

## BOARD OF DIRECTORS POLICY MANUAL

Policy Name: Board Job Contributions

Policy Number: GP-2

Policy Type: Governance Process [GP]

Date Approved: 2015-Aug-18

Date Amended: 2019-Aug-26

Last reviewed: 2019-Aug-26

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As an informed agent of the ownership, the board's specific job products are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to:

1. Engage in dialogue with legal/moral ownership to create the link between the owners and the operational organization.
2. Translate expectations into written, comprehensive and concise governing policies that address the broadest levels of all organizational decisions and situations:
  - 2.1. *Ends\**: what good or benefit the Association is to produce, for which recipients, at what worth. (Global ends may be referred to as 'mission statements')
  - 2.2. *Executive Limitations*: Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - 2.3. *Governance Process*: Specification of how the Board conceptualizes, carries out, and monitors its own task.
  - 2.4. *Board-Management Delegation*: How power is delegated and its proper use monitored, including the CEO role, authority, and accountability.
3. Monitor policy compliance. Assure organizational performance on Ends and Executive Limitations through structured monitoring of the CEO as outlined in policies on Board-Management Delegation.
4. Make decisions that the Board has prohibited the CEO from making by its Executive Limitations policies.
  - 4.1. Changes to the balance of funds in the Contingency Reserve established by the Board;
  - 4.2. Determining awards bestowed by the Board of Directors, i.e. the Board Awards, and selecting recipients of the Board Awards;
  - 4.3. Changes to Conditions of Membership, including Member Fees; and
  - 4.4. Changes in the manner of calculating the total operating budget allocation for Investment in Governance
  - 4.5. Changes in pension benefits.

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- 4.6. Decisions about capital expenditures in excess of \$100,000 not included in the initial financial plan assessed by the Board as compliant with its Executive Limitations policies, not required to fulfill a grant or DC services contract or that exceeds the originally budgeted cost for a capital purchase by more than 10%.
5. Renew the multi-year Pledge to CFDR for annual contributions to the Research Endowment Fund at the Founders level in 2016 and every five years thereafter and ensure a successful DC Board to CFDR Board relationship.

## BOARD OF DIRECTORS POLICY MANUAL

Policy Name: Code of Conduct

Policy Number: GP-9

Policy Type: Governance Process [GP]

Date Approved: 2015-Aug-18

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The Board expects of itself and its members ethical, businesslike and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Board members. It expects its Board members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Board members must have loyalty to the ownership, un-conflicted by loyalties to staff, special interest groups, other organizations, or any personal interest as a consumer.
2. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent and informed person would exercise in comparable circumstances.
3. Board members must avoid a conflict of interest with respect to their fiduciary responsibility.
  - 3.1. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information. At the beginning of each Board meeting, Board members will disclose their involvements with DC operations, other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - 3.2. When the Board is to decide upon an issue, about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
  - 3.3. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member apply for employment, he or she must first take a leave of absence from the Board, and resign if hired.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members shall not attempt to exercise individual authority over the organization.
  - 5.1. Board members’ interactions with staff must recognize that individual Board members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.

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- 5.2.** The Board Chair or designate is the only person authorized to speak to the media on behalf of the Board. Board members shall not presume to speak for the Board when interacting with the public. Board members shall only report actual Board policy decisions when interacting with the public.
- 6.** Board members shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, and governing policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
- 7.** Board members will be properly prepared for Board deliberation.
- 8.** Board members will support the legitimacy and authority of Board decisions, regardless of the member's personal position on the issue.
- 9.** Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
- 10.** Board members shall attend meetings on a regular and punctual basis. Absence of a Board member from more than 2 consecutive regular meetings shall be considered a resignation from the Board, unless extenuating circumstances have been provided to and deemed reasonable by the Board Chair prior to an absence for third consecutive regular meeting. A Board member may request reinstatement. The Board may, at its discretion, reinstate a Board member upon such a request. Only one such reinstatement per Board term is permitted.
- 11.** A Board member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board member, he or she and the respondent Board member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. A Board member who is found to have violated the Code of Conduct may be subject to censure (i.e. formal written statement of disapproval).