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Governance Policies Template

# REVISION HISTORY

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| VERSION | DATE | REASON FOR CHANGE |
| 1 | Approved December 5, 2018 | Initial Approval |
| 2 | Approved May 20, 2020 | Annual Review, minor revisions |
| 3 | Approved November 4, 2020 | Standardization of Executive Limitations Policy and Tracker |

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1. **Introduction**

This document sets forth the *Governance Policies* of Lead Dog Consulting (Society or Association), which define the role that the Board of Directors (the Board) shall play in the affairs of the organization. The Board’s primary role is to govern and provide leadership and direction for the organization in pursuit of its Mission.

The Board believes that good governance is vital to the effective and efficient operation of the organization. This requires making a distinction between the functions of the Board and those of management and the establishment of Board structures and processes that provide effective accountability, transparency, and oversight.

The Board will govern with an emphasis on:

* overall vision rather than daily operations,
* strategic leadership more than administrative detail,
* clear distinction of Board and Executive Director roles,
* collective rather than individual decisions, and
* proactivity rather than reactivity.

In the event that there is a contradiction between this document and the established legislation or the organization’s bylaws, the legislation and bylaws shall be considered correct.

1. **The Board of Directors**

## Role of the Board

The Board’s primary role is to govern and provide leadership and direction for the Association in pursuit of its mission: the provision of safe, quality day care for members at an appropriate cost. Towards this end, the Board shall:

* Maintain authority over, and responsibility for, the structures and systems of the Association;
* Develop policies and strategies that guide the Association and provide direction for management;
* Ensure that an annual operating plan for the Association is in place;
* Ensure that there are sufficient and appropriate human and financial resources for the Association to accomplish its work;
* Meet all legal requirements that pertain to the Association;
* Provide support to the Executive Director;
* Remain attentive to the changing needs of the Association’s membership and key partners; and
* Speak with one voice through formal motions adopted at its meetings.

## Responsibilities of the Board

For each of the following subheadings, the Board shall fulfill the following obligations.

**Accountability**

* Be accountable to the Association’s Membership and abide by the Board’s decisions and directives;
* Maintain the trust and support of the Association’s Membership and the general public;
* Ensure that the overall organizational and staffing structure facilitates the development and delivery of the Association’s Mission and strategic plan;
* Approve a set of human resource (management, staff, and program and administrative volunteers) policies;
* Ensure that proper procedures and processes are established for responsible management succession;
* Adopt policies and processes that maintain the integrity of the Association’s information management systems;
* Ensure that policies and processes exist that identify and monitor principal business risks, address what risks are acceptable to the Association, and ensure that appropriate systems and actions are in place to manage such risks;
* Ensure effective reporting of Association activities to members and regulators on a timely and regular basis;
* Ensure that the Association operates in an ethical and morally appropriate manner.
* Allow no officer, individual or committee of the Board to prevent the Board from fulfilling its commitments.

**Planning**

* Develop, approve, and ensure the implementation of strategic plans including monitoring ongoing performance of the plans; and
* Approve an annual operating plan[[1]](#footnote-1) and monitor performance against that plan.

**Selection, Support, and Evaluation of Senior Management**

* Select the Executive Director;
* Determine the Executive Director’s compensation, and set out in clear terms the Executive Director’s authority, responsibilities and accountability, and the *Executive Limitations Policy (see Section 6)*;
* Develop and employ effective procedures and processes for the monitoring and evaluation of the Executive Director;
* Conduct a formal evaluation of the Executive Director on an annual basis; and
* Make provision for the Executive Director’s professional development.

**Financial Oversight and Development**

* Approve the Association’s year-end financial report, annual operating budget, and other financial reporting as required;
* Approve policies that implement sound financial controls for the Association and ensure policy compliance;
* Approve policies regarding the Association’s fee schedules;
* Ensure that an effective relationship is maintained between the Association and all funding agencies;
* Approve financial decisions and actions beyond the authority of the Executive Director as outlined in the *Executive Limitations Policy*; and
* Safeguard and approve changes in the Association’s assets and resources beyond the authority of the Executive Director, as outlined in the *Executive Limitations Policy*.

**Board Governance and Development**

* Govern in accordance with the Association’s Articles of Incorporation, *Constitution,* *By-laws*, *Governance Policies, Executive Limitations* policy*,* and any other policies of the Association, and forwards proposed amendments to the Articles and/or By-laws to the Membership for approval;*;*
* Review and propose amendments to the By-laws of the Association;
* Approve and update the *Governance Policies, the Executive Limitations Policy,* and other Association policies, including but not limited to those pertaining to risk management, conflict of interest, harassment, and procedures governing Board meetings;
* Approve the appointment of the chairs and the members of any Standing and Special, Committees of the Association;
* Assess the performance of the Board and its Directors on at least an annual basis;
* Board members will not use their position to obtain employment or influence hiring decisions in the organization;
* Develop an orientation, and training process for new Directors;
* Ensure compliance with the Association’s *Constitution* and *By-laws*; and
* Continual Board development that includes orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.

**External Relations**

* Develop policies regarding the conduct of relationships with external partners and service providers;
* Develop policies regarding the protection and enhancement of the Association’s image and reputation;
* Ensure an effective relationship exists with our partners and stakeholders;
* Represent the Association in the community effectively by focusing on the Association’s accomplishments, as well as its needs and challenges.

## Composition and Structure of the Board of Directors

The composition and structure of the Board of Directors is set out in the By-laws of the Association.

## Meetings of the Board of Directors

**Board Meeting Times and Format**

* The Board shall determine its meeting schedule through the development of an annual Board calendar.
* In the event that in-person meetings cannot be held, the board can convene via teleconference or video conference.
* Directors that cannot attend in-person meetings can join by teleconference or virtual means.

**Preparations for Board Meetings**

* The President shall compile the agenda of meetings of the Board. Boards Officers and Directors may propose items for inclusion in the agenda at least seven (7) days before the meeting. The agenda and all relevant material must be sent out to the Board at least five (5) days before the meeting.
* The agenda for regular Board meetings shall include, at a minimum, the following items:
  + Declaration of Conflict of Interest;
  + Minutes of Board meetings not previously adopted;
  + A status report of action items;
  + A report from the Executive Director dealing with progress achieved toward the attainment of the Association’s strategic priorities and plans;
  + Financial Variance Report (quarterly); and
  + Any written reports submitted by Committees.
* All reports to the Board shall be in written form and shall contain background information and a description of the issues for discussion, unless otherwise agreed upon through discussion with the President.

**Board Meeting Rules and Procedures**

* A majority of Directors shall form quorum at all Board meetings;
* The rules of procedure for meetings shall be *Robert’s Rules of Order*;
* The meetings shall be chaired by the President. In the President’s absence, the Vice- President shall serve as Chair. If neither are present, the Directors may elect another Director, by majority vote, to serve as Chair; and
* In chairing the meetings, the Chair shall:
  + Guide the discussion so that it proceeds in an orderly and efficient fashion, relates to motions, respects the Association *Board Meeting Code of Conduct*, and deals with Board business;
  + Ensure that all views are heard, that the Board reaches decisions, and that the will of the majority prevails;
  + Vote only in the event of a tie; and
  + Be responsible primarily for facilitating debate.

**Board Meeting Code of Conduct**

The *Board Meeting Code of Conduct* applies to all meeting participants, including the Executive Director or any guests invited to attend, insofar as they may apply. Each Director shall:

* Attend Board meetings regularly and participate fully in Board deliberations;
* Conduct themselves in Board meetings with a view to furthering the general interests of the Association and not the interests of individual and group stakeholders;
* Respect confidentiality of Board business and Board deliberations;
* Support the majority decisions of the Board and speak with a unified voice to the membership and the community;
* Conduct themselves in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, constructiveness, individuality, restraint, effective communication, willingness to compromise, and respect for others;
* Ensure that the discussion of business occurs at the Board table and not outside the Boardroom between meetings;
* Adhere to the conflict of interest requirements as they relate to Board meetings; and
* Notify the President and Executive Director as soon as possible in advance of a Board meeting if he or she is unable to attend.

1. **Board Officer** **Roles and Responsibilities**

## Directors

**Role of a Director**

* To practice the standard of due diligence, and the duty of loyalty and care that are required of a Director;
* To act within the scope of the governing documents of the Association and always in recognition of the principle that the Board’s role is to govern, and management’s role is operational;
* To contribute skills, knowledge, influence and other assets that allow the Association to carry forward with its priorities, plans and policies; and
* To act honestly, in good faith, and in the best interests of the Association as a whole.

**Responsibilities of a Director**

#### *Accountability*

* Understands and meets the legal requirements and obligations of a Director;
* Understands the legal, regulatory, business, social and political environments in which the Association operates;
* Remains informed about the legislation under which the Association exists, and the Association’s Articles, Bylaws, Mission, Vision, Values and policies as these pertain to the duties of a Director;
* Possesses a clear understanding of the governance structure of the Association;
* Evaluates the Performance of the Executive Director;
* Keeps generally informed about the activities of the Association and the issues that affect the Association;
* Supports and abides by the majority decisions of the Board;
* Respects and maintains the confidentiality of Board business and Board deliberations;
* Confines discussions of Board issues to Board meetings;
* Acts to develop and retain the trust of other Directors;
* Declares any apparent or real personal conflict of interest or loyalty in accordance with the Association’s Bylaws and policies and statutory requirements; and
* Demonstrates high ethical standards and integrity as a Director of the Association.

#### *Participation in Board/Committee Meetings*

* Plans time prior to Board/Committee meetings to review the meeting agenda and accompanying documents and thus be prepared to engage in an informed discussion on the matters before the Board/Committee;
* Participates in Association events and activities when required;
* Respects and adheres to the Association’s *Board Meeting Code of Conduct*;
* Asks questions when the information provided at a meeting is inadequate or the question before the meeting is unclear, and voices clearly and explicitly any opposition to a decision being considered at the meeting;
* Takes every measure to ensure that the Board remains attentive to the Association’s priorities and plans and informs the President when these are not being met;
* Review the Association’s financial statements and financial reports, and otherwise helps the Board fulfill its fiduciary responsibilities;
* Helps develop and maintain a spirit of collegiality and positive interpersonal relationships within the Board;
* Refrains from discussing performance issues about members of staff during Board meetings;
* Contributes to the Board’s evaluation of its own performance;
* Contributes to the assessment the Executive Director’s performance;
* Never speaks for the Board of Directors or the Association unless authorized to do so;
* Confines direction given to the Association staff to interactions with the Executive Director at Board meetings, so that the lines of accountability within the Board and staff remain clear, except when authorized by the Board; and
* Fosters and promotes a positive image of the Board and the Association with its stakeholders and in the community.

## The President

**Role of the President**

* To keep the Board focused on advancing the mission and plans of the Association;
* To ensure the Board develops policies and strategies that guide the Association;
* To ensure the relationship between the Board and Executive Director remains positive, constructive, and professional;
* To play a leading role in communicating externally the mission and core values of the Association, and information about the Association’s activities that is consistent with the views of the Board of Directors;
* To act as the spokesperson for the Association and/or appoint spokespersons when necessary;
* To represent the collective will of the Board in communicating with the Executive Director;
* To represent the Association at meetings and events with external bodies and/or appoint representatives when necessary;
* To cast a vote in the event of a tie;
* To facilitate Board decisions;
* Except as noted elsewhere in the *Governance Policies*, to bind the Association only with the consent of the Board of Directors; and
* To carry out their responsibilities as a Director and Officer of the Association.

**Responsibilities of the President**

#### *Leadership of the Board*

* Ensures that the Board carries out its responsibilities as defined in the Association’s By-laws and *Governance Policies* and other policies of the Association;
* Ensures that the Board attends to its internal governance functions, including those related to the orientation of Board candidates and to the Board’s evaluation of its own performance;
* Serves as chair of the Emergency Committee;
* Serves as one of the Association’s Signing Officers;
* Remains familiar with all policies and procedures of the Association; and
* Delivers the Executive Director’s performance review with the assistance of the Vice President.

#### *External Relationships*

* Speaks and votes on behalf of the Association at external meetings in a manner that is consistent with the will of the Board;
* When appointed, sits on committees representing the interests of the Association;
* Communicates directly with external bodies on behalf of the Association and report on this communication to the Board at the next Board meeting;
* Shall not commit the Association to a course of action that does not have the approval of the Board; and
* Ensures that decisions reached by external bodies that are applicable to the Association are brought to the attention of the Board of Directors for consideration.

## The Vice-President

**Role of the Vice President**

* To work closely with the President in providing leadership and direction for the Association;
* To assist the President with the delivery of the Executive Director’s annual performance review;
* To perform the duties of the President in the President’s absence or inability to act; and
* To perform their role and responsibilities as a Director and Officer of the Association.

**Responsibilities of the Vice President**

* Serves as one of the Association’s Signing Officers; and
* Assists with the delivery of the Executive Director’s performance review on behalf of the Board of Directors.

1. **Committees**

## Purpose

* The Board of Directors shall establish committees to assist it with its work; such committees are not to be involved in the Association’s day-to-day operations;
* Standing committees of the Board are permanent and have a governing function. The Standing Committees of the Association Board are: Human Resources, Finance, Governance, and Emergency; and
* Special committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period as described in the *Bylaws*; they are dissolved after they have completed their work.

## Authority

Standing committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.

## Meetings

* Background information for committee meetings is to be forwarded to committee members at least five (5) days in advance of the meeting;
* Committee members shall review all background information sent to them prior to meetings;
* Committee members shall notify the committee chair in a timely fashion if they are unable to attend or participate in a meeting;
* At meetings, the committee chair shall:
  + Guide the discussion so that it proceeds in an orderly and efficient fashion, respects *Robert’s Rules of Order* and the Association Board Meeting Code of Conduct, and only deals with committee business; and
  + Ensure that all views are heard and that the committee formulates recommendations that reflect the majority will.
* Committees report to the Board by means of verbal or written reports, the latter of which should be forwarded, together with any committee meeting minutes, to the President and Executive Director in time for inclusion with the Board meeting materials;
* Committees may establish sub-committees to assist them with their work; and
* Committees may invite individuals who are not members of the committee that can provide necessary expertise to meetings to assist them with their work.

## Human Resource Committee Terms of Reference

**Role of the Committee**

* To oversee and carry out all aspects of human resource management with respect to the Association’s Executive Director and ensure adequate human resource policies are in place for all Association staff.

**Responsibilities of the Committee**

* Ensure the annual performance assessment is carried out according to the framework approved by the Board of Directors;
* Recommend adjustments to the performance assessment process used for the Executive Director’s evaluation;
* Recommend adjustments to the salary and contract of the Executive Director to the Board of Directors;
* Review the Employee Policy and Procedures Manual annually and consider proposed changes from the Executive Director; and
* Assist and support the Executive Director with internal human resources issues and the development of policies as necessary.

**Composition and Eligibility**

* Composed of the Board’s President and two additional Directors as agreed upon by the Board; and
* Committee members should possess an understanding of the committee’s terms of reference.

**Procedures**

* Meetings may be held by conference call if an in-person meeting is not possible; and
* Any issues or recommendations related to human resource management must be communicated to the Board of Directors at their next meeting.

## Finance Committee Terms of Reference

**Role of the Committee**

* To provide oversight on the financial management of the organization.

**Responsibilities of the Committee**

* Provide support to the Executive Director with respect to the financial management of the Association to ensure sound fiscal management and implementation of Association policies as required;
* Ensure best practices with respect to financial controls and reporting are in place;
* Make recommendations to the Board of Directors for additional policies;
* Review draft financial reports, a draft budget each year, and year-end financial statements and provide recommendations to the Board; and
* Review proposed strategies and initiatives related to funding opportunities.

**Composition and Eligibility**

* Chaired by the Treasurer;
* Composed of at least one (1) additional Director and a maximum of two (2) additional members with financial experience and/or qualifications; and
* Committee members should possess an understanding of the committee’s terms of reference.

**Procedures**

* Meetings may be held by conference or video call if an in-person meeting is not possible; and
* All decisions or actions by the Committee must be communicated to the Board of Directors at its next meeting.

## Governance Committee Terms of Reference

**Role of the Committee**

* To assist the Board in developing, implementing, reviewing and updating the Articles, By-laws, and other policies of the YKDA.

**Responsibilities of the Committee**

* Develops, reviews, and updates the YKDA Governance Policies, Articles, and By-laws for the approval of the Board, and other policies as assigned by the Board.

**Composition and Eligibility**

* Chaired by a Director;
* Composed of at least one (1) additional Director and a maximum of two (2) additional members; and
* Committee members should possess an understanding of the committee’s terms of reference.

**Procedures**

* Meetings may be held by conference or video call if an in-person meeting is not possible; and
* All decisions or actions by the Committee must be communicated to the Board of Directors at its next meeting.

## Emergency Committee Terms of Reference

**Role of the Committee**

To exercise specified powers of the Board in critical emergency situations where it is impossible for the Board to be convened either in person or using teleconferencing or other comparable means of communication.

**Responsibilities of the Committee**

Makes decisions in critical emergency situations except in relation to any of the following matters:

* Dissolution of the Association;
* Hiring or dismissal of the Executive Director;
* Negotiation of contracts or approval of mergers or partnerships;
* Changes to the organizational structure of the Association;
* Approval or alteration of a Board-approved budget;
* Adoption or elimination of major Association programs;
* Appointments and/or nominations to external bodies;
* Purchase or sale of Association property;
* Amendment of the By-laws or the *Governance Policies* of the Association;
* Amendment of Association policies that require Board approval; and
* Suspension, discipline or removal of any Member of, or persons holding an official position in the Association or its member Associations.
* Composition and Eligibility
* Composed of the President, Vice President, and one other Director; and
* Committee members should possess an understanding of the committee’s terms of reference.

**Procedures**

* Quorum to be all voting members of the Committee;
* Decisions to be made by majority vote;
* Meetings may be held by conference call; and
* All decisions or actions by the Committee must be communicated to the Board of Directors, and if necessary ratified, by a majority vote within seventy-two (72) hours.

1. **Professional Development and Training**

## Professional Development Plan

The Executive Director shall submit a professional development plan to the Chair for approval at the beginning of each calendar year. Additional opportunities for training will be presented to the Board as they arise and only carried out with approval from the Board.

## Performance Evaluation

**Process**

* The Human Resource Committee will conduct a confidential performance evaluation annually;
* Directors, contractors, and the Executive Director will provide feedback on the Executive Director’s competencies and accomplishment of the annual performance objectives;
* The committee will work with the Executive Director to refine the proposed performance objectives; and
* Key themes will be identified, and the Chair will present the results of the evaluation to the Executive Director.

**Recommendations**

* The Human Resources Committee shall submit recommendations to the Board:
  + Related to the results of the performance evaluation;
  + Related to improvements to the performance evaluation process;
  + Whether to approve the proposed performance objectives; and
  + On any proposed adjustments to the Executive Director’s contract.

1. **Executive Limitations Policy**

## Global Limits on the Executive Director

The Executive Director shall not cause or allow any practice or activity which is either unlawful or in violation of child care or employment legislation or relevant governmental agencies. The ED shall not alter any of the *Executive Limitations* without approval of the Board.

## Executive Director’s Treatment of Members

With respect to interactions with members or those applying to be members, the Executive Director shall not use procedures that are discriminatory or unnecessarily intrusive. Further, the Executive Director shall not:

* Require information from members for which there is no clear necessity.
* Use methods of collecting, transmitting, sharing or storing member information that fail to protect against improper access to that information.
* Fail to inform members of their rights and responsibilities as outlined in the Association’s *By-laws* and policies.
* Fail to communicate with Members so that:
  + communication is a two-way process;
  + there was respect for Members and a genuine, consistent and timely attempt to meet their needs or, at least, understand their positions, and
  + there was follow-through on agreements reached or issues raised.

## Executive Director’s Treatment of Staff and Volunteers

This policy applies to staff and volunteers. The Executive Director shall not:

* Operate outside of the actions described in the Employee Policy and Procedures Manual, which must be approved by the Board.
* Discriminate against any staff member for differences of opinion.
* Prevent staff from bringing forward formal grievances to the Chair as outlined in Policy 3.18 of the Employee Policy Manual.
* Fail to provide adequate and relevant training to staff and volunteers.
* Fail to ensure that employees and volunteers are informed of the guiding policies and procedures of the Association and of changes to such policies and procedures that affect their roles and responsibilities.
* Operate without written personnel policies for Association employees that include, but are not limited to:
  + codes of conduct/ethics;
  + disciplinary action;
  + termination;
  + conflict of interest;
  + an employee grievance procedure; and
* annual performance appraisals.

## Human Resources

The Executive Direction shall ensure that human resources are managed in an appropriate and effective manner. The Executive Director shall not:

* Permit the hiring of employees or contractors without adherence to the policies of the Association, including conflict of interest and existing labour laws.
* Discriminate or allow discrimination against an employee or volunteer for non-disruptive expression of dissent.
* Fail to protect individuals who make such reports from retaliation.
* Create or allow a work atmosphere that is not conducive to job satisfaction, subject employees or volunteers to unsafe or unhealthy conditions, or fail to ensure respect for confidentiality on organizational and personnel matters.
* Prevent employees from bringing grievances to the Board when:
* Internal procedures had been exhausted; or
* The grievance is toward the Executive Director; or
* The employee alleged either of the following:
  + That Association policy had been violated to his/her detriment, or
  + Association policy did not adequately protect his/her human rights.
* Fail to maintain compliance with an approved organizational chart and staff in compliance with the organizational chart.
* Operate without a Board approved employment agreement and compensation plan.

## Compensation and Benefits

The Executive Director shall not deviate from established compensation ranges and scales. Specifically the Executive Director shall not:

* Establish or change compensation or benefits for employees that:
* Deviated materially from the established salary scale or compensation ranges, as approved by the Board;
* Caused unfunded liabilities to occur, or in any way commit the organization to benefits, that incur unpredictable future costs;
* Provided less than required levels of benefits to employees; or
* Allowed any employee to lose benefits already accrued from any foregoing plan.
* Change the Executive Director’s compensation or benefits.
* Determine severance packages outside of specified limits of existing labour laws or the employee’s employment agreement.

## Financial Planning and Management

Financial management shall not deviate materially from the approved budget and shall be conducted in such a way as to not jeopardize the long-term financial health of the Association. The Executive Director shall not:

* Fail to have financial planning and control systems in place that include adequate reporting procedures and meet the auditor’s/accountant’s standards.
* Fail to present an annual budget to the Board for approval and to produce, at a minimum, a quarterly financial report for review by the Finance Committee and Board.
* Budget for an annual operating loss, unless authorized by the Board, or incur an unbudgeted annual operating loss.
* Fail to promptly inform the board of changes that affect the annual operating plan or budget, indebt the Association by an amount beyond the amount approved in the budget, or deviate materially from the Board approved budgeted priorities in allocating funds.
* Provide too little detail to enable credible projections of revenues and expenses, separation of capital and operational items, projected cash flow, and disclosure of planning assumptions.
* Deviate from established business practices with respect to the acquisition of goods and services.
* Fail to work with the Finance Committee to develop appropriate plans and procedures for the annual audit/review, in accordance with International Financial Reporting Standards, and for the development and approval of financial policies.
* Fail to prepare funding submissions in accordance with the timelines established by the Association’s funders.
* Allow operating reserves to be less than three months’ operating expenses based on the expenses reflected in the prior year’s audited financial statements, unless authorized by the Board, or for cash to drop below the amount needed to meet payroll and debts in a timely manner.
* Fail to show a positive progression towards any long-term reserve funds established by the Board or allow unrestricted fund balances to drop below $300 000.00, unless authorized by the Board.
* Fail to include capital expenditure plans for purchases of equipment and any other capital acquisitions.
* Operate without Board-approved policies that establish reasonable and effective controls over bank transfers and the opening of bank or investment accounts.
* Secure a loan or line of credit from a financial institution without the prior recommendation of the Finance Committee and authorization of the Board.
* Use any of the Association’s reserves unless authorized by the Board.
* Use restricted contributions for any purpose other than that designated by the contributor or jeopardize receipt of committed contributions.
* Allow the collection of accounts receivable to be undertaken in an untimely manner, and fail to aggressively pursue receivables outstanding beyond 30 days.
* Fail to record expenses in a timely manner.
* Fail to make tax payments or other government ordered payments or filings in a timely fashion, or to make source deductions as required by law.
* Fail to designate appropriate administrative signing authorities within the Executive Director’s responsibility and adhere to established policy with regard to signing authority.
* Operate without an ongoing assessment of risk and where deemed appropriate without acquiring the required insurance including but not limited to:
  + property, liability and cancellation insurance to adequately protect the Association’s assets and interests;
  + insurance against theft or casualty losses to at least 80% replacement value, and
  + against liability losses to Directors, Officers, staff, volunteers or the Association itself beyond the minimally acceptable prudent level.

## Asset and Facilities Protection

The Executive Director shall ensure that the organization’s assets are protected and adequately maintained. The Executive Director shall not:

* Allow un-bonded personnel access to material amounts of funds.
* Enter into any contract without engaging in a process for determining the most suitable provider, as described by the Financial policy.
* Enter into any purchase, lease, rental or service contract contrary to the Association’s approved spending authority or without obtaining the signatures of Officers of the Association.
* Fail to protect intellectual property, information and files from loss or damage, or to enact a document retention and destruction policy.
* Fail to advise the Board in a timely fashion of relevant trends, public events, major agreements involving the Association that generate high public visibility, adverse media coverage, anticipated lawsuits against the Association or changes in the external and internal environment that might affect the Association in areas of concern to the Board.
* Fail to ensure that required building inspections are carried out.
* Allow or cause conditions that are unsafe, or fail to comply with local, territorial and federal day care requirements.
* Fail to protect information and files from loss or damage.
* Fail to present information or advice to the Board that is
  + timely, complete, and accurate
  + advise the Board of any changes in the assumptions upon which the Board has been operating;
  + inform the Board of points of view, issues or options that are pertinent to fully informed Board decision making.
* provide information sought by the Board in a timely manner, and to ensure that such information is accurate and understandable.

## Communication and Support to the Board

The Executive Director shall ensure that the Board is informed and supported in its work. The Executive Director shall not:

* Fail to inform the Board of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits or other material external and internal changes, particularly changes in the facts upon which any board policy has previously been established;
* Fail to notify the Board of any substantial changes to operating or general staff management procedures (i.e., leave, discipline);
* Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.;
* Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies;
* Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board and
* Fail to provide the Board timely, accurate and understandable monitoring and performance data on the Association’s affairs when requested by the Board members.

## Public Image

The Executive Director shall not cause or allow operational conditions, procedures, opinions or decisions that jeopardize the public image of the organization. The Executive Director shall not:

* Speak publicly regarding Board directives without consulting the Board.
* Speak publicly in any manner that will damage the public reputation or integrity of the Association.
* Change the Association’s legal name or alter its identity or brand.
* Operate without policies regarding communication with Members and other stakeholders.

## Contracts

When entering into contracts for goods and/or services on behalf of the day care, the Executive Director shall not:

* Fail to prohibit methods and activities that would use Association funds in imprudent, unlawful or unethical ways.; and
* Fail to assess and consider a vendor’s capability to produce the desired results.

## Health and Safety

The Executive Director shall ensure that staff are adequately trained and prepared for emergencies. Specifically, the Executive Director shall not:

* Fail to have senior staff trained on the NWT Safety Act, and CPR and first aid.
* Fail to have all staff complete the training required on all applicable legislation.

1. An annual operating plan will take the form as agreed upon by the Board [↑](#footnote-ref-1)