

## CVS POLICY & PROCEDURE MANUAL

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**Policy Area:** Leadership and Governance

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**Policy # & Policy Name:** 2.3 Governance Structure

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**Group:** Board of Directors

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**Purpose:**

To ensure the structure of leadership provides the support and direction needed to guide CVS.

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**Policy Statement:**

The Board of Directors is organized to fulfill its roles and responsibilities efficiently, effectively and in accordance with the constitution, by-laws and Board Governance Policy.

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**Practice Standards:**

1. The Board of Directors of Community Ventures Society is comprised of volunteers, individuals who provide service without remuneration. The Board of Directors is a balance of perspectives that reflect the cultural and socio-economic diversity of the environment within the knowledge, attitudes, skills and experiences required to achieve the organization's vision/ mission, values, organizational ends and strategic goals.
2. The Board of Directors and committees of the Board direct their combined skills to further the mandate of Community Ventures Society by identifying goals and setting subsequent policy to attain those goals.
3. The Board of Directors employs the Executive Director of the Society. The Executive Director is responsible for implementing the policies that the Board endorses. The Board of Directors determines policy direction. The Executive Director and her / his management team are mandated to make operational these policies.
4. The meetings of the Board of Directors are conducted in accordance with Robert's Rules of Order.
5. The structure of the Board of Directors consists of the Board and its Executive Members, sub-committees as required and advisory committees as required.
6. The Board consists of elected members in good standing.
7. Committees may perform the delegated work of the Board within stated terms of reference. This work may include in-depth, task-specific research, analysis, problem-solving and policy.

**Best Practices:**

The advisory committees will provide advice from independent sources to the Board of Directors as requested on specific issues.

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**Policy Audit:** Board Work Plan - Annually

**Date Issued:** March 1, 2004

**Date Revised:** March 2011 (April 2007)

**Position** Board of Directors

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**Responsible:**

**References:** Board Governance Policy Manual

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### **Policy / Procedures / Guidelines:**

#### **Legal Responsibilities**

A Board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to CVS. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

##### **a. Duty of Care**

- It is a Board member's duty to exercise reasonable care when he or she makes a decision as a steward of the agency.

##### **b. Duty to Act Honestly, In Good Faith and in the Best Interests of the Society.**

- A Board member must be faithful to the agency's mission.
- They are not permitted to act in a way that is inconsistent with the central goals of the agency.
- A Board member can never use information obtained as a member for personal gain,
- and must always act in the best interests of the agency.

##### **c. Duty of Law**

- Each member must exercise the care, skill and diligence of a reasonably prudent person.
- Each member should try to familiarize themselves or become knowledgeable about the provincial and federal laws related to the operations and existence of a non-profit society.
- The Board will seek legal advice when necessary to make sure the Society is following all laws and legal obligations.
- Each member must be aware of the legal considerations, including liabilities, which are involved with being a member of the Board and with the decisions they make.
- The Board will seek legal advice, when necessary, to make sure the decisions they are making do not put members or the Society at risk.

#### **By- Law Review Policy**

The Board will review the Society's By- Laws on an Annual basis. This Board review will be part of the Boards Annual Work Plan.

#### **Board Membership Criteria**

The number of people on the Board is determined by the Society's Constitution and By-laws.

- Each member must meet the membership criteria to be on the Board. This means that they must have certain qualities and characteristics.
- Each Board member must have a genuine interest in the betterment of the Society,
- A passion and commitment to CVS's values, mission, and vision.

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- Every new CVS Board Member must have a Criminal Records Search completed. The Chair will review the searches and follow up with Members accordingly to decide if they are suitable to be a CVS Board member.

Other characteristics that make for an effective Board member – and should therefore be considered when selecting new Board members – include:

- Ability to listen; to think critically and clearly
- Creativity
- Ability to work well with people individually and in a group
- A willingness to prepare for and attend Board and committee meetings, ask questions, take responsibility and follow through on a given assignment
- Ability to evaluate oneself
- Ability to promote a positive community image for both the Board and the Association
- A commitment to learn, grow, and develop skills related to the operations and overall Board responsibilities
- Honesty; sensitivity to, and tolerance of, differing views
- A friendly, responsive, and patient approach
- Community-building skills
- Personal integrity
- Values that align with CVS's
- Problem-solving skills
- A sense of humour.

Members are selected to be on the Board because of the characteristics and contributions they can make to CVS.

Each member will be held accountable for meeting these requirements and may be asked to leave if he or she does not meet these requirements (via the breach of CVS's Code of Ethics or the Boards Code of Conduct).

### ***Board Selection Process***

A call for Board Nominations, via the Nominations and Resolutions Committees, goes out to the CVS membership in March of each year.

The Committee will receive and review the nominations, then submit a report to the Board in April. The Board will review the report and vote to either accept or reject the report.

The Nominations Committee then submits the approved report to the CVS membership at the Annual General Meeting for approval and voting (as per the By-laws).

A Board is selected at the June Annual General Meeting and will begin their work in June.

There are rare occasions when a Board member must step down before their Board appointment is completed. If this happens, the CVS Board will, using the same membership criteria, try to find a suitable person to step into the vacancy.

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## ***Board Orientation***

Each Board member must complete an orientation during the first month of their duties,

The orientation will include a welcome correspondence from the President as well as a one-to-one discussion with the Executive Director. Each member will receive the following:

- Board Manual and its contents, including the Governance policies, material on Board Governance
- Material on the Carver Model of Governance
- A brief overview of CVS
- CVS Organization Chart
- A tour of the Societies programs and services
- The most recent annual report, including the financial statements
- A copy of the strategic plan
- Board minutes from the previous three months
- Copy of Directors Insurance
- CVS Code of Ethics (must sign statement of compliance)
- CVS Code of Ethics includes a confidentiality agreement

## ***Board Education and Development***

Ongoing professional and personal development is important to the overall effectiveness of the Board, on a collective and individual level.

Board members, along with the Executive Directors, will circulate educational opportunities on a regular basis.

The learning opportunity must be related to the member's Board duties/responsibilities.

The Society will pay for the related costs, including travel, fees, meals, and accommodations.

## ***Board Exit Process***

Members leave the Board either on a voluntary or non-voluntary basis.

It is extremely rare, but if a member acts in a way that could hurt or damage the Association, they may be asked to step down.

An investigation and decision (as outlined in the breach of CVSs Code of Ethics or Board Code of Conduct) will be made by the Executive Committee.

On most occasions, a member leaves the Board voluntarily. If a member leaves in the middle of their term, they must submit a resignation letter to the President. If they leave at the end of their term, they must notify the Chair of the Nominations Committee.

When a member leaves voluntarily, the President is encouraged to do a short exit interview with him or her to get feedback and input for Board growth and development.

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### ***Board Evaluation***

It is very important for the Board to conduct an annual assessment of its work and its ability to carry out the related responsibilities of CVS. The Board will conduct its evaluation in September. Each member must complete the evaluation form (see Appendix III) and submit it to the President two weeks prior to the September meeting. The President will make arrangements with the Executive Director to collate the results. The results will be discussed at the September meeting; the Board will establish goals for itself based on the discussion from the self-assessment.

### ***Board of Directors - Officers***

The Directors select from among Board members whatever 'officers' they deem necessary to execute the responsibilities of the Board. Currently these offices include: Chair Person and Treasurer. Terms of office are one year.

#### ***Chair Person:***

- The Chair Person provides leadership to the Directors in determining that the Board meet all moral and legal responsibilities. She/he promotes agency activities aimed at achieving its goals.
- The Chair Person provides leadership in determining or reviewing the purpose and goals of the agency; in determining that measurable organizational objectives, approved by the Board, are established with time limits to their attainment; and in monitoring the progress toward attainment.
- She/he appoints, subject to ratification by the Board, standing committee chairpersons and such special committees as may be deemed necessary to expedite the goals of the agency; directs the agency Board in the fulfillment of its stated roles; and presides in regular and special meetings of the Board, committees and Society meetings.
- She/he serves as chief volunteer spokesperson to the public in all agency matters; promotes the goals of the agency and interprets these to the community when necessary.
- She/he supervises the Executive Director, assuring that the internal operations of the agency are conducted effectively and with maximum efficiency toward achieving its stated objectives; the president supervises standing committee chairpersons to assure that their stated functions are being performed.
- The Nominating Committee is appointed by the Chair Person.

#### ***Treasurer:***

- The Treasurer ensures that full and accurate accounts are kept.
- She/he renders to the Board, at the regular meetings thereof and whenever otherwise required of him/her, an account of all transactions and of the financial position of the Society.
- She/he makes recommendations about Society finances.

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### ***Regular Board Members:***

- Attend all Board and committee meetings and functions, such as special events
- Be informed about the organization's mission, services, policies, and programs
- Review the agenda and Board package prior to Board meetings
- Serve on committees and offer to take on special assignments Inform others about CVS
- Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the organization
- Keep up-to-date on developments in the organization's field
- Follow conflict of interest and confidentiality policies
- Refrain from making special requests of the staff
- Assist the Board in carrying out its financial responsibilities, such as reviewing the agency's annual financial statements, and its regular internal reports

It is the duty of all directors to support and enhance the active participation of self-advocate members of the Board.

### ***Nominations and Resolutions Committee***

The committee's purpose is to put a call out to the CVS membership, in May, for Board nominations and resolutions to be submitted at the Annual General Meeting. The committee accepts the nominations and presents a report to the Board for approval. The report then goes to the membership in the AGM mail out (as per the Constitution and By-laws). The committee is chaired by the Chairperson. The Chair will seek out two other members for the committee; the members will be other directors.

### ***Board Remuneration of Expenses***

All Board members will be reimbursed for related expenses.

The receipts should be forwarded to the Executive Director for processing.

The CVS Board of Directors are volunteers.

They will not be financially compensated (receive money) for their work contributions as a Board members or for any other duties as a CVS volunteer.