

Updated: September 2015



Community Futures

Development Corporation of the North Cariboo

Governance and Accountability Policies



Board Process (April 2014)

Governing manner (April 2012, April 2014)

The Board will approach its task in a manner which emphasizes strategic leadership more than administrative detail, clear distinction of Board and staff roles, future rather than past or present, and proactivity rather than reactivity. In this spirit, the Board will:

1. Keep its major involvement with the intended long-term impact of the organization, not with the administrative or programmatic means of attaining those effects.
2. Direct, control, and inspire the organization through the careful deliberation and establishment of policies. Policies will be statements of values or approaches which address (a) results and priorities (what benefits for which needs at what cost), (b) executive limitations (the boundaries of prudence and ethics to be observed by staff), (c) Board governance (Board roles and responsibilities), and (d) the Board-staff relationship.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to attendance, policy-making principles, respect of clarified roles, speaking with one voice, and self-policing of Board tendencies to stray from rigorous governance.
4. Be accountable for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or deter this discipline.
5. Be an initiator of policy and responsible for its own performance.

Board Job Description (April 2012, April 2014)

The job of the Corporation is to achieve its mission in a prudent and ethical way. The job of the Board is to make certain contributions to the total which are unique to its public trusteeship role and necessary for proper governance and management of the Corporation. Consequently, the "products" of the Board itself shall be:

1. Connection between the Corporation and its stakeholders.
2. Written governing policies that concern:
 - Results and priorities (what benefits, which needs, what cost)
 - Executive limitations (prudence and ethical limitations binding upon the staff)
 - Governance process (how the Board carries out its task)
 - Board-Staff relationship (passing of power and measurement of its use)
3. The assurance of staff performance (through control and evaluation of the General Manager).

Board Composition (April 2014)

Size of Board: The Board shall have a minimum of 5 and maximum of 9 Directors.

Required Skill Sets

The individuals who make up the Board of Directors should, collectively, have the necessary personal attributes and competencies required to:

- Add value and provide support for management in establishing strategy and reviewing risks and opportunities
- Effectively monitor the performance of management
- Account for the performance of the organization

The Board should include the following core competencies:

- Planning, governance and strategic development
- Operations and human resources
- Finance/accounting and legal
- Communications and public relations

Economic, Geographic and Social Diversity

Board Members shall be residents of the North Cariboo region. Collectively, the Board should reflect the economic, geographic and social diversity of the North Cariboo region including consideration for:

- A broad range of economic and social sectors
- Community Futures' strategic priorities
- Geographic representation
- Demographics including gender, age, and ethnic diversity

Executive Positions (April 2014)

Board Officers will be elected annually from the Board of Directors.

Chair and Vice-Chair - In order to encourage shared leadership and skill development, the positions of Chair and Vice-Chair are normally expected to be one-year terms. At each Annual General Meeting, it is expected that the Vice-Chair will be nominated to the Chair position, with a new Vice-Chair to be elected. Board Members nominated to Executive positions are strongly encouraged to accept the nomination. The Outgoing Chair will Chair the nominating Committee.

Past Chairs may be elected back to the position of Vice-Chair, after a minimum one year break.

Secretary-Treasurer - The Secretary-Treasurer will be appointed annually by the Board and normally will be the General Manager, but may also be any other person deemed suitable for the role.

All duties of the Secretary-Treasurer are subject to limitations as defined by policy.

Relationship to CFDABC (September 2008)

COMMUNITY FUTURES BRITISH COLUMBIA - CORE VALUES AND QUALITY STANDARDS

Core Values

We will conduct ourselves with integrity and be responsive and responsible to our communities and our Network. We will adhere to our Core-Values and high professional standards.

- Honesty –We will be genuine, fair, truthful and sincere in all our dealings.
- Respect – We will show consideration and deference for the contribution of others.
- Trust – We will behave responsibly and honourably, we will allow ourselves to be open, approachable and create an atmosphere that encourages candour.
- Openness –We will share information in a timely fashion respecting the need for prudence and confidentiality.
- Results – We will create positive community outcomes through innovation, entrepreneurial leadership, excellent client care and strong partnerships.

Quality Standards

- Governance - Community Futures operate using a governance model based on written policies/procedures that encompass our operational needs. These policies are regularly reviewed and renewed.
- Professionalism - Community Futures volunteers and staff adopt the core values, strive for excellence and seek out opportunities for continuous improvement.
- Communications - Community Futures communicate both internally and externally reflecting our core values in a timely, responsive and effective manner.
- Accountability - Community Futures are accountable to our communities, funders and each other to meet or exceed expectations, while reflecting our core values.

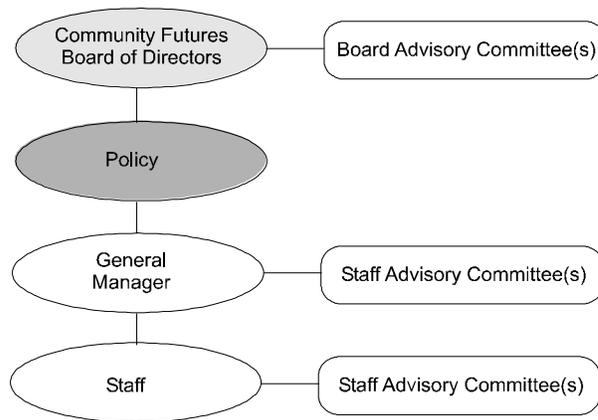
Trust will be enhanced between communities, each other and our funders through supporting our core values, quality governance, professionalism, communications and accountability.

Relationship to Advisory Committees (April 2012, April 2014)

The Board of Directors may establish Board Advisory Committees for the purpose of researching options and developing recommendations for consideration of the Board of Directors.

The role of the Board is to accomplish its work through the development of policies and it is the responsibility of Management to implement these policies therefore, administrative and program delivery Staff Advisory Committees are the responsibility of Management. In this way Management can be held accountable for Results and Priorities and the only way that the Board can have direct/indirect control over the organization's Committees.

CFDC's organization chart is:



Board Renewal (December 2014)

The objective of the Board Succession and Renewal Plan is to ensure that, collectively, the Directors have the knowledge and skills necessary to enhance the long-term performance of the organization. The Board approved policy on Director tenure is:

- Maximum tenure of Directors is nine years from date of first election by members.
- The Board on its initiative, with the permission of WED, and on an exceptional basis, may exercise discretion to extend the maximum terms specified above where it considers that such an extension is in the best interests of Community Futures North Cariboo.
- At no time may more than 2 members of the current Board be in place for more than 9 years.
- *The Board has until March 31, 2016 to implement the policies above.*

Recruitment and Nomination (April 2014)

Potential Board Members may be identified/nominated by the existing Board of Directors, or where unsolicited any resident of the North Cariboo may make an application for Board Membership.

The Board of Directors will review all nominations and applications for consistency/fit with Board Composition policy.

Board Meetings (April 2012, April 2014)

Board meetings are for the single task of getting the Board's job done (see Board Job Description).

1. Board meetings may include other invited individuals. Authority to invite others is vested in the Chair unless overridden by a simple majority vote.

2. **Agenda Control:** the Board is the sole authority over its own agenda. The Chair will exercise this control on behalf of the Board, though any Board member with a majority agreeing can add or delete business from the agenda. Normally, material related to the agenda will be given to Board members with adequate lead time for preparation.
3. **Agenda Content:** Only those issues which are within the Board's chosen areas of responsibility (see Board Job Description) shall consume Board time. That is, the Board will work only on the Board's job, not on the staff's jobs; though the Board may review staff performance against Board Policies at any time it wishes.
4. Board members are obligated to prepare for meetings and to respectfully participate productively in discussion, always within the boundaries of discipline established by the Board.

Board attendance (April 2014)

Regular attendance is critical to the Board's governance process. Any Director missing three regular meetings in any fiscal year, or three consecutive meetings spanning two fiscal years will automatically forfeit their membership. Said Director may ask the Board for re-instatement. In order to facilitate attendance, meetings may be attended by telephone conference.

Board Awareness and Education (April 2014)

The Board of Directors will support Board awareness and education, and act as effective Ambassadors for the Corporation through:

- Reporting on attendance at events and meetings of other organizations related to the Corporation's business
- Attendance at Community Futures Association AGM and training
- Presentations from other individuals and groups related to the Corporations business
- Participation in CF-sponsored events, community meetings, and announcements
- An on-line library of key community and Board information and educational resources

Transparency (April 2014)

The following elements shall be available on the Corporation's website:

- The Corporation's Governance and Accountability Framework including: Code of Conduct, Board Composition and Complaints/Appeals Policy
- Names of the current Board of Directors
- Recruitment and Nomination Process
- Annual Audited Financial Statement
- A Summary of Performance Results from the previous year

Code of Conduct (April 2014)

The fundamental responsibility of a Director is to represent the interests of Community Futures Development Corporation of the North Cariboo “the Corporation” in directing the business and affairs of the Corporation within the law. A Director shall perform their duties as a director, including their duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they believe to be in the best interests of the Corporation and with such care, diligence and skill as an ordinary prudent person in a like position would use under similar circumstances.

Board Members are expected to demonstrate the following values:

- Support of and respect for the Corporation’s mission and governance process
- Interest in and commitment to community economic development
- Apolitical and broad-based perspective rather than personal-agenda focused
- High ethical standards and integrity in professional and personal dealings
- Appreciation of the Corporation’s responsibilities as a publicly-funded agency

Board Members are expected to:

- Bring the perspective of North Cariboo residents to the affairs of the Corporation
- Conduct themselves in an ethical and professional manner at all times
- Govern with one voice through written policies with an emphasis on long-term ends.
- Attend all scheduled Board and committee meetings
- Be adequately prepared for all meetings, including pre-reading materials
- Keep their contributions to discussions positive and constructive, interacting with others in a courteous and respectful manner
- Respect absolute confidentiality with respect to all client matters
- Represent the Corporation’s interests to other related organizations through membership and participation
- Maintain an awareness of Corporation activities, and promote its activities to the community
- Respect Management’s authority for staffing, day-to-day operations and subsidiary policy development per Board-Executive Relationship Policy.
- Not attempt to exercise individual authority or undue influence over the organization, other Directors or staff.

Board Members shall on joining the Board, and at each annual General Meeting provide signed confirmation in regard to the Corporation’s: Code of Conduct, Conflict of Interest, and Confidentiality Policies.

Travel policy

Travel expenses will be reimbursed to Board members while on authorized Corporation business other than regular Board and Committee meetings.

Travel expenses are paid at current Government of Canada policy and rates.

General

Where possible, participants are encouraged to share transportation costs. Where a designated vehicle is provided, Board Members may choose to travel separately and claim mileage at ½ of the regular mileage rate.

The Government of Canada mileage rate is calculated to account for all costs related to vehicle operation, therefore any damage or loss to a Board Member's vehicle while traveling on Corporation business is the sole responsibility of the Board Member.

Additional costs related to travelling with family are to be covered personally.

Additional costs related to non-business expenses (i.e. optional leisure activities offered as part of a conference event) are to be covered personally.

Individuals with disabilities incurring additional travel-related expenses may request reimbursement as appropriate.

Advances of up to 75% of expected travel costs may be requested where necessary.

Deviations or discrepancies may be corrected by the General Manager (in the case of Staff requests) or the Board Chair (in the case of Board requests).

Please ask for a [Travel and Expense Claim Form](#) to claim your reimbursement.

Board Travel Insurance

In order to insure adequate coverage under Community Future's Board Travel Insurance Policy, it is the individual Board Member's responsibility to insure that there is an appropriate record authorizing their travel as Board Business. This would normally mean insuring that there is a record in the minutes authorizing them to attend the meeting/event on behalf of Community Futures and/or receiving written confirmation from the General Manager."

Board Travel and Professional Development Policy

The annual budget of CFDCNC will include an amount for Board travel and professional development. Generally, and for implementation purposes, each Board member will be allocated an equal share of the total amount.

- Costs of attendance at the CFDABC Annual Conference and travel required of the Board Chair will be paid in addition to the individual allocation.
- Board Members who do not intend to use their annual allocation should notify the General Manager as soon as possible
- Board Members will be advanced or reimbursed travel/professional development costs only to the amount of their allocation unless there is additional money available as a result of other Board Members not using their allocation

Board travel and professional development will be self-directed and for the purpose of Board Member development, particularly as it relates to increased knowledge and skill relating to the Board's annual priorities.

- Board Members who attend courses, events, or other professional development activities funded by CFDCNC will be required to report back to the Board on what they learned and/or what can be applied to the organization’s goals and priorities.”

Conflict of Interest

1.0 Restricted Investment Fund Activities

- 1.1 The Corporation shall not make a loan to, or guarantee the repayment of a loan made to a director, officer or employee of the Corporation or to a partnership in which a director, officer or employee is a partner.
- 1.2 The Corporation shall not make a loan to, or guarantee the repayment of a loan to, or purchase shares in, an incorporated business in which an officer or employee of the Corporation with decision-making responsibilities in relation to investment fund applications, or a director of the Corporation, has a significant business interest.
- 1.3 Where the Corporation is considering
 - (a) An application for a loan of a loan guarantee by the spouse or child of a director of the Corporation or of an officer or employee of the Corporation with decision making responsibilities in relation to investment fund application, or
 - (b) an application for a loan, a loan guarantee or an equity investment by an incorporated business in which a spouse or child of a director, officer or employee referred to in paragraph (a) has a significant business interest, the application shall be referred for consideration by the full Board of directors for decision and the conflict of interest on the part of the director, officer or employee, as the case may be, shall be recorded in the minutes of the meeting. In addition, the director, or the officer or employee (if the officer or employee is present at the meeting), as the case may be, shall not participate in any and all discussions and deliberations in respect of the application and refrain from attempting to influence, lobby or persuade the Board of directors in regard to the application.

2.0 Goods and Services Contracts

- 2.1 Goods and services contracts between the Corporation and a director or business in which a director or the spouse of child of a director, has a significant business interest are permitted provided that,
 - (a) the decision is made by the full Board of directors, irrespective of the existing contracting authorities;
 - (b) the conflict of interest is declared by the director and recorded in the minutes of the Board of directors;
 - (c) the director does not participate in the decision and refrains from attempting to influence, lobby or persuade the Board of directors,
 - (d) a minimum of three independent competitive bids are obtained,
 - (e) the contract offering the lowest cost or best meeting specifications is selected
- 2.2 Notwithstanding section 2.1 of this Schedule, the Board of Directors may authorize goods and services contracts for administration costs as set out in paragraph 1.1 of Schedule 2, with a total annual value under \$250.

3.0 Significant Business Interest

3.1 For the purposes of this schedule, "significant business interest" means the ownership, whether directly, indirectly or beneficially, of more than 10% of the capital stock of the incorporated body, or shares or debentures to which are attached more than 10% of the voting rights of the incorporated body.

4.0 Relationship to Governing Manner

4.1 In all matters referring the interpretation, discipline or enforcement of this policy, the Board of directors will refer to its policy on Governing Manner.

Harassment

The Board of Directors of Community Futures Development Corporation of the North Cariboo believes that all persons are entitled to work in an environment that is free from harassment and supportive of the dignity and self-esteem of each individual. This policy is intended to apply to all persons associated with and who conduct business with the organization.

The employee procedures manual shall also contain a section on workplace safety, which will include policy on personal and sexual harassment, including complaint and resolution procedures.

Definition of Harassment

Harassment is generally defined as any conduct related to the workplace that, by a reasonable standard, creates an intimidating, belittling, threatening, coercive or hostile environment. Harassment may occur as a single incident or over a period of time. A combined series of incidents - of which any one in isolation would not necessarily be considered harassment – may also constitute harassment.

There are several forms of harassment, including, but not limited to, the following:

- threats, intimidation, or verbal abuse
- unwelcome remarks or jokes
- the display or distribution of materials that are, considered derogatory or offensive to a particular person or group of persons
- unnecessary and unwelcome physical contact
- any form of retaliation for filing a complaint under this Policy or for filing a complaint under the British Columbia Human Rights Code.

Resolution Procedures

All persons, including Board members, are encouraged, whenever possible, to resolve a harassment complaint directly with the other party.

Informal Resolution

A complainant who believes s/he has been subjected to harassment is encouraged to bring the matter to the attention of the other party. The complainant should advise the other party verbally or in writing. The complainant should clearly identify the conduct that brought about the complaint and describe the effect the conduct had on the complainant. The complainant should also advise the other party to refrain from similar conduct in the future.

An apology from the other party and no further incidents will resolve the matter

If the complainant does not want to confront the other party directly, or the complainant has made an approach that did not resolve the matter, s/he may choose to speak to a representative or a contact person to discuss potential means of resolving the complaint and/or to request assistance in resolving the matter. In cases involving Board members (as either the complainant or the other party) this representative will normally be the current Chair of the Board. Alternately, the representative will be another Board director.

If the complainant and the representative agree that the conduct does not constitute harassment, neither will take further action and the complaint will be considered to be resolved.

If the complainant and the representative agree that the conduct does constitute harassment, the two will seek resolution per above.

An individual who brings a complaint forward, and who wishes later to withdraw the complaint, may do so; however, the organization reserves the right to investigate the matter to ensure the harassment policy is being upheld.

Formal Complaint Process

Should there be no satisfactory resolution of a complaint via the informal process, a formal process shall ensue.

A written complaint must contain:

- a description of the conduct considered as harassment
- the time(s) and date(s) of the conduct
- the identity of the person(s) responsible for the conduct
- the effect of the conduct on the complainant

The formal written complaint will be given to the Chair of the Board or an alternate Board director. This representative will advise the person named in the complaint, and that person will have seven days to file a written response to the complaint. The response will be provided to the representative, who will provide a copy to the complainant.

Once the exchange of information is completed, the representative will conduct an investigation into the allegations in a timely manner. The representative may engage the services of a private mediator/investigator to investigate the allegations. The person investigating will determine, in a written report, whether or not harassment has taken place and recommend an appropriate remedy.

At the conclusion of the investigation, a copy of the written report will be provided to the complainant and the person named in the complaint.

Every person has a right to file a complaint through the BC Human Rights Commission. However, one cannot process the same complaint under both the BC Human Rights Commission and the above complaint procedures.

All formal written complaints will be investigated thoroughly. Anyone found to be in violation of this Policy may be subject to discipline, up to and including removal from the Board.

Confidentiality

The organization appreciates the difficulties in filing a complaint of harassment and recognizes the complainant's concern regarding confidentiality.

In order to protect the interests of the complainant, the person named in a complaint and any witnesses involved during the investigation of a complaint, confidentiality will be maintained to the extent possible under such circumstances.

Client confidentiality

Client information:

Each client associated with Community Futures Development Corporation of the North Cariboo has the right to have all information about him/her and/or their business kept strictly confidential.

All Board and/or Committee members are required to sign a confidentiality agreement. Copies of this policy and the signed agreement to be provided to the Board/Committee member.

Under no circumstances are Board and/or Committee members to discuss and/or divulge any information in regard to CFDC clients, except with staff, Community Futures Board of Directors and relevant sub-committees.

Organizational:

With the exception of the following items, all information in regard to Community Futures operations is public in nature:

1. Client information (see above)
2. Specific information in regard to employee performance, compensation or other information of a personal nature.
3. Any contracts under negotiation
4. Legal action and/or litigation

Freedom of information legislation

As an independent community-owned organization, CFDC North Cariboo is not governed by Freedom of Information legislation. Only information provided by CFDC to government funders (i.e. WED) may be accessed through that funder.

Miscellaneous

Procedures developed by the Board will be included as an addendum to the Policy Manual.