



Board policies

“Policy Governance is a radical and effective change in the way boards conceive of and do their job. It allows greater accountability. Board leadership isn't just rhetoric. It's a reality.”

Dr. John Carver

To understand the following policies and their place within our organizational structure, one must have a general understanding of Policy Governance¹, a board-governance model created by Dr. John Carver almost 30 years ago and now in use in countries around the world.

Why policy governance? There are several reasons...

- ... because board members are leaders, busy people who deal with very important matters. Their time is precious. We don't want to waste it.
- ... because board members are caring people who want to make a difference and don't want to spend board time making decisions about small, meaningless matters.
- ... because the board has a real, not a ceremonial job to do.
- ... because we want to govern with an emphasis on vision rather than internal preoccupation.
- ... because we want to encourage strategic leadership rather than dwell on administrative detail.
- ... because we want a clear distinction between board and executive roles.
- ... because we want to speak with one voice as we move forward.
- ... because we want to be proactive rather than reactive.

Policy governance can help us do this.

¹ Visit <http://www.policygovernance.com/> to learn more

While Network board members will receive the appropriate training when they join the board, this introduction will lay out the basics of policy governance (PG).

In PG, there are two important groups of people: the board and the management. In its simplest terms, the board determines through written policies what it wants to accomplish, for whom and at what cost (ends). Management, then, determines the best way to accomplish those goals (means).

The board writes four kinds of policies:

- Ends policies
- Executive-limitations policies
- Governance-process policies
- Board–CEO linkage policies

Ends—These are policies that outline what the board wants to accomplish, for whom and at what cost. Essentially, they are organizational objectives. They answer the question: Why are we here and what do we want to achieve?

Executive limitations—These policies then outline what the CEO should avoid doing in pursuit of organizational goals. For example, they will outline that management cannot do anything unethical or illegal. The board may choose to have policies against spending more than is budgeted or that the CEO cannot set his or her own salary. As long as the CEO does not violate these limitations, the CEO is free to use his or her own expertise and judgment to get the job done. These can be as loose or as tight as the board sees fit.

Governance process—These are policies that outline the process of governance. They will outline, for example, the governance style, the board’s role and contribution, and the code of ethics.

Board–CEO linkage—As stated, this outline how the two work together, the role of the CEO and how the CEO’s performance is measured.

Through this governance model, this organization will live for many years and add significantly to the work currently being done to understand and prevent child sexual abuse and support its victims and survivors.

Policy Type: Ends
Policy Name: Ends statements
Number: E1
Date Approved:
Date Reviewed:

The purpose of the organization is improved prevention of child sexual abuse, improved awareness by the public and governments of the issues associated with child sexual abuse and better support for the victims of child sexual abuse regardless of age.

As a result of the work of the Child Sexual Abuse Prevention Network

- children and adults who have been sexually assaulted will have a voice;
- children and adults who have been sexually assaulted will have access to high-quality programs and services;
- fewer children will be victimized by pedophiles;
- governments at all levels will have the information they need to make evidence-based decisions with regard to child protection;
- child-development and child-protection professionals will make better decisions and recommendations for those they serve;
- researchers will have greater success as a result of better networking; and
- there will be fewer knowledge gaps with regard to child sexual abuse.

All of this will be done at a greater efficiency comparable to organizations of similar size and structure.

Policy Type: Ends
Policy Name: Ends Priorities
Number: E2
Date Approved:
Date Reviewed:

The priorities of the organization are as follows:

1. A database of programs and services for victims of child sexual abuse.
2. A public-relations program aimed at increasing awareness of child sexual abuse issues.
3. A database of current research on the issue of child sexual abuse.
4. A government-relations program aimed at improving the legislative environment and improving awareness among government officials of child sexual abuse issues.

Policy Type: Executive Limitations
Policy Name: General Executive Constraint
Number: EL1
Date Approved:
Date Reviewed:

The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business practices or professional ethics.

Policy Type: Executive Limitations
Policy Name: Treatment of Paid and Volunteer Staff
Number: EL2
Date Approved:
Date Reviewed:

The CEO may not cause or allow conditions that are unfair or undignified for paid or volunteer staff.

Accordingly, he or she shall not:

1. Operate without human resource policies that clarify expectations and working conditions for staff, that provide for effective handling of disputes and that protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent Staff from appealing to the Board when:
 - 3.1. Internal dispute resolution procedures have been exhausted; and
 - 3.2. The employee alleges either that:
 - 3.2.1. Board policy has been violated to his or her detriment; or
 - 3.2.2. Board policy does not adequately protect his or her human rights.
4. Fail to acquaint staff and volunteers with their rights under this policy.

Policy Type: Executive Limitations
Policy Name: Financial Planning
Number: EL3
Date Approved:
Date Reviewed:

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Accordingly, the CEO shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period plus any accumulated surplus designated to be carried forward from prior years.
3. Fails to allow reserves as directed by the board.
4. Fails to allocate sufficient funds to satisfy Ends priorities.

Policy Type: Executive Limitations
Policy Name: Financial Conditions
Number: EL4
Date Approved:
Date Reviewed:

With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board policies established in Ends policies.

Accordingly, the CEO shall not:

1. Expend more funds for a fiscal year than are conservatively projected to be received in that period plus any accumulated surplus designed to be carried forward from prior years, unless the debt guideline (below) is met.
2. Indebt the organization with a single purchase or commitment in an amount greater than \$5,000 without prior Board approval.
3. Use any long-term reserves.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Acquire, encumber, or dispose of real property or securities.
7. Fail to aggressively pursue receivables after a reasonable grace period.
8. Make a single purchase or commitment that has not been established in the priorities.

Policy Type: Executive Limitations
Policy Name: Asset Protection
Number: EL5
Date Approved:
Date Reviewed:

The CEO shall not allow the organization's assets to be unprotected or inadequately maintained. Further the organization's assets will not be put at unnecessary risk.

Accordingly, the CEO may not:

1. Fail to insure against theft and casualty losses to at least 80% of replacement value and against liability losses to board members, staff and the organization itself.
2. Subject the office facilities to improper wear and tear through insufficient maintenance.
3. Unnecessarily expose the association, its board, or staff to claims of liability.
4. Make any purchase without due consideration of quality, after-purchase service and value for dollar.
5. Make any purchase over \$5,000 without getting a minimum of three competitive bids.
6. Fail to protect intellectual property, information and files from loss, misuse or significant damage.
7. Receive, process or disburse funds without using internal control procedures sufficient to meet the standards of the board-appointed auditor.
8. Invest or hold capital in insecure instruments, including bonds of less than investment grade, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions (cash flow).

Policy Type: Executive Limitations
Policy Name: Treatment of Clients
Number: EL6
Date Approved:
Date Reviewed:

A “client” is defined as someone who makes use of the Network’s resources.

The CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, untimely, inappropriate or that fail to provide appropriate confidentiality or privacy.

Accordingly, the CEO shall not:

1. Use methods of collecting, reviewing, transmitting or storing information that fail to protect against improper access to the material.
2. Fail to inform members of this policy, or to provide a mechanism for those who believe they have not been accorded a reasonable interpretation of their rights under this policy.
3. Fail to address and respond to clients’ concerns in a timely manner.

Policy Type: Executive Limitations
Policy Name: Compensation and Benefits
Number: EL7
Date Approved:
Date Reviewed:

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the CEO may not:

1. Change his or her own compensation and benefits.
2. Establish current compensation and benefits that deviate significantly from the geographic or professional market for the skills employed.

Policy Type: Executive Limitations
Policy Name: Communication and Support to the Board
Number: EL8
Date Approved:
Date Reviewed:

The CEO shall not permit the board of directors to be uninformed or unsupported in its work.

Accordingly, the CEO shall not:

1. Fail to submit monitoring data required by the board in an accurate and understandable fashion, directly addressing provisions of board policies being monitored at least 30 days prior to the board meeting at which that report is scheduled to be presented for approval except EL 3, 4 and 5.
2. Fail to submit EL 3, 4 and 5 monitoring data as at the most recent month end and not later than three business days prior to the Board meeting at which that report is scheduled to be presented for approval.
3. Fail to distribute meeting minutes later than 5 business days following the board meeting.
4. Fail to advise the board of anticipated adverse media coverage or significant internal or external changes as soon as possible and practical.
5. Fail to advise the board if, in the CEO's opinion, the board is not in compliance with its own policies on *Governance Process* and *Board/CEO Linkage*, particularly in the case of board behaviour that is detrimental to the work relationship between the board and the CEO.
6. Fail to make available to the board adequate information to support informed board choices, including relevant statistical, demographic and other data, a representative range of staff and external points of view, significant issues or changes in government policy that may have a bearing on any existing Board policies, alternative choices and their respective implications.
7. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate it among other information forms.
8. Fail to deal with the Board as a whole except when:
 - 8.1 fulfilling individual requests for information; or
 - 8.2 responding to officers or committees duly charged by the board.
9. Fail to supply for the agenda all items delegated to the CEO yet required by law or contract to be board-approved.

Policy Type: Executive Limitations
Policy Name: Emergency Executive Succession
Number: EL9
Date Approved:
Date Reviewed:

To protect the organization from sudden loss of CEO services, the CEO shall not fail to ensure that there are processes in place to permit continuation of operations of the organization in the event of the CEO's incapacitation.

Policy Type: Executive Limitations
Policy Name: Public image
Number: EL10
Date Approved:
Date Reviewed:

The CEO shall not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Fail to establish an effective corporate communications and public relations strategy.
2. Permit presentations to be made to the media that inaccurately portray Board policy or the organization.

Policy Type: Executive Limitations
Policy Name: Partnerships
Number: EL11
Date Approved:
Date Reviewed:

The CEO shall not fail to develop appropriate partnerships to achieve the board's Ends, and to maximize efficiency and effectiveness in the use of resources.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Fail to take the initiative in developing appropriate partnerships to achieve the Ends.
2. Fail to obtain appropriate input with respect to partnerships from stakeholders to achieve the Ends.
3. Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with achievement of the Ends.

Policy Type: Executive Limitations
Policy Name: Information Management
Number: EL12
Date Approved:
Date Reviewed:

The CEO shall not fail to develop and maintain an effective information-management process that assists the organization in effectively carrying out and evaluating the organization's Ends.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Fail to maintain an up-to-date prioritized plan for necessary information systems enhancements or acquisitions.
2. Fail to meet legislated requirements for records retention.
3. Fail to ensure that back-up and recovery plans are designed, documented and tested.
4. Fail to protect confidential board documents.

Policy Type: Governance Process
Policy Name: Global Governance Process
Number: GP1
Date Approved:
Date Reviewed:

The purpose of the board of directors, on behalf of members is to see to it that the organization:

1. Achieves appropriate results for appropriate persons at an appropriate cost; and
2. Avoids unacceptable actions and situations.

Policy Type: Governance Process
Policy Name: Governing Style
Number: GP2
Date Approved:
Date Reviewed:

The organization has a philosophical commitment to ending child sexual assault in Canada. To work toward this goal, the board will govern with an emphasis on:

- vision rather than internal operations
- encouragement of diversity in viewpoints
- strategic/policy leadership rather than administrative detail
- clear distinction of board and CEO roles
- collective rather than individual decisions
- being proactive rather than reactive
- speaking with one voice

Accordingly,

1. The board of directors will cultivate a sense of group responsibility. The board, not the CEO, will be responsible for excellence in governance. The board will initiate policy, not merely reacting to staff initiatives. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling board commitments.
2. The board will govern, direct and inspire the organization through the careful establishments of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects of the organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles and succession planning. Continuous board development will include orientation of new board members in the board's governance processes and periodic board discussion of process improvement.
4. The board will monitor and discuss the board's processes and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the *Governance Process* and *Board/CEO Linkage* categories.

Policy Type: Governance Process
Policy Name: Board's Role and Contribution
Number: GP3
Date Approved:
Date Reviewed:

The role of the Board of Directors is to represent clients in determining and demanding appropriate organizational performance.

Accordingly, the Board will concentrate its efforts on the following job contributions:

1. Ensuring an effective link between the organization and its clients.
2. Writing governing policies that, at the broadest levels, address each category of organizational decision.

Ends: The organization's effects, benefits, outcomes, clients and their relative worth (i.e., what good, for whom and at what cost).

Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

Governance Process: Specification of how the Board conceives, carries out and monitors its own task.

Board/CEO Linkage: How power is delegated and its proper use monitored; CEO accountability.

3. Ensuring the CEO's performance by regular monitoring against *Ends* and *Executive Limitations* policies.
4. Developing public positions on issues as they arise.

Policy Type: Governance Process
Policy Name: Chair's Role
Number: GP4
Date Approved:
Date Reviewed:

The Chair assures the integrity of the board's process, and where appropriate, represents the board to outside parties.

Accordingly,

1. The result of the Chair's work is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1. Meeting discussion content will be only those issues that, according to board policy, clearly belong to the board to decide, not the CEO.
 - 1.2. Deliberation will be fair, open and thorough but also timely, orderly and kept to the point.
 - 1.3. Rules of Order will be adopted as agreed upon by the Board.
2. The authority of the Chair resides in making decisions that fall within topics covered by board policies on Governance Process and Board/CEO Linkage, except where the board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions of these policies.
 - 1.4. The Chair is empowered to chair Board Meetings, with all the commonly accepted power of that position (eg. rulings, recognition). The Board may also choose to engage a Speaker.
 - 1.5. The Chair has no authority to make decisions about policies created by the board within *Ends* and *Executive Limitations* policy areas. Therefore, the Chair has no authority to supervise or direct the CEO.
 - 1.6. The Chair may represent the board to outside parties in announcing board-stated positions and in stating Chair decisions and interpretations (within the area delegated to him or her).
 - 1.7. The Chair may delegate this authority but remains accountable for its use.
3. Two signatories are required to bind the organization. The Chair and Treasurer are deemed to be the normal primary signing officers of the board of directors. The Vice Chair is authorized to sign in the Chair's absence.
4. In exceptional circumstances when, after all reasonable efforts, a quorum cannot be convened, the Chair, along with the Vice Chair and Treasurer are collectively authorized to make urgent decisions on behalf of the board. A quorum is defined as five members of the Board. Such decisions must be reported to the board at its next meeting.

Policy Type: Governance Process
Policy Name: Board Committee Principles
Number: GP5
Date Approved:
Date Reviewed:

Board Committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as to never interfere with delegation from the Board to the CEO.

Accordingly,

1. Board committees are formed to help the board do its job, never to help or advise the staff. Committees will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will not have dealings with current staff or administrative operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated so as not to conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on the same topic.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. Ad hoc committees of the board:
 - 6.1 shall include at least one member of the board;
 - 6.2 may include, in their composition, individuals who are not on the board;
 - 6.3 will receive written terms of reference from the board; and,
 - 6.4 will be disbanded once they have completed the specific tasks assigned to them.
7. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

Policy Type: Governance Process
Policy Name: Board Member Code of Conduct
Number: GP6
Date Approved:
Date Reviewed:

The Board of Directors commits itself and its members to ethical, professional and lawful conduct, including the proper use of authority and appropriate decorum when acting as board members.

Accordingly,

1. Board members must represent loyalty without conflict to the interests of the organization's membership. This accountability supercedes any conflicting loyalty such as that to interest groups and memberships on other boards. It also supercedes the personal interest of any board member acting as a consumer of the organization's services.
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 person would exercise in comparable circumstances.
3. Board members must avoid conflict of interest with respect to their board responsibilities.
 - 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 a volunteer, or as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - 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 remove herself or himself not only from the vote but also from the deliberation.
 - 3.3 Board members must not use their positions to obtain employment for themselves, family members or close associates.
 - 3.4 Board members will disclose in writing their involvement with other organizations that might produce a conflict.
 - 3.5 Should a board member be considered for employment, that board member must temporarily withdraw from board deliberation, voting and access to applicable board information.
 - 3.6 In the event that a board member is successful in gaining employment with the organization, that board member must resign his or her position from the board.
4. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.

- 4.1 Board members' interactions with the CEO or with Staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
- 4.2 No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has explicitly delegated this authority.
5. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
6. Board Members shall be familiar with the incorporating documents, by-laws, regulations, and 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 shall regularly take part in educational activities which will assist them in carrying out their governance responsibilities.
9. Board Members shall attend meetings on a regular and punctual basis. Absence of a Member from more than 3 consecutive regular meetings shall be considered a resignation from the Board. A Member may request reinstatement. The board may, at its discretion, reinstate a Member upon such a request.
10. Board Members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.
11. A Board Member who is alleged by another Board Member 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. The complaining party and the respondent Member shall absent themselves from any deliberation and vote upon resolution of censure or other action that may be brought by the Members.

Policy Type: Governance Process
Policy Name: Board and Committee Expenses
Number: GP7
Date Approved:
Date Reviewed:

Board and committee members shall not be reimbursed for expenses related to attending board meetings. Expenses for workshops or other organization-related activities may be reimbursed at the board's discretion. Members are required to get pre-approval if extenuating or unusual expenses are predicted. Receipts must be submitted within 30 days.

Policy Type: Governance Process
Policy Name: Investment in Governance
Number: GP8
Date Approved:
Date Reviewed:

To govern effectively, the board of directors will invest in its governance capacity.

1. Board members shall be provided with information that clearly outlines the role of the board, the necessary qualifications and the board's expectations of board members. Board members will also receive copies of the incorporating documents, by-laws, regulations, and policies of the organization as well as the rules of procedure and proper conduct. New board members will acknowledge in writing that they have received, read, and accept the provisions of the documentation.
2. Board skills, methods and supports will be sufficient to assure governing with excellence.
 - 1.1. Training will be used to orient new members, as well as to maintain and increase existing members' skills and understanding to ensure familiarity with the organization's issues and structure, and the board's governance processes.
 - 1.2. Outside monitoring assistance will be arranged, if necessary, so that the board can exercise confident control over organizational performance. This can include but is not limited to a financial audit.
 - 1.3. Outreach mechanisms will be used as needed to ensure the board's ability to listen and assess other viewpoints.
3. The board will establish and be accountable for an annual budget for its own governance functions, which may include, in addition to the costs of board and board committee meetings, prudent expenditures that can include:
 - 3.1 training, conferences, workshops, etc;
 - 3.2 audit and other third-party organizational-performance monitoring; and,
 - 3.3 surveys, focus groups, opinion analyses and meeting costs, etc.
4. The board will establish governance process policies that will serve as measurable standards against which the board's performance can be evaluated.
 - 4.1. Under the leadership of the Chair, the board will conduct a self-evaluation at least annually. As a result of this evaluation, the board will establish a governance action plan with specific goals and objectives for the improvement of identified areas.
 - 4.2. The board will monitor its adherence to its own governance-process policies regularly. At the discretion of the board, any policy can be monitored at any time. However, at minimum, the board will monitor its own adherence to Governance and Board-CEO Relationship policies according to an annual schedule.

Policy Type: Governance Process
Policy Name: Board Linkage with Owners
Number: GP9
Date Approved:
Date Reviewed:

The Board of Directors recognizes its accountability to its “owners,” the people who use the organization’s services. It is from these owners that the Board of Directors obtains its authority and to whom the Board of Directors holds itself accountable as a whole. The Board of Directors shall act on behalf of the owners as a whole, rather than being advocates for specific interest groups.

1. When making governance decisions, members of the board shall maintain a distinction between their personal interests as “clients” of the organization’s services and their obligation to speak for others as a representative of the owners as a whole. As representatives of the owners, board members are obligated to identify and know what the owners want and need.
2. The board of directors shall identify opportunities to gather information from owners to assist in policy development.

Policy Type: Governance Process
Policy Name: Board Linkage with Other Organizations and People
Number: GP10
Date Approved:
Date Reviewed:

The Board of Directors shall identify other organizations and persons with which it requires good working relationships in order to share and enhance its role as “owner representative” in determining the most appropriate Ends.

1. Relationships with other organizations

The board of directors shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:

- 1.1 Appointing representatives of the organization to the boards of other organizations. The organizational appointee shall provide information reports to the board of directors, to be determined by the board of directors at the time of appointment.
- 1.2 Inviting representatives of other organizations to meetings.
- 1.3 Meeting jointly with other boards on occasion.

2. Relationships with other persons

2.1 The board of directors shall consider the merits of association with particular individuals. These considerations shall include but not be limited to whether such association is appropriate within the board of directors stated policies and current priorities. Issues of confidentiality, information sharing and administrative support shall be clarified by the Chair and/or CEO.

2.2 The board shall be non-partisan in all political activities.

3. Board membership in other organizations

The board of directors shall consider and review the merits of membership in other organizations annually. This consideration shall include, but not be limited to:

- 3.1 The degree to which participation in the organization will further the Ends of the organization.

- 3.2 The benefits to the organization of membership compared to the cost of membership.
4. Appointments to external policy or advisory committees
 - 4.1 Upon request for organization appointments to external committees concerned with policy level issues, the board of directors will assess whether such representation is appropriate within the board of directors stated policies and current priorities. If this assessment is positive, the board of directors will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Chair and/or CEO.
 - 4.2 The organization appointee shall provide information reports as appropriate, to be determined by the board of directors at the time of appointment.
 - 4.3 Since the appointee is representing the organization, the appointee shall be kept informed of current board of directors policies that might affect deliberations of the committee in question. Any representations made on behalf of the organization shall adhere to the stated policies of the board of directors. Any issues requiring the statement of a new policy position on the part of the board of directors shall be brought to the board for decision.

Policy Type: Governance Process
Policy Name: Board Confidentiality
Number: GP11
Date Approved:
Date Reviewed:

The board requires that all persons present at board meetings or having access to board documents shall maintain appropriate confidentiality regarding the content of the meetings and documents.

1. Guests invited to attend board meetings may be required to sign a confidentiality agreement when appropriate.
2. Requests for non-member observer status at board meetings will be assessed on an individual basis by the members of the board.
 - 2.1. Observers may be required to sign a confidentiality agreement when appropriate.
3. The following board documents shall be treated as confidential:
 - 3.1. All draft documents unless they have been specifically developed for the purpose of consultation or input
 - 3.2. Documents and discussions specifically designated as confidential
 - 3.3. Portions of the minutes of meetings related to confidential matters will remain confidential.

Policy Type: Governance Process
Policy Name: Handling of Complaints
Number: GP12
Date Approved:
Date Reviewed:

To ensure that the board fulfills its responsibilities with respect to accountability to the ownership, but does not interfere in matters it has delegated to the CEO, the following process shall be followed in the case of a board member receiving a complaint regarding an operational area.

1. The board member should not offer any evaluative comments or solutions.
2. The board member should explain to the individual that the board has delegated certain responsibilities to the CEO, and that the board holds him/her accountable. Request written documentation of the complaint.
3. On receipt of the written complaint, the board member shall provide the complaint to the CEO and request that it be dealt with.
4. The board member should ask the individual to contact him/her again in writing if the matter has not been resolved within a reasonable time period.
5. The board member shall then assess whether or not the incident appears to be a violation of board policy.
 - 5.1. If the incident appears to be a potential violation of policy:
 - 5.1.1. Board member shall inform the Chair that the complaint has been received.
 - 5.1.2. The Chair shall ask the CEO to provide a monitoring report including interpretation, rationale and evidence of the relevant policy or policies to the board.
 - 5.1.3. The board as a whole shall determine whether the CEO's interpretation falls within a "reasonable interpretation" of the policy.
 - 5.1.4. If the CEO's interpretation falls within a "reasonable interpretation," the matter should be dropped at the board level. (The CEO will handle the issue directly with the complainant according to Executive Limitations policy.)
 - 5.1.5. If the CEO's interpretation falls outside of a "reasonable interpretation," the board should determine the degree of seriousness of the issue and take appropriate action.
 - 5.2. If the incident does not appear to be a potential violation of policy but the board member believes the policy should be tightened to prevent a future

occurrence of a similar situation, the Chair should be requested to place the policy on the agenda for a review/decision.

- 5.2.1. The Board as a whole then debates whether or not the policy should be amended, making the reported event or situation explicitly unacceptable in the future.
- 5.2.2. If an amendment is not considered necessary, the matter should be dropped at the board level.

Policy Type: Governance Process
Policy Name: Succession Planning
Number: GP13
Date Approved:
Date Reviewed:

In keeping with the board of directors' commitment to excellence in governance, the board of directors shall strive to solicit appropriate people for positions on the board of directors, and to encourage candidates who have characteristics that will enable them to govern, not manage, the organization. These characteristics include:

1. Commitment to linking with the ownership. Understanding that they stand in for an ownership of diverse people; willing to actively seek to access and understand that diversity.
2. Ability to think in terms of systems and context—to see the big picture.
3. Interest in and ability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulations of these values.
4. Willingness to delegate the operational details to others.
5. Ability and willingness to deal with vision and the long term, rather than day-to-day details.
6. Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
7. Willingness and commitment to honour board decisions.
8. Commitment to not make judgments in the absence of previously stated criteria.
9. Well-developed communication and analytical skills that allow the review information with reasonable independence and the ability to identify policy implications.
10. Ability to maintain confidentiality and exercise sound judgment in carrying out organization business.

Policy Type: Governance Process
Policy Name: Board Planning Cycle and Agenda Control
Number: GP14
Date Approved:
Date Reviewed:

1. To accomplish its job with a governance style consistent with board of directors' policies, the board of directors will follow an annual agenda that
 - 1.1 completes a re-exploration of Ends policies annually, with a future focus, and
 - 1.2 continually improves Directors' performances through education and enriched input and deliberation.

Accordingly:

1. The board of directors shall maintain control of its own agenda by developing each year an annual schedule that includes, but is not limited to:
 - 1.1 A review of the Ends in a timely fashion that allows the CEO to build a budget.
 - 1.2 Consultations with the ownership and other relevant organizations, as appropriate, prior to the above review.
 - 1.3 Scheduled time for education related to ends determination (e.g., presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups and staff).
 - 1.4 Scheduled time for monitoring of the board of directors' own compliance with its Governance Process policies, and for review of the policies themselves.
 - 1.5 Scheduled time for monitoring compliance by the CEO with Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the board of directors meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the board of directors to make a determination regarding compliance, or if policy criteria are to be debated.
 - 1.6 Scheduled time for education about the process of governance.
2. Based on the outline of the annual schedule, the board of directors delegates to the Chair the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by the Chair and the CEO. Potential agenda items shall be carefully screened to ensure that they relate to the board of directors' job description, rather than simply reviewing staff activities. Screening questions shall include:
 - 2.1 Clarification as to whether the issue clearly belongs to the board of directors or the CEO.

- 2.2 Identification of what category an issue relates to: Ends, Executive Limitations, Governance Process or Board of Directors–CEO linkage.
 - 2.3 Review of what the board of directors has already said in this category, and how the current issue is related.
3. Throughout the year, the board of directors will attend to Consent Agenda² items as expeditiously as possible. When a higher authority requires, an item is brought to the Board of Directors via the Consent Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated. The Board of Directors will not discuss the item prior to approval. An item will be removed from the Consent Agenda for discussion if any member of the board makes the request.

Policy-review schedule

Policy Number	Title	Frequency	Monitoring Month	Responsible Board Member	Annual Review
GP 1	Global Governance Process	Annual			
GP 2	Governing Style	Annual			
GP 3	Board Job Contributions	Annual			
GP 4	Chair’s Role	Annual			
GP 5	Board Committee Principles	Annual			
GP 6	Board Member Code of Conduct	Annual			
GP 7	Board and Committee Expenses	Annual			
GP 8	Investment in Governance	Annual			
GP 9	Board Linkage with Owners	Annual			
GP 10	Board Linkage with Other Organizations and People	Annual			
GP 11	Board Confidentiality	Annual			
GP 12	Handling of Complaints	Annual			
GP 13	Succession Planning	Annual			

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GP 14	Board Planning Cycle and Agenda Control	Annual			
BC 1	Global Board-CEO Relationship	Annual			
BC 2	Unity of Control	Annual			
BC 3	Accountability of the CEO	Annual			
BC 4	Delegation to the CEO	Annual			
BC 5	Monitoring of the CEO	Annual			

Policy Type: Board–CEO Linkage
Policy Name: Global Board–CEO Relationship
Number: BC1
Date Approved:
Date Reviewed:

The board of directors' only official connection to the operational organization will be through the CEO.

Policy Type: Board–CEO Linkage
Policy Name: Unity of Control
Number: BC2
Date Approved:
Date Reviewed:

The board speaks with one voice and the only decisions that are binding on the CEO are those made by the board as a whole

Accordingly,

1. Decisions or instructions of individual directors, officers or committees are not binding on the CEO except in rare instances when the board of directors has specifically authorized such exercise of authority.
2. In the case of directors or committees requesting information or assistance without board of directors' authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive.
3. Only the board of directors, acting as a whole, can employ, terminate, discipline or change the conditions of employment of the CEO.

Policy Type: Board–CEO Linkage
Policy Name: Accountability of the CEO
Number: BC3
Date Approved:
Date Reviewed:

Because the CEO is the board of directors' only link to organizational operation, it follows that staff are accountable to the CEO and the CEO is responsible for the actions and decisions of all staff.

Accordingly,

1. The board will never give instructions to persons who report directly or indirectly to the CEO.
2. The board will refrain from evaluating, either formally or informally, any staff other than the CEO.
3. The board will view CEO performance as identical to organizational performance. This means that the organizational accomplishments of board-stated Ends and the compliance with board-prescribed Executive Limitations will be viewed as successful CEO performance.

Policy Type: Board–CEO Linkage
Policy Name: Delegation to the CEO
Number: BC4
Date Approved:
Date Reviewed:

The board of directors will instruct the CEO through written policies that prescribe the expected organizational achievements (Ends) and describe the organizational situations and actions to be avoided (Executive Limitations). The CEO can use any reasonable interpretation of these policies.

Accordingly,

1. The board of directors will develop policies instructing the CEO to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The board of directors will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the CEO uses any reasonable interpretation of the board of directors Ends and Executive Limitations policies, the CEO is authorized to make all decisions, take all actions, establish all practices, and develop all activities. This includes representing the Chamber to outside parties in announcing board decisions and interpretations.
4. The board of directors may change its Ends and Executive Limitations policies, thereby shifting the boundary between board of directors and CEO domains. By doing so, the board of directors changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the board of directors will respect and support the CEO's choices.

Policy Type: Board–CEO Linkage

Policy Name: Monitoring the CEO

Number: BC5

Date Approved:

Date Reviewed:

The performance of the CEO will be monitored systematically. The performance will be measured against board-prescribed Ends within the boundaries outlined in board-stated Executive Limitations.

Accordingly,

1. Monitoring is used to determine the degree to which board of directors policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The board of directors will acquire monitoring data by one or more of the following methods:
 - 2.1 an internal report, in which the CEO discloses information to the board of directors;
 - 2.2 an external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and
 - 2.3 a direct inspection by a designated director or directors who will assess compliance with the appropriate policies.
3. In every case, the standard for compliance shall be any reasonable CEO interpretation of the board of directors policy being monitored.
4. All policies that instruct the CEO will be monitored at a frequency and by any of the above methods chosen by the board of directors.
5. The board of directors can monitor any policy at any time by any method, but will normally depend on a routine schedule.
6. A formal evaluation of the CEO by the board of directors will occur annually, based on the achievement of the board-prescribed Ends and the non-violation of its Executive Limitations policies. This formal evaluation will be conducted by a committee comprising the President and the Vice President who will prepare a report based on the regular monitoring data provided during the year. The report will also identify performance trends both positive and negative. The board of directors will then review this summary report, and instruct the committee to communicate the results of their deliberation to the CEO.

Policy-review schedule

Policy		Method	Monitoring Frequency	Monitoring Date	Annual Review Month
E-1	Ends Priorities	Internal	Annually		
EL-1	General Executive Constraint	Internal	Annually		
EL-2	Treatment of Paid and Volunteer Staff	Internal	Annually		
EL-3	Financial Planning	Internal	Quarterly		
EL-4	Financial Condition	Internal	Semi-Annual		
		External	Annually (Auditor's Report)		
EL-5	Asset Protection	External	Annually (Auditor's Report)		
		Internal	Annually		
EL-6	Treatment of Clients	Internal	Annually		
EL-7	Compensation and Benefits	Internal	Annually		
EL-8	Communication to Support to the Board	Internal	Annually		
EL-9	Emergency Executive Succession	Internal	Annually		
EL-10	Public Image	Internal	Annually		
EL-11	Partnerships	Internal	Annually		
EL-12	Information Management	Internal	Annually		