

STATEMENT of POLICY and PROCEDURE			
Section	2.0 Governance	Original Effective Date	Nov. 27, 2006
Sub-Section	2.1 Roles and Responsibilities	Date of Last Amendment	Feb. 29, 2016
Subject			
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Role of the Board

Purpose

The Board is responsible for effectively governing the organization, and therefore is ultimately responsible for all decisions made by the Executive Director on its behalf.

Policy

- **Governance**

The Board is responsible for decision processes for providing strategic leadership: setting direction, making policy and strategic decisions, overseeing and monitoring organizational performance and ensuring overall accountability.

- **Fiduciary Duty**

The Board is governed by its existing corporate by-laws and all directors are required, as part of their fiduciary duty, to exercise their governance powers with competence and diligence, always in the best interests of ESCC.

- **Policy Development**

The Board establishes all necessary policies, which are then implemented by the Executive Director, who is also responsible for the day-to-day management of ESCC.

- **Oversight**

The Board of ESCC is required to be accountable to its members, stakeholders and the broader community and to protect the integrity and reputation of ESCC.

- **Stewardship**

The Board is required to maintain a forward-looking perspective, in order to ensure the effective evolution, resource capacity and robustness of the organization and to avoid organizational complacency.

- **Ambassadors**

Members of the Board are encouraged to lend their positional, professional and personal credibility to the organization through their position on the board.

- **Outreach**

The Board regularly monitors emerging trends, needs, and expectations of particular interest to Edmonton's seniors and will periodically solicit input from members, stakeholders and the broader community.

- **Public Awareness**

The Board will draw attention to important issues of concern to Edmonton's seniors, and seniors related organizations, by engaging key stakeholders and policy makers in active processes intended to shape public perceptions and affect change.

- **Self-Reflection**

The Board is required to regularly review its governance functions and board effectiveness. It also provides a critical source of leadership through generative thinking that focuses on the heart of the organizations purpose, probes assumptions, discerns emerging challenges and engages in effective sense making.

Responsibilities

The Board is required to reflect upon its current statements of responsibilities to make sure that they are still appropriate, that they are understood and accepted by all Board members and that it defines as clearly as possible the important distinctions between the roles of the Board and the Executive Director.

Procedures

Establish a process, at least every five years, for the Board and the staff of ESCC to set aside some time for reflection on the current roles of the Board and the Executive Director and the effective functioning of the board and its processes.

Duties of Board Members

- **Fiduciary Duties:**
 - a. Approve ESCC's mission and review management's performance in achieving it.
 - b. Annually review the priorities of ESCC and approve the organization's strategic plan in response to these priorities.
 - c. Annually review and approve ESCC's fund development plans.
 - d. Review and approve the annual budget.
 - e. Approve policies.
 - f. Abide by the ESCC Board Code of Conduct. (See Appendix A)
 - g. Draw upon the terms and conditions of the ESCC Board Charter for guidance in all decision-making, communication and relationships. (See Appendix B)

- **Organizational Duties:**
 - a. Be assured that the organization's strength and employee base can substantiate its long-range goals.
 - b. Be assured that management succession is properly planned.
 - c. Annually review the performance of the board (including its composition, organization and responsibilities) and take steps to improve its performance.

- **Operational Duties:**
 - a. Review annually the results achieved by management compared with the organization's mission and strategic plan.
 - b. Be certain the financial resources of the ESCC will adequately support its current and future needs.
 - c. Provide candid and constructive criticism, advice and comments.
 - d. Approve major actions of the ESCC such as capital expenditures and all contracts and projects worth over 10 per cent of the yearly budget.
 - e. Approve major changes in program activities and services of the ESCC.

- **Audit Duties:**
 - a. Ensure that members of the Board are well informed of the financial position of the ESCC and its operations by providing regular reports
 - b. Ensure that published reports properly reflect the operating results and financial condition of the ESCC.
 - c. Ensure ESCC has proper policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.
 - d. Recommend to the membership at large, at each Annual General Meeting, the appointment of an independent auditor.
 - e. Review compliance with relevant laws affecting the organization and its programs and operations.

Refer to By-law 7.6 for primary description of duties.

Composition of the Board

Refer to By Law 7.1.

Nominations to the Board

Refer to By Law 7.2 and the Terms of Reference for the Nominations Committee.

Elections to the Board

Refer to By Law 7.3.

Officers of the Board

Refer to By Law Article 8.

Orientation of Board Members

- Following the organization's annual general meeting an orientation session will be organized for new Board members so that they are familiar with the work of the ESCC, the role of the Board and their duties as Board members, including the ESCC Board Charter (see Appendix B)
- In addition to the orientation session, new board members are encouraged to participate in board development training promoted/endorsed by the ESCC. The cost of the training will be paid (or reimbursed) by ESCC. Other ESCC Board members are welcome to take part in the board development training and their cost will also be paid (or reimbursed) by ESCC.

Protection and Indemnity of Directors and Officers

- The Council indemnifies each Director or Officer against all costs or charges that result from any act performed in his or her role for ESCC. However ESCC will not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- The ESCC will purchase General Liability Insurance as well as Director and Officers Liability Insurance and duly exercise all risk-management strategies that the Board considers are required.

Harassment

- ESCC is committed to protecting its Board members and volunteers from harassment and discrimination and encouraging a healthy, positive and team orientated volunteer work environment.

- ESCC also promotes a work place that is free from harassment and discrimination; where all members of the staff, including volunteers, are treated with dignity and respect.
- ESCC expects that all communication, behavior and use of language will be maintained at a professional level and that any conflicts will be resolved through respectful conversation or through the use of an amicable resolution process.

Board members need to demonstrate ethical and professional conduct in order to maintain the confidence of the membership and the general public. This commitment includes proper use of authority and appropriate actions in both Board and individual behaviour when acting as board members.

- The Board members owe ESCC a duty of care including to: be well informed; attend regularly and participate in Board meetings; review reports and information; exercise good judgment; and act in the best interest of ESCC.
- Board members must avoid any actual, or perceived, conflicts of interest, by declaring any conflict and withdrawing from related board deliberations and decision-making if required to do so by the Board.
- Board members may receive confidential information about the work of ESCC and should not discuss such information with non-Board members unless specifically instructed by the Board to do so, nor should Board members disclose or discuss differences of opinion on the Board outside of meetings.
- Board members must not use their positions to obtain employment within ESCC for themselves or their immediate family members.
- Board members must not exert any individual authority within the ESCC or speak for the ESCC when they interact with staff, the public, the press and other entities, unless granted this authority to do so by the Board.
- Board members who have a concern(s) about a staff member's performance should report their concern to the Co-Chairs.

Procedures

- The Co-Chairs of the Board are responsible for ensuring that the Code of Conduct is adhered to, for providing any immediate interpretation and for the proper application of the Code.
- The Co-Chairs should also review the Code of Conduct and make recommendations to the Board for any revisions or additions.
- Board members must report promptly any suspected violations of the ESCC Board Code of Conduct to the Co-Chairs.
- The Co-Chairs will oversee the investigation of any suspected violations and recommend on any appropriate action that must be taken in the event that a violation is confirmed.

Our Operating Guidelines**Common Goals**

Members of the ESCC Board may differ in their perspectives and self-interests, and even in their values, but they must share common goals that form the necessary “glue” for working together, especially as sharing a common definition of what constitutes success is essential.

Mutual Respect

A demonstrated acceptance that those who are members of the Board understand and respect the strengths, capacities and constraints of others, that all have value and all are needed to ensure the achievement of effective outcomes.

Trust

The synergy required for a successful collaborative endeavour demands that there be a high level of trust between all members of the Board where respect and openness are evident and where shared experiences has demonstrated that the word and deed of others can be relied upon.

Shared Leadership

The quality of people’s interactions, rather than their positions, is an essential characteristic of effective collaborations. Shared leadership requires that all members agree to work to enhance the processes and make them more fulfilling. There is acknowledgement of the value of interdependence and a commitment to open and responsive conversations.

Transparency

Open, transparent relationships between members of the Board are crucial, requiring explicit communication about motives, interests, objectives, strategies, plans and relationships with others parties outside of the Board. All potential conflicts of interest must be declared.

Acceptance of Conflict

Conflicts can be an effective impetus to finding new solutions if there is agreement on the norms and procedures for handling them and acceptance that disagreement is a healthy, often inevitable, element of an effective collaboration.

Equality and Consensus

While the partners involved may be unequal outside of the work of the Board, within it they must act as equals and no partner or group of partners

can control the decision-making and all decisions need to be taken consensually.

Dialogue

A shared belief that everyone involved on the Board contributes to solving a common concern, remaining sensitive to the feelings, hopes and ideas of others and contributing their best ideas with the appreciation that through discussion all ideas will be improved upon.

Generative Thinking

A mindset in which the members of the Board continue to look for ways to use generative thinking, as a means for achieving better outcomes

Our Guidelines for Meetings

- There will be timely distribution of agendas in advance of all meetings, and any additions to the agenda will be welcomed, discussed and incorporated
- Where possible the time allocated for each item will be specified and whether it is an item for discussion, an update, or if a decision is expected
- Background materials for the meeting will be distributed in advance whenever it is possible to do so
- Members agree to review the agenda and materials before each meeting and come well prepared to enter into the discussion
- The meetings will begin and end at the scheduled times and any scheduled breaks will be honored
- Everyone's opinions and observations will be welcomed during the meetings and respect for the views of others will be paramount
- When a decision is required every effort will be made to reach a consensus, but if this is not possible a majority vote will prevail
- Minutes will be distributed to all members as soon as possible after the meeting.

The Personal Attributes We Seek to Bring to Our Work

- A genuine interest in addressing the needs of seniors, especially those who are isolated or at risk
- Evident open mindedness, curiosity and the ability to be reflective
- High levels of respect for other members as well as for their organizations, their values, their limitations and their expectations
- Comfort in working with ambiguity, a willingness to improvise and an ability to adapt to any necessary changes

- The skills required to be a perceptive listener and be able to ask questions about the observations or suggestions of others in a respectful and dialogic manner
- The ability to engage in difficult conversations and to both give and receive feedback
- A willingness to accept commitments, meets deadlines and respond to correspondence from the Board in a timely manner
- A willingness to think differently and give due consideration to alternative perspectives
- A strong desire to encourage equal participation among members of the Board
- The skill to help the Board reach a consensus in its decision-making
- To be comfortable drawing upon her or his significant community connections and professional networks in the interests of ESCC.