under delegations that are in place, unless in the Board's view, those decisions are in violation of established Board policies.
- 2.1.8 Authority over the EXECUTIVE DIRECTOR is held by the whole Board, not individuals, committees/task forces or Board officers. These may request information or assistance from the EXECUTIVE DIRECTOR but s/he may refuse these if in his/her judgment the request is disruptive or requires staff time or dollars not allocated for these requests.

2.1.9 Although the EXECUTIVE DIRECTOR may request the advice or perspective of the Board on a matter, s/he is not obligated to follow the given advice, nor is s/he expected or obligated to treat the advice as the wishes or decision of the Board, unless otherwise specified by the Board.

2.0: BOARD - EXECUTIVE DIRECTOR RELATIONSHIP

2.2: POLICY FOCUS: EXECUTIVE DIRECTOR - BOARD REPORTING

- 2.2.1 Clear lines of communication and reporting are essential for a smooth flow of information and feedback between the EXECUTIVE DIRECTOR and the Board. Accordingly, the Board and the EXECUTIVE DIRECTOR will adhere to the following principles and procedures:
 - 2.2.1.1 The EXECUTIVE DIRECTOR reports to the Board as a whole.
 - 2.2.1.2 Authority over the EXECUTIVE DIRECTOR is held by the whole Board, not individuals, committees/task forces or Board officers.
 - 2.2.1.3 Should the EXECUTIVE DIRECTOR wish to submit information to, or obtain clarification from the Board s/he should request a meeting of the Board for such purpose. The EXECUTIVE DIRECTOR will normally contact the President to request such a meeting, but the EXECUTIVE DIRECTOR can make the request of any Board member.
- 2.2.2 The EXECUTIVE DIRECTOR is not restricted from using the expert knowledge of any Board member.

2.0: BOARD - EXECUTIVE DIRECTOR RELATIONSHIP
2.3: POLICY FOCUS: JOB OF THE EXECUTIVE DIRECTOR

- 2.3.1 As the Board's single official link to the operating organization, the EXECUTIVE DIRECTOR is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board. The EXECUTIVE DIRECTOR performance will be considered to be synonymous with organizational performance as a total. The product or results of the EXECUTIVE DIRECTOR's performance will be considered to be in the following three areas:
- 2.3.1.1 Accomplishment of the Board's strategic plan on OUTCOMES/RESULTS and other goals clearly outlined at the beginning of the year or throughout the year.
 - 2.3.1.2 Operation within the guidelines and boundaries set out in the Board's policies on Operational Constraints.
 - 2.3.1.3 Compliance with legislation.
- 2.3.2 The EXECUTIVE DIRECTOR will direct all fundraising efforts for the Chamber and should not perform fundraising duties or act as a spokesperson for any other organization without Board approval.

2.0 : BOARD -EXECUTIVE DIRECTOR RELATIONSHIP

2.4: POLICY FOCUS: EXECUTIVE DIRECTOR PERFORMANCE REVIEW

- 2.4.1 The Board considers EXECUTIVE DIRECTOR performance and organizational performance to be one and the same. The monitoring and evaluation of EXECUTIVE DIRECTOR performance will be against operational policies, strategic plan goals and any other identified goals. Any Board evaluation of EXECUTIVE DIRECTOR performance, shall be based on these criteria provided in writing each calendar year.
- 2.4.2 The Board will conduct a formal EXECUTIVE DIRECTOR performance evaluation annually. The Board will establish a formal process, timeframe and criteria for this function. The EXECUTIVE DIRECTOR must be informed, in advance, of the performance criteria that will be used, and these must not vary from the policies of the Board identified in 2.4.1. In the circumstance where a new goal is added, the EXECUTIVE DIRECTORS shall be notified in writing and the criteria shall be added to the performance metric within 15 days.
- 2.4.3 The Board shall delegate the formal review process of the EXECUTIVE DIRECTOR to the Governance Committee. The committee shall undertake a quarterly performance review, which rolls into a formal annual review. This committee shall report the results of all performance reviews to the Board for ratification.
- 2.4.4 The Board shall ratify the performance reviews of the EXECUTIVE DIRECTOR, based upon the recommendations and results of the Governance Committee's review. Upon ratification, the President and Chair of the Governance Committee shall meet personally with the EXECUTIVE DIRECTOR to deliver the results of the performance reviews.
- 2.4.5 Adjustments to remuneration shall be aligned with the business year being January 1 to December 31 of each year and shall be retroactive, to January 1 of the current calendar year.

2.0: BOARD -EXECUTIVE DIRECTOR RELATIONSHIP

2.5: POLICY FOCUS: EXECUTIVE DIRECTOR RECRUITMENT, SELECTION TERMINATION & COMPENSATION

2.5.1 The EXECUTIVE DIRECTOR is the only staff person who is selected by and reports to the Board. As the EXECUTIVE DIRECTOR is the only person to whom the Board delegates the authority to achieve the organizational Vision/Outcomes, it is essential that the Board employ and compensate accordingly an individual in whom they have the utmost confidence and trust. Accordingly the Board will:

2.5.1.1 Adhere to fair and equitable employment standards and practices.

2.5.1.2 Establish the criteria and qualifications they require of someone filling the position of EXECUTIVE DIRECTOR.

2.5.1.3 Agree on the process that will be used to recruit, screen, interview, select and engage an individual from among qualified candidates.

2.5.1.4 At their discretion, appoint a task force of the Board for the candidate recruitment and preliminary screening process; however, as the successful candidate will be reporting to the whole Board, the whole Board will interview the short listed candidates that most closely satisfy the Board's requirements.

2.5.1.5 The Board as a whole will select the candidate to whom an offer of employment will be made.

2.5.1.6 The Board will establish a compensation and benefits package for the EXECUTIVE DIRECTOR that:

2.5.1.6.1 Enables it to attract and engage a senior executive with the qualifications, experience and competence required for the position;

2.5.1.6.2 Is competitive for similar positions in comparable circumstances; clearly establishes the process and criteria for increases during the period of the EXECUTIVE DIRECTOR's contract; and,

2.5.1.6.3 Satisfies guidelines, regulations and legislation imposed by the Government of British Columbia.

- 2.5.1.7 Conduct an EXECUTIVE DIRECTOR performance review annually and make or not make appropriate adjustments to his/her compensation based on the outcome of the review and the requirements set out in the contract.
- 2.5.1.8 Inform the EXECUTIVE DIRECTOR, at the beginning of each year, of the EXECUTIVE DIRECTOR review and evaluation process that will be followed, and of the criteria that will be used for assessing performance and making adjustments to his/her compensation & benefits.
- 2.5.2 A decision to alter the EXECUTIVE DIRECTOR's contractual arrangement with the Board must be made by the whole Board.
- 2.5.3 A decision to end the EXECUTIVE DIRECTOR's employment with the Board must be made by the Board as a whole and not by an individual or task force acting on behalf of the Board.

3.0 : OPERATIONAL CONSTRAINTS

3.1 : POLICY FOCUS: EMPLOYEE RELATIONS

- 3.1.1 With respect to personnel, paid and volunteer, the Executive Director will:
- 3.1.1.1 Treat all personnel fairly and equitably;
 - 3.1.1.2 Ensure that individual job performance will be the primary basis for advancement or discipline among personnel.
 - 3.1.1.3 Be proactive in protecting personnel from unsafe or unhealthy conditions in the workplace.
 - 3.1.1.4 Respect the spirit of employment agreement(s) with all personnel
 - 3.1.1.5 Ensure that the Board is informed of any change in the senior personnel of the organization.
 - 3.1.1.6 Ensure that all employees will respect the communication protocols established by and set out in the Bylaws and Constitution Article VI Bylaw 37.
 - 3.1.1.7 Ensure that personnel are informed of Board and organizational policies.
 - 3.1.1.8 Provide for the continuity of office function during employee absences by ensuring that all employees are trained in the duties of at least one other employee;
 - 3.1.1.9 Respect the skill and talents of personnel and ensure personnel participation in planning and contributing to the fulfillment of the mission of the organization.
 - 3.1.1.10 Ensure that harassment in any form will not be practiced or tolerated in the organization complying with all regulatory legislative policies regarding employment standards.
 - 3.1.1.11 Ensure during any hiring process that there is no discrimination based on race, nationality, religion, colour, sex, age, marital status, sexual orientation, ethnic or national origin, political affiliation or physical limitations. Candidates will be selected on merit, ability, competencies, experience, satisfactory employment references, security check and past work performance.

3.0 : OPERATIONAL CONSTRAINTS

3.2 : POLICY FOCUS: FINANCIAL PLANNING/BUDGETING

3.2.1 Annual operational budgeting for any fiscal period will substantially follow the Board Outcomes/Results priorities, show a generally acceptable level of foresight and will not place the organization at financial risk.

Accordingly the EXECUTIVE DIRECTOR will :

3.2.1.1 Ensure the provision of operational and capital financial plans which contain sufficient detail to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails, and disclosure of planning assumptions.

3.2.1.2 Ensure that the budget is derived from the organization's strategic and operational plans.

3.2.1.3 Include within the budget sufficient funds annually for Board prerogatives such as costs of fiscal audit, Board development, Board and task force meetings and Board legal fees.

3.2.1.4 Present a balance budget unless authorized otherwise by the Board.

3.2.1.5 Submit to the Board for its consideration and discussion, at least two months prior to the beginning of each fiscal year, the proposed operating and capital budgets for that fiscal year.

3.0: OPERATIONAL CONSTRAINTS

3.3: POLICY FOCUS: FINANCIAL MANAGEMENT

3.3.1 With respect to the actual, ongoing management of the organization's financial health, the EXECUTIVE DIRECTOR will keep the organization fiscally sound.

Accordingly, the EXECUTIVE DIRECTOR will:

3.3.1.1 Substantially maintain Board approved financial plans/budgets.

3.3.1.2 Maintain cash flow in an amount needed to settle payroll and debts in a timely manner.

3.3.1.3 Pay or file all taxes and other government-ordered payments in a timely and accurate manner.

3.3.1.4 Allocate funds to substantially maintain Board priorities in the Board's OUTCOMES/RESULTS policies.

3.3.1.5 Report to the Board any projected budget shortfall, within 15 days and be governed by their direction.

3.3.1.6 Request Board approval for any excess expenditures not within budget.

3.3.1.7 Ensure that any expenditure of, or commitment that would require an expenditure of, an amount greater than \$10,000.00 must have prior approval of the Board.

3.3.1.8 Make expenditures within the following parameters:

3.3.1.8.1 Any goods or services costing more than \$5,000.00, or of duration lasting longer than one year with a minimum total cost of \$5,000.00, shall require a request for proposal. The advertising of such request for proposal shall be at the discretion of the EXECUTIVE DIRECTOR, however, the EXECUTIVE DIRECTOR shall give general notice of the competition to Members by posting in the office, on the website or by bulk email.

3.3.1.8.2 Any goods or services costing between \$1,000.00 and \$5,000.00 must solicit quotes from at least three providers of the service or goods and the EXECUTIVE DIRECTOR shall choose the successful provider, if any, at the EXECUTIVE DIRECTOR'S discretion. The EXECUTIVE DIRECTOR shall include Members in the request for quotes.

- 3.3.1.8.3 Any goods or services costing less than \$1,000.00 may be purchased by way of contract or invoice at the discretion of the EXECUTIVE DIRECTOR. The EXECUTIVE DIRECTOR shall attempt to use Members where possible.
- 3.3.1.8.4 Member providers may be preferred over non member providers but the Organization will not be obligated to purchase goods and services from Members.
- 3.3.1.8.5 Selection of providers of goods or services may be determined having regard to the provider that gives the best value to the Organization. Price of the goods or services may be one of many factors considered when determining the best value to the Organization.
- 3.3.1.9 Ensure that Organization funds held in financial institution accounts will have a maximum cash balance not exceeding 25% of the annual approved operating budget for more than three (3) consecutive months.
 - 3.3.1.9.1 Seek Board approval prior to the use of any Long Term Reserves.
 - 3.3.1.9.2 Ensure any single investment or bank account balance does not exceed the CIDC limit.
 - 3.3.1.9.3 Ensure all invested funds are covered by CDIC insurance.
- 3.3.1.10 Will submit to the Board on a monthly basis, a financial statement that summarizes the financial condition of the organization to date and indicates the level of compliance with the Board's financial planning/budgeting and financial management policies.
- 3.3.1.11 Ensure that organization-issued cheques have two signatures; that of the Executive Director and an officer of the Board, or two officers of the Board, with designated signing authority.
- 3.3.1.12 Will follow generally accepted bookkeeping and accounting principles with respect to the financial management practices and procedures of the organization.

3.0 : OPERATIONAL CONSTRAINTS

3.4 : POLICY FOCUS : RISK MANAGEMENT - ASSETS

3.4.1 The EXECUTIVE DIRECTOR will engage in risk management practices that prevent the Organization assets from becoming unprotected, inadequately maintained or unnecessarily risked.

Accordingly, s/he will take appropriate steps to:

3.4.1.1 Maintain in force at all times an “All Risk” insurance policy for 100% replacement value of the contents, equipment, stock and unity improvements.

3.4.1.2 Protect property, plant and equipment from improper wear and tear or insufficient maintenance.

3.4.1.3 Protect the organization, its Board or staff from claims of liability through commercial general liability and Directors and Officers Liability insurance; and review annually.

3.4.1.4 Ensure that all expenditures or commitments to make expenditures comply with Board policies.

3.4.1.5 Receive, process and disburse funds under controls sufficient to meet the Board-appointed auditor's standards.

3.4.1.6 Invest or hold operating capital in compliance with Board policy (see Financial Management).

3.4.1.7 Acquire, encumber and dispose of real property in accordance with Board guidelines.

3.4.1.8 Ensure that there are adequate controls in place to protect the organizations' assets.

3.4.1.9 Develop an inventory list of assets and assign value to anything over \$250. The list will be updated annually.

3.0 : OPERATIONAL CONSTRAINTS

3.5 : POLICY FOCUS: EMERGENCY EXECUTIVE REPLACEMENT

- 3.5.1 The EXECUTIVE DIRECTOR will ensure that at least one Board executive and one staff member are familiar with Board and EXECUTIVE DIRECTOR issues and processes.
- 3.5.2 The Board will appoint a temporary replacement in the event of sudden loss of the EXECUTIVE DIRECTOR's services.

3.0 : OPERATIONAL CONSTRAINTS

3.6 : POLICY FOCUS: EMPLOYEE SALARY AND PERQUISITES

3.6.1 With respect to employment, compensation and benefits to employees, consultant, contract workers and volunteers, the EXECUTIVE DIRECTOR will avoid financial risk or negative public image.

Accordingly, the following will require Board approval:

3.6.1.1 A change his or her own compensation and benefits.

3.6.1.2 Any adjustments to the budget pertaining to employment.

3.6.1.3 Establishing compensation and benefits which:

3.6.1.3.1 Deviate materially from the geographic or professional market for the skills employed in similar types of service sectors, except where necessary to provide pay equity within the policies of the Board.

3.6.1.3.2 Provide compensations and benefits to management personnel that are significantly higher or more substantial than that of other employees under their supervision, or that violates the norm for acceptable executive compensation within the region.

3.6.1.3.3 Create obligations over a longer term than revenues can be safely projected, in no event longer than two years.

3.6.1.3.4 Are at variance with established bargaining unit contracts.

3.6.1.4 Establishing deferred or long-term compensation and benefits which cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.

3.6.1.5 Placing management personnel or employees in a supervisory role directly above an immediate family member.

3.0 : OPERATIONAL CONSTRAINTS

3.7 : POLICY FOCUS : COMPENSATION - CONTRACTORS

3.7.1 With respect to contracting services to consultants, specialists, contract workers, and volunteers, the EXECUTIVE DIRECTOR will preserve the fiscal integrity and public image of the Board.

Accordingly, the EXECUTIVE DIRECTOR will ensure that:

3.7.1.1 All agreements that extend beyond six months or the defined terms of an approved project will have Board approval prior to execution.

3.7.1.2 Any conflict of interest with respect to contractual responsibility is referred to the Board.

3.7.1.3 Self-dealing and conduct of private business or personal services between the Organization and the EXECUTIVE DIRECTOR, his/her family or private business associates will be procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.

3.7.1.4 S/he will not use his/her position to obtain employment within the organization for family members or close associates.

3.7.1.5 S/he withdraws from the part of any employment selection and engagement process which involves a member of the EXECUTIVE DIRECTOR's family or private business associates.

3.7.1.6 All agreements entered into by the Organization are signed and agreed to by all parties.

3.7.1.7 The Organization does not enter into agreements with parties known to have a poor reputation or known to have engaged in questionable professional or business practices.

3.0 : OPERATIONAL CONSTRAINTS

3.8 : POLICY FOCUS: PHILOSOPHY OF MANAGEMENT / LEADERSHIP

- 3.8.1 The Board believes that the staff and volunteers of the organization are a talented and rich resource that make a significant contribution to their areas of responsibility and that also possess knowledge, creativity, and experience that can be of benefit to achieving the vision and outcomes of the organization.

Accordingly the EXECUTIVE DIRECTOR will:

- 3.8.1.1 Create an organizational culture and environment that provides opportunities for staff and volunteers to contribute their talent, knowledge and expertise to organization or system wide planning and decision making.
- 3.8.1.2 Foster a positive and cooperative staff / management relationship that emphasizes collaboration, partnership and mutual benefit problem solving and decision making.
- 3.8.1.3 Develop an organizational structure that is open and addresses the management and administrative needs of the organization and that is characterized by flexibility, fiscal prudence, relevance to function and that places decision making authority in the hands of those people who have the responsibility and accountability for the consequences of the decisions.
- 3.8.1.4 Engage in decision making practices that are based on the best available evidence and consultation and input from those most likely to be affected or impacted by the decisions.
- 3.8.1.5 Create an organizational culture and environment characterized by open, honest and effective communication; trust and mutual respect among all persons working in the organization; and, a sense of pride in their work and in being part of an effective and relevant enterprise.

3.0 : OPERATIONAL CONSTRAINTS
3.9 : POLICY FOCUS : ACCREDITATION

- 3.9.1 The Board recognizes the value of accreditation in strengthening its agencies and services, and in identifying areas that need change.
- 3.9.2 Accordingly, the EXECUTIVE DIRECTOR will pursue appropriate accreditation as approved by the Board.

3.0 : OPERATIONAL CONSTRAINTS
3.10 : POLICY FOCUS : MEMBERSHIP

3.10.1 The Board recognizes that members are the driving force behind the Organization movement and that they are representative of the core values of the Organization. As such all members are entitled to fair and equitable treatment.

Accordingly the EXECUTIVE DIRECTOR will:

- 3.10.1.1 At his/her discretion, subject to the requirements of the Bylaws, receive, review and accept (or reject) applications for membership in the Organization. When applying for membership, businesses must submit their business license number (if applicable). In exercising his/her discretion, the EXECUTIVE DIRECTOR may defer to the Board any application that the EXECUTIVE DIRECTOR deems appropriate, including, without limitation, any application whose applicants face legal action in relation to their business practices or community morals. All applicant decisions on applications made by the Executive Director will be reported to the Board at the next Board meeting. If the Board wishes to accept an applicant as a member after that applicant has been rejected by the Executive Director it shall require a majority vote of the Board.
- 3.10.1.2 Establish procedures governing the confidentiality, disclosure safekeeping and retention and eventual disposition of all pertinent records over which the Board has jurisdiction in compliance with the freedom of information and privacy legislation of the province of BC.
- 3.10.1.3 Establish schedules for membership fees that will be payable in accordance with fee schedules and approved annually by the Board.

3.0 : OPERATIONAL CONSTRAINTS

3.11 : POLICY FOCUS : VOLUNTEER FUND RAISING

3.11.1 The Board recognizes the valuable contribution of volunteers in raising funds to assist the organization. The EXECUTIVE DIRECTOR, in concert with the Board, will ensure that funding is directed to approved equipment or facilities.

3.11.2 Additional funds may be raised for worthwhile objectives, provided that there is not undue intrusion on the regular operation of the organization, and no excessive use of Board or organization resources.

Accordingly, the EXECUTIVE DIRECTOR will ensure that:

- 3.11.2.1 The object of fund-raising by volunteers acting on behalf of the organization will be in accordance with policies, goals and objectives approved by the Board.
- 3.11.2.2 Expenditures of funds will be in keeping with the stated purposes for which they were raised.
- 3.11.2.3 Except for a nominal petty cash account, all disbursement of the funds will be made by cheque signed by two signing officers.

3.0 : OPERATIONAL CONSTRAINTS

3.12 : POLICY FOCUS: COMMUNICATION/REPORTING : EXECUTIVE DIRECTOR TO THE BOARD

3.12.1 With respect to providing information and counsel to the Board, the EXECUTIVE DIRECTOR will provide such information as required so that the Board is adequately informed. Accordingly the EXECUTIVE DIRECTOR will :

3.12.1.1 Act as the conduit through which personnel may report to the Board.

3.12.1.2 Make every effort to ensure that the Board is not misinformed.

3.12.1.3 Ensure that staff and external points of view on issues are fully communicated to the Board.

3.12.1.4 Ensure that the Board is aware of relevant trends, anticipated adverse media coverage, material external and internal changes and particularly changes in the assumptions upon which any Board policy has previously been established.

3.12.1.5 Submit monitoring data specified by the Board in an accurate and timely fashion.

3.12.1.6 Except for fulfilling individual requests for information, deal with the Board as a whole.

3.12.1.7 Submit to the Board information and advice that:

3.12.1.7.1 Is objective and timely

3.12.1.7.2 Has no significant gaps in completeness and accuracy, and

3.12.1.7.3 In matters of material importance, will allow the Board to make informed choices from the options available to it.

3.12.1.8 Comply with requests for information from the Board as a whole.

3.12.1.9 Report actual or anticipated noncompliance with any policy of the Board.