

## CVS POLICY & PROCEDURE MANUAL

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**Policy Area:** Leadership and Governance

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**Policy # & Policy Name:** 2.4 Delegation of Authority from Board to Executive Director

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**Group:** Board of Directors, Executive Director

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**Purpose:**

To clarify the roles and responsibilities of the Board of Directors and the Executive Director.

To identify the areas of delegated authority from the Board as a whole to the Executive Director.

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**Policy Statement:**

The role of the Board of Directors of the CVS is to oversee the legal and ethical provision of services to adults with developmental disabilities. The Board exercises its authority at arm's length from the management and delivery of services.

The scope of the authority delegated to the Executive Director is defined by the following policies and may be extended or curtailed at any time through subsequent Board policies.

See below for **Succession Policy and Procedures – Executive Director**

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**Practice Standards:**

The responsibilities of the Board of Directors of CVS are to:

1. Establish, monitor and renew the vision, mission and values of the CVS on a regular basis.
  2. Establish, monitor and renew strategic goals for CVS on a regular basis and ensure that business plans and budgets reflect those goals.
  3. Maintain the long-term fiscal health of CVS.
  4. Approve annual business plans and budgets.
  5. Review financial reports and audited financial statements.
  6. Establish, monitor and renew the bylaws of CVS and the policies of the Board of Directors on a regular basis.
  7. Orient and train new Board members.
  8. Hire and evaluate the Executive Director.
  9. Operate in compliance with all relevant legislation, regulations, established service standards, written codes of ethical conduct and contractual agreements.
  10. Avoid actual and perceived conflicts of interest and declare all potential conflicts.
  11. Establish, monitor and renew plans for risk management on a regular basis.
  12. Maintain open and regular communication with members and other stakeholders.
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13. Monitor the quality and outcomes of services of CVS.
14. Evaluate it's own performance.
15. Develop and approve Board policy directions

The Board delegates the authority and responsibility to the Executive Director to perform the following within the executive limitations set by the Board:

Report to the Board of Directors regularly and as required on the following:

1. Organize, direct, control and administer all agency activities directly or through other reporting managers, consistent with Board approved agency policies, strategic plans, goals and objectives. This must be done within legal, statutory, constitutional requirements and within the philosophy of community living.
2. Establish all operating plans, budgets, policies and procedures.
3. Allocate human, financial, capital and technological resources within approved limits.
4. Manage the delivery and evaluation of all programs and services to a high standard of client based service delivery and in keeping with the mission, values and vision of the organization.
5. Monitor and report on operational and financial performance in keeping with Society policy.
6. Promote the activities and interests of the agency through contact with the community, business organization and the government.
7. Provide vision, direction and leadership to the Management Team and to the Board of Directors.
8. Direct and guide positive and effective labour relations in keeping with the collective agreement and emphasizing interest based negotiations.
9. Develop and advocate for resources necessary to meet the needs of the individuals we serve and their families and program staff.
10. Performing all duties in a lawful and ethical manner, in accordance with the CVS values, commonly accepted business practices and established professional and service standards.

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| <b>Policy Audit:</b>         | Board - Work Plan - Annually   |
| <b>Date Issued:</b>          | March 2004   |
| <b>Date Revised:</b>         | September 2010   |
| <b>Position Responsible:</b> | Board of Directors   |
| <b>References:</b>           | Board Governance Policy<br>Policy & Procedure Manual – Section 2 & 3 |

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## Key Duties and Responsibilities – Executive Director

1. Managing relationships with key stakeholders, including the individuals we serve, staff, the union, government officials, funders, donors, Board members, members, volunteers and families/caregivers.
  - Promotes the agencies mission, philosophy, services, funding needs and value to the community.
  - Represents the agency at community and fund raising events and other official functions.
  - Communication on behalf of the Society with the media or delegates this authority.
  - Participates on various task forces, working groups and other committees as an agency advocate and to facilitate the Society's contribution to the community.
  
2. Strategic Planning and Management
  - Ensure annual operating (business) plans and budgets implement the strategic goals
  - Monitor and report on the achievement of strategic goals on a regular basis:
  - Provide timely and accurate information on changes such as: consumer demographics, service utilization and government funding, policy and legislation as part of the environmental scanning process and input from stakeholders.
  - Assist the Board in developing strategic plans and goals, mission, vision and values statements.
  - Set new directions, develop new initiatives and program proposals in concert with Board direction.
  
3. Service Planning and Management

The Executive Director is responsible for ensuring the effective and efficient delivery of services to consumers and the community which include the following:

  - Ensure all services are consistent with the agency mandate and policy, legal, contractual, budgetary and other requirements.
  - Allocate sufficient resources to support the achievement of strategic and operational goals.
  - Ensure the design and delivery of services are based on the best possible knowledge, evidence and practice.
  - Monitor and report on the achievement of key outcomes for consumers and the community.
  - Facilitate Board reviews, discussion and approval.
  - Provide recommendations to the Board of Directors in regards to all matters.

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### 4. Financial Planning and Management

The Executive Director is responsible for maintaining the short and long-term fiscal health of the organization.

- Prepares annual budgets for approval of the Board of Directors.
- Develops and implements a long range business plan for the organization.
- Oversees and maintains control of approved budgets and expenditures.
- Ensure that the Board of Directors receives necessary financial reports and analyses in a timely manner and understandable format.
- Maintain adequate capital and operating reserves.
- Ensure any planned operating deficits can be repaid according to the business plan approved by the Board of Directors.
- Maintain adequate liquidity and flexibility.
- Allocate resources for competing budgetary needs in a manner that is consistent with Board-stated priorities.
- Performs cost benefit analysis as required.
- Undertakes contract negotiations and program proposals with funders.
- Ensures all plans are in keeping with the strategic goals.
- Assists the Board to develop and implement fund raising strategies.
- Oversee major contracts made with the agency. Setting priorities, schedules and allocating resources.
- Oversee the development of major program shifts.
- Oversees the management of all facilities.
- Ensure that the business of the organization is carried out expeditiously.

### 5. Risk Management

- The Executive Director is responsible for safeguarding the organization against undue risk.
- Conduct an annual review/assessment of CVS exposure to risk.
- Develop a written plan of action to reduce CVS exposure to risk.
- Report to the Board of Directors on the achievement of risk management outcomes.
- Establish and ensure that all professional, licensing or other monitoring requirements are in place to satisfy legal, regulatory and other requirements.
- Calculate the impact of legislative changes, resources needs and other matters of importance to the agency.

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### 6. Human Resources Management

- The Executive Director is responsible for making CVS an outstanding place to work.
- Ensure staff and volunteers are treated in accordance with the CVS mission, vision and values.
- Oversee the execution of performance appraisals, discipline, grievance resolution, arbitration and termination. Involving the Board of Directors as necessary in these matters.
- Adhere to the spirit and wording of the collective agreement
- Comply with relevant workplace legislation, regulations and standards.
- Provide leadership in union negotiations and in interface with the Community Social Service Employers' Society (CSSEA).
- Direct and monitor staff of the Administrative and Management Team and the Special Projects Division and/or delegate this authority.

### 7. Accountability

- Directs and controls the day to day operations and administration of the organization.
- The Executive Director is accountable for the responsibilities conferred by the Board of Directors and by governing legislation, regulations, contractual agreements and professional bodies.
- Submit timely, accurate and understandable information and analysis on the cost, quality, outcomes and compliance of programs, services and other aspects of organizational performance.
- Submit written plans for corrective action, as needed.
- Submit year-end organizational performance, financial performance and compliance reports with recommendations for improvement, as needed, in the following fiscal period.

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#### **Executive Director Compensation**

Each year the Board Chair will make a recommendation to the Board of Directors regarding Executive Director's compensation based on the following considerations:

- resources available,
- outcome of the performance review,
- and a comparative analysis to other equivalent positions ( Annual CSSEA Executive Compensation Report.

The Board makes the final decision regarding the Chair's recommendation regarding the Executive Directors compensation.

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### **Succession Policy and Procedures – Executive Director**

#### *Policy Statement:*

A change in executive leadership is inevitable for all organizations and can be a very challenging time. Therefore, it is the policy of the Community Ventures Society to be prepared for an eventual permanent change in leadership – either planned or unplanned – to insure the stability and accountability of the organization until such time as new permanent leadership is identified. The board of directors shall be responsible for implementing this policy and its related procedures.

It is also the policy of the board to assess the permanent leadership needs of the organization to help insure the selection of a qualified and capable leader who is representative of the community, a good fit for the organization's mission, vision, values, goals and objectives, and who has the necessary skills for the organization. To insure the organization's operation are not interrupted while the board of directors assesses the leadership needs and recruits a permanent executive officer, the board will appoint interim executive leadership as described below. The interim chief executive officer shall ensure that the organization continues to operate without disruption and that all organizational commitments previously made are adequately executed, including but not limited to, loans approved, reports due, contracts, licenses, certifications, memberships, of the Community Ventures Society, and others.

It is also the policy of the Community Ventures Society, to develop a diverse pool of candidates and consider at least three finalist candidates for its permanent CEO position. The Community Ventures Society shall implement an external recruitment and selection process, while at the same time encouraging the professional development and advancement of current employees. The interim CEO and any other interested internal candidates are encouraged to submit their qualifications for review and consideration by the transition committee according to the guidelines established for the search and recruitment process.

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Procedures for Succession:

For a temporary change in executive leadership (i.e., illness or leave of absence) refer to the organization's Personnel Guidebook. In the event the Executive Director of the Community Ventures Society, is no longer able to serve in this position (i.e., leaves the position permanently), the board of directors shall do the following:

1. Within 5 business days appoint an interim Executive Director according to the following line of succession:
  - a. A senior staff person of Community Ventures Society ( based on a the recommendation of the current Executive Director)
  - b. external consultant (with experience as an interim executive director)
2. Within 15 business days appoint an executive transition committee, in the event that a permanent change in leadership is required. This committee shall be comprised of at least two members of the board of directors. It shall be the responsibility of this committee to implement the following preliminary transition plan:
  - a. Communicate with key stakeholders regarding actions taken by the board in naming an interim successor, appointing a transition committee, and implementing the succession policy. The organization shall maintain a current list of key stakeholders who must be contacted, such as financial institutions of Community Ventures Society, foundations, government agencies, and others.
  - b. Consider the need for consulting assistance (i.e., transition management or executive search consultant) based on the circumstances of the transition.
  - c. Review the organization's strategic plan and conduct a brief assessment of organizational strengths, weaknesses, opportunities and threats to identify priority issues that may need to be addressed during the transition process and to identify attributes and characteristics that are important to consider in the selection of the next permanent leader.
  - d. Establish a time frame and plan for the recruitment and selection process.
  - e. Refer to the Executive Director Hiring Policy and Procedures in the Governance Policies for additional procedures. [not developed at this time]

The board should use similar procedures in case of an executive transition that simultaneously involves the Executive Director and other key management. In such instance, the board may also consider temporarily subcontracting some of the organizational functions from trained consultant or other organizations.