

## Chapter 2: Board Governance Policies and Procedures

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## Chapter 2: Board Governance Policies and Procedures

<b>Section: Governance Framework</b>	<b>Policy: Commitment to Good Governance</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.1.1</b>

### ***Policy***

The Board of Directors will govern with an emphasis on the following:

- Outward vision rather than internal preoccupation;
- Encouragement of diversity in viewpoints;
- Strategic leadership more than administrative detail;
- Clear distinction between the roles of the Board of Directors and the Executive Director;
- Collective rather than individual decisions;
- Future rather than past or present;
- Proactivity.

### ***Accordingly;***

The Board will cultivate a sense of group responsibility. The Board, not the employees, will be responsible for excellence in governing. The Board will initiate direction and policy, not merely react to employee initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a whole rather than to substitute individual judgements for the Board's values. The Board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.

The Board will direct, control and inspire the Association through the careful establishment of written direction and policies reflecting the Board's values and perspectives about what is to be achieved and how it should be accomplished.

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<b>Section: Governance Framework</b>	<b>Policy: Commitment to Good Governance</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.1.1</b>

The Board will enforce upon itself whatever discipline appropriate to govern with excellence. Discipline will apply to matters such as attendance, preparation, decision and policy making, respect of roles, Board education and evaluation.

Continual Board development will include orientation of new Board members in the Board's governance processes, and periodic Board discussion of process improvement. The Board will monitor and discuss the Board's process and performance at regular intervals. Self-monitoring will include comparison of Board priorities, activities and actions to Board Governance plans, policies, and practices.

Board members will not individually exercise authority over employees. Because the Executive Director works for the full Board, they will not be required to obtain approval of any single Board member before an executive action unless specific required by Board policy.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Roles and Responsibilities</b>	<b>Policy: Board of Directors' Responsibility</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.2.1</b>

### ***Policy***

The Board is responsible for leading, by example, the organization forward to the mandate of the East Hants Community Learning Association and representing the membership in determining appropriate organizational performance.

### ***Procedures:***

1. Develop, maintain and strengthen policies and practices that will achieve the strategic priorities of the East Hants Community Learning Association.
2. It is the responsibility of the Board to link to and solicit feedback on a regular basis from the members as well as other key stakeholders.
3. Carry out its job with discipline, emphasizing strategic priorities rather than short term issues, policy rather than single events, and group rather than individual decisions.
4. Specifically address the following:
  - The development and maintenance of a strategic plan and priorities;
  - The approval of a business plan and budget consistent with the strategic plan;
  - Provide the Executive Director with clear direction so that employees are not delayed in the performance of their duties waiting for Board approvals whenever possible;
  - Development of policies to guide the actions of the organization;
  - Monitor performance of the organization to ensure compliance with priorities, directions and policies;
  - Represent the community in its decision making;
  - Represent the organization within the community.
5. Monitor the Executive Director's performance in accordance with priorities and policies.

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<b>Section: Roles and Responsibilities</b>	<b>Policy: Board of Directors' Responsibility</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.2.1</b>

6. Development and maintenance of the Board agenda. Material related to the agenda shall be distributed with adequate lead-time for preparation as agreed to by the Board of Directors.
7. Board members shall prepare for meetings and participate productively in discussion, always within the boundaries of discipline established by the Board.
8. The Board will self-monitor its performance at each meeting. Self-monitoring will include: comparison of board activity to the Board policies, behaviours in accordance with approved codes of conduct, and achievement of priorities.
9. The Board and Executive Director shall keep minutes that will consist only of a record of the business transacted at the meeting. It is important that sufficient information is included in motions, reports or preamble so as to make certain the minutes are able to be clearly understood by future readers.

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<b>Section: Roles and Responsibilities</b>	<b>Policy: The Chairperson</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.2.2</b>

### ***Policy***

The Chairperson ensures the integrity and fulfilment of the Board's process and represents the board to members, stakeholders and other outside parties.

### ***Procedures:***

1. The Chairperson will remind the Board to behave consistently within its own rules and those legitimately imposed upon it from outside the organization.
2. Meeting discussion content will be only issues that, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
3. The Chairperson is empowered to chair General Association and Board of Directors meetings, with all the commonly accepted power of that position, including the use a specific set of rules of order as determined by the Association to facilitate efficient meetings.
4. Deliberation will be fair, open and thorough, but also timely, orderly and to the point
5. The Chairperson has no authority to make specific decisions about policies created by the Board, therefore the Chairperson has no singular authority to supervise or direct the Executive Director or others, unless explicitly authorized to do so by the Board.
6. The Chairperson will request the excused and unexcused absences of Board members be noted in the Board minutes.
7. The Chairperson is empowered to recommend the mechanism and process for dealing with matters and issues of the Board.
8. The Chairperson shall be an official spokesperson for the Association.
9. The Chairperson may be one of the Association's signing officers.
10. The Chairperson will ensure that new Board members receive an orientation to their position.
11. The Chairperson will be an ex-officio on all Board committees.

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<b>Section: Roles and Responsibilities</b>	<b>Policy: The Vice Chairperson</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.2.3</b>

### ***Policy***

The Vice Chair shall provide leadership to the Board of Directors and Association in the temporary or permanent absence of the Chair. The Vice Chair will also assist in the governance of the association as requested.

### ***Procedures:***

1. The Vice Chair shall represent the Chair in their absence.
2. The Vice Chair will Chair the Human Resource Management Committee.
3. The Vice Chair will manage and supervise the Association's whistleblowing process.
4. The Vice Chair may be one of the Association's signing officers.
5. The Vice Chair will assume the position of Chair if the Chair is unable to complete their term for any reason.
6. It is the intention of the Association that the Vice Chair succeeds the Chair upon the completion of their term. Therefore, persons willing to serve as Vice Chair are expected to be available to serve a term as Chair upon completion of the term of the Chair. If the Vice Chair is unable or unwilling to do so they will inform the Board of Directors as soon as possible.



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<b>Section: Roles and Responsibilities</b>	<b>Policy: The Treasurer</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.2.4</b>

### ***Policy***

The Treasurer shall provide expertise to the Board of Directors in their financial responsibilities as well as assist the Executive Director in ensuring the day to day finances are handled appropriately.

### ***Procedures:***

1. The Treasurer shall participate in the business planning and budget preparation process with the Executive Director.
2. The Treasurer shall chair the Board of Directors Finance Committee.
3. The Treasurer shall be one of the Association's signing officers.
4. The Treasurer will ensure that accounts and accounting records are maintained as required by generally accepted accounting principles.
5. The Treasurer will ensure that all the Board members are trained in reading and interpreting the financial statements.
6. The Treasurer, in conjunction with the Executive Director, shall present the financial statements at Board of Directors and General Association meetings.
7. When required, the Treasurer shall lead the negotiation with the auditor.

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<b>Section: Roles and Responsibilities</b>	<b>Policy: The Secretary</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.2.5</b>

### ***Policy***

The Secretary shall be responsible to ensure the minutes of the Association and its membership list are well maintained.

Note: This position may be combined with that of the Treasurer.

### ***Procedures:***

1. The Secretary shall ensure that minutes are taken at all meetings of the Board of Director and the general membership. They will also sign such minutes once they have been approved and ensure they are appropriately maintained.
2. The Secretary shall ensure that the membership register is up-to-date and kept in a secure location.
3. The Secretary shall monitor the Association's compliance with its privacy policy and shall report upon this yearly.
4. The Secretary shall ensure that notices of meetings to Board members (for Board and Association meetings) and the general membership (for Association meetings) are issued as required, using appropriate methods of communication, and within the timelines as specified by the Board of Directors or as outlined in the Association's by-laws.

Note: if there are inconsistencies between Board policies and by-laws requirements the by-laws shall take precedence.

5. The Secretary shall ensure records of any Board correspondence are maintained and kept secure.
6. The Secretary shall ensure records of any and legal documents received or submitted are maintained and kept secure.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Governance Framework</b>	<b>Policy: Board Committees</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.3.1</b>

### ***Policy***

Board committees, when used, will be assigned so as to reinforce the Board's job and not to interfere with delegation from the Board to Executive Director. Committees will be used sparingly. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Executive Director.

### ***Procedures:***

1. Board committees are to help the Board do its job. Committees ordinarily will assist the Board by preparing policy alternatives, recommendations, monitoring data, and implications for board deliberation. While a committee may assist in monitoring data the full board may, at any time, review any monitoring data it wishes.
2. Board committees are expected to present information in writing at Board meetings as required. Reports are to be circulated prior to the Board meeting and all motions being brought forth by the Board committee are to be included in these written reports.
3. 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 in order not to conflict with authority delegated to the Executive Director.
4. Board committees cannot exercise authority over employees. Because the Executive Director works for the full Board, they will not be required to obtain approval of a committee before an executive action unless specific required by Board policy. Therefore decisions made in committees generally, unless specifically stated as otherwise, must come forward to the Board of Directors for approval.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Governance Framework</b>	<b>Policy: Finance Committee</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.3.2</b>

### ***Policy***

The Finance Committee is a standing committee of the Board. It shall assist the Board in fulfilling its oversight responsibilities relating to, financial reporting, policies, strategies and activities, and financial risk management. This responsibility is carried out in accordance with approved policies that comply with generally accepted accounting principles (GAAP).

### ***Roles of the Committee***

In fulfilling its mandate, the Committee will perform the following tasks:

1. On an ongoing basis provide expertise to enhance the quality of Board discussion on financial matters, and facilitate effective Board decision-making in this area.
2. Determine the adequacy of East Hants Community Learning Association's internal financial controls and procedures for financial reporting to the Board, members and funding agencies.
3. Review East Hants Community Learning Association's financial statements on a regular basis to monitor:
  - a. Adherence to GAAP;
  - b. Financial performance in relation to overall budget and forecasts;
  - c. Financial performance in relation to progress on the Business Plan.
4. Develop and oversee the implementation and maintenance of policies to safeguard East Hants Community Learning Association's assets and revenue streams.
5. As required, receive reports and advise the Board on the financial implications of any potential decision.
6. Assist the Executive Director in the development or revision of the business plan, budget and financial practices, policies or procedures.

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<b>Section: Governance Framework</b>	<b>Policy: Finance Committee</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.3.2</b>

7. In conjunction with the Executive Director, develop a fund development strategy for the East Hants Community Learning Association.
8. Act as the East Hants Community Learning Association's Audit Committee if required.
9. Communicate the outcomes of each meeting to the Board of Directors, providing recommendations for addition, deletion or changes to financial policies and practices.
10. Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

### ***Committee Membership***

The Committee will be composed of a minimum of three (3) persons. Two (2) member of the Committee must be members of the Board of Directors. Each Committee member will be financially literate as the Board, in its judgment, interprets such qualifications. The Committee will be chaired by the Treasurer (or Secretary/Treasurer if the position is filled as such). At least one member of the Committee should have a recognized Canadian accounting designation or equivalent experience.

Members of the Committee are appointed by the Board of Directors for a term of one (1) year. Should a vacancy occur during the year the Board may appoint a replacement to serve out the remainder of the term. The Board may remove a member of the Committee at any time.

### ***Commitment***

Members of the Finance Committee should expect to meet quarterly. Additional work will be required during the development of the business plan and budget or during a financial audit process.

### ***Reporting***

The Committee reports to the Board of Directors, in writing, through the Treasurer.

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<b>Section: Governance Framework</b>	<b>Policy: Human Resource Management Committee</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.3.3</b>

### ***Policy***

The Human Resource Management Committee is a standing committee of the Board. It shall assist the Board in fulfilling its responsibilities relating to the supervision of the Executive Director and the overall Human Resource Management plan of the East Hants Community Learning Association.

### ***Roles of the Committee***

In fulfilling its mandate, the Committee will perform the following tasks:

1. Lead the recruitment process for an Executive Director.
2. Facilitate the Executive Director's performance review process.
3. Provide the Executive Director with general Human Resource Management guidance and information.
4. Monitor Human Resource Management policies and practices on behalf of the Board of Directors and provide recommendations to the Board for policy or practice changes.
5. Lead the Board recruitment and nomination process.
6. Lead the Board of Director's self evaluation process.
7. Act as a Grievance Committee if required.

### ***Committee Membership***

The Committee will be composed of a minimum of three (3) persons. Two (2) members of the Committee must be members of the Board of Directors. Each Committee member will have human resource management expertise as the Board, in its judgment, interprets such

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<b>Section: Governance Framework</b>	<b>Policy: Human Resource Management Committee</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.3.3</b>

qualifications. The Committee may be chaired by the Vice Chair. At least one (1) member of the Committee should have a recognized HR certification or equivalent experience.

Members of the Committee are appointed by the Board of Directors for a term of one (1) year. Should a vacancy occur during the year the Board may appoint a replacement to serve out the remainder of the term. The Board may remove a member of the Committee at any time.

### ***Commitment***

Members of the Human Resource Management Committee should expect to meet quarterly. Additional work will be required during the recruitment of an Executive Director and in the annual performance appraisal process.

### ***Reporting***

The Committee reports to the Board of Directors, in writing, through the Chair of the Human Resource Management Committee.

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<b>Section: Governance Framework</b>	<b>Policy: Agenda Planning</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.3.4</b>

### ***Policy***

The Board of Directors recognizes that the planning of the Board meeting agendas is a critical activity and solely a Board responsibility.

### ***Procedures:***

1. The Board of Directors, upon their first meeting of the year, will establish a meeting schedule.
2. The Board members are to be responsible for the creation of their meeting agenda. An open call for agenda items will be distributed by the Chair before each meeting.
3. The Executive Director shall be permitted to add items to the agenda for the Board's review or consideration.
4. Background or support materials for Board meetings shall be distributed seven (7) days in advance of a scheduled Board meeting.
5. The Board of Directors standing agenda shall include:
  - a. Approval of the agenda
  - b. Approval of past minutes
  - c. Reports relating to the Strategic Priorities of the Association
  - d. Financial Reports
  - e. Executive Director's report
  - f. Committee reports
  - g. Other business
  - h. Setting of next meeting
6. The agenda for the Annual General Meetings and extraordinary meetings will be prepared in accordance with the provision of the by-laws. Before distribution to the membership the Board of Directors shall approve the agenda.



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<b>Section: Governance</b>	<b>Policy: Board Code of Conduct</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.4.1</b>

### ***Policy***

Members of the Board are committed to ethical, cooperative, and lawful conduct, including proper use of authority when acting as Board members.

### ***Procedures:***

1. Members must represent loyalty to the interests of the Association beyond any other interests. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services. Should a Board member not be able to do this they should follow the appropriate procedures as outlined in the conflict of interest policy. Should a Board member permanently be in a conflict of interest they should resign from the Board of Directors.
2. Members will disclose any board membership, role within organization governance, or employees position(s) (part time, full time or contract) with other organizations, associations, government or companies annually.
3. Members are expected to take reasonable steps to avoid conflict of interest with respect to their fiduciary & statutory (legal) responsibilities.
4. Board members may not attempt to exercise individual authority over the Association except as explicitly set forth in Board policies.
5. Members interaction with the Executive Director must recognize the lack of authority vested in an individual except when explicitly Board-authorized.
6. Members' interactions with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

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<b>Section: Governance</b>	<b>Policy: Board Code of Conduct</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.4.1</b>

7. Members, in all their actions, shall demonstrate an openness of mind and a willingness to explore all options before making a decision. Once a decision is made by the Board, members will respect that decision and such decisions will not be revisited unless circumstances have changed or new information is available that will materially affect the performance of the Association. Note: Under general parliamentary procedures any item may be reconsidered if a motion of reconsideration is made, seconded and passes with a simple majority. A motion may be rescinded if such a motion to rescind is made, seconded and passes with a two-thirds (2/3) majority.
8. Members will treat employees, members, stakeholders, other volunteers and general members of the community with the upmost respect.
9. Board members will respect all matters of the Board in a sensitive manner and the Board may further designate specific issues as confidential.
10. Board members shall be adequately prepared for meetings. Board members will advise the Chairperson or their designate in advance of any planned absence from the Board. Three unexcused absences in one year will prompt a review of the member's status on the Board.
11. If absent from a meeting, Board members are expected to stay informed of all events that transpired at the meetings.
12. Board members bringing reports and motions forward to the Board will do so in writing prior to the Board meeting.
13. All Board members will refrain from having Board discussions and deliberations away from the Board table. Any and all deliberations shall occur at a Board meeting. Note: This is not meant to prevent Board members from having discussions about a concept or idea they wish to introduce at a meeting nor prevent them from seeking clarification on and issue or procedure. This should not prevent or hinder the work of a Board committee in their assigned work.

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<b>Section: Governance</b>	<b>Policy: Board Code of Conduct</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.4.1</b>

14. Should a Board member have issue with the actions or statements of another Board member they shall discuss this issue with that Board member in private, where possible and appropriate, before bring the issue before the Board. Note: Where possible, prudent and appropriate any Board member who has observed a questionable action by a fellow Board member should report it in accordance with the whistleblowing policy.
15. Failure of a Board member to adhere to Board policies and practices can be considered grounds for disciplinary actions and revocation of their membership in the association.

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<b>Section: Governance</b>	<b>Policy: Board Discipline</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.4.2</b>

### ***Policy***

The Board of Directors is solely responsible for their own actions and therefore responsible for discipline among their members. Should a Board member fail to adhere to the Code of Conduct or other Board policies and practices the Board shall take disciplinary action against that member.

It should be noted that the following process is a guideline only and the Board is free to take action in whatever manner it wishes so long as that action is legal and not prohibited by policy. For minor offense several verbal warnings may be issued and for serious offenses the Board may proceed directly to censure or initiating the process to revoke a member's membership.

Furthermore it is understood that any allegations of illegal activity shall be immediately referred to the appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.

### ***Accordingly,***

- Persons choosing to not adhere to the Code of Conduct or other Board policies and practices shall be warned by the Chair of their failure to do so. The Chair and/or other Board members may or may not ask to have this warning placed in the minutes. The Board may choose to conduct this action as an in-camera item or as part of the regular meeting.

If further incidents occur the Board may form an ad-hoc committee, by majority vote, to review the situation before proceeding to the next steps. This committee shall be made up of three (3) Board members and may not include the person or persons who are the subject of the disciplinary action. Should the situation be of a personal conflict among members neither party may be a member of the committee. Should the Chair be the subject of the disciplinary action the Board shall select, by majority vote, another member to Chair the disciplinary process.

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<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.4.2</b>

1. Persons repeatedly failing to adhere to the Code of Conduct or other Board policies and practices shall be reprimanded and warned, in writing, of their failure to do so and that continuing to behave in such a manner will result in further disciplinary action that may include beginning of the procedures to remove them from membership. The Board may choose to conduct this action as an in-camera item or as part of the regular meeting.
2. Complaints of a grave nature may be referred to an independent arbiter by majority vote of the Board of Directors.
3. Persons continuing in their behavior shall be subject to formal censurer by the Board of Directors.
  - a. A censure motion shall be introduced at a Board of Director's meeting and the subject of the censure shall be provided an opportunity to speak against the motion. The Board may choose to conduct this action as an in-camera item or as part of the regular meeting.
4. The Board of Directors, through a majority vote, may request the resignation of an Officer or Director. It should be noted that this is a non-binding motion and the Officer or Director in question is not required to resign.
5. Persons continuing in their behavior shall be subject to revocation of their membership and if no other options exist the Board shall initiate this process.

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<b>Section: Governance</b>	<b>Policy: Board Conflict of Interest</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.4.3</b>

### ***Policy***

In their roles within the organization Board members may be placed in a conflict of interests between their governance responsibilities and other commitments or obligations.

### ***Procedures:***

**Board members must avoid conflict of interest with respect to their fiduciary responsibilities.**

1. There must be no self-dealing, conduct of private business or personal services between any Board member and the Association, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.
2. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall declare their conflict and absent themselves, without comment, from not only the vote but also from the deliberation. A member's choice to exercise this option is to be recorded in the minutes.
3. Board members must not use their positions to obtain ongoing employment for themselves, family members, or business associates. Should a Board member desire employment, they must first resign. Should a Board member's family member or close associate desire employment, they must declare their potential conflict and absent themselves, without comment, from all discussions, deliberations or decisions around the hiring and ongoing management process for this position.
4. Members will annually disclose their involvement with other organizations, with vendors, or any other association that might produce a conflict.
5. Members of the Board of Directors shall not personally benefit from their position and are not eligible to receive a salary, honorarium, tip or gift from the Association. There are five exceptions to this rule: (1) Board members are expected to engage with members and

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<b>Section: Governance</b>	<b>Policy: Board Conflict of Interest</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.4.3</b>

therefore are permitted to fully participate in social functions as any other volunteer would. (2) Board members may have approved expenses reimbursed following standard reimbursement practices and procedures. (3) Board members may be given a gift upon the retirement from the Board in consideration of their service to the East Hants Community Learning Association. (4) The Board of Directors may choose to provide a meal or snack for a meeting held over a meal time. (5) Personal gifts from a member or client of the Association may only be accepted for work or activity undertaken as a volunteer outside of their Board of Director's roles or responsibilities, and any gifts over \$10 must be reported to the Board of Directors.

6. Members of the Board of Directors will not be eligible to 'win' or receive prizes from the fundraising activities of the East Hants Community Learning Association.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Financial Processes</b>	<b>Policy: Delegation to the Executive Director</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.5.1</b>

### ***Policy***

The Board will instruct the Executive Director through written policies or directives that prescribe the results to be achieved and describe the organizational situations and actions to be taken or avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of employees or volunteers, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

### ***Procedures***

1. The Board will develop policies instructing the Executive Director to achieve certain results, for certain recipients, at a specified cost. These will be reflected in the approved strategic plan, business plan, priorities and budget.
2. The Board will develop directives and policies that guide the Executive Director in selecting how they will pursue the activities of the organization.
3. As long as the Executive Director uses any reasonable interpretation of the Board's direction the Executive Director is authorized to establish further operational policies, make decisions, take actions, establish practices, and develop activities.
4. The Board may change any of its directions or policies, thereby shifting the boundary between Board and Executive Director.
5. The Board will not give instructions to persons who report directly or indirectly to the Executive Director.
6. The Board will refrain from evaluating any employees or volunteer other than the Executive Director.



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<b>Section: Financial Processes</b>	<b>Policy: Delegation to the Executive Director</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.5.1</b>

7. In the event of an emergency or extended absence of the Executive Director, the Board can delegate temporary executive authority, or partial authority, to another member of the employees, Board member, or other designate. In such circumstances, the Executive Director will not be held accountable for actions and decisions made by a temporary designate appointed by the Board.

In the event of an employee's or volunteer's grievance, the grievance process would supersede the above policies in order to allow for the proper process of the grievance by the Board's Human Resource Management Committee

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Executive Director</b>	<b>Policy: Evaluation of the Executive Director</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.6.1</b>

### ***Policy***

Systematic monitoring of Executive Director job performance will be solely against the expected Executive Director job outputs: organizational accomplishments as outlined in the approved Strategic Plan, Business Plan and Budget, within the boundaries or directives established in Board policies or directives.

### ***Procedures:***

1. Monitoring is simply to determine the degree to which the organizational accomplishments have been achieved and are within the boundaries or directives established in Board policy. Data that does not do this will not be considered monitoring data.
2. The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information to the Board, (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) direct Board inspection, in which a designated member(s) of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Board policy being monitored.
4. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor anything, at any time, by any method, but will ordinarily depend on a routine schedule.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Executive Director</b>	<b>Policy: Evaluation of the Executive Director</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.6.1</b>

5. The Board of Directors will ensure a yearly evaluation is completed on the performance of the Executive Director. This review shall include compensation and benefits review.
- The yearly evaluation will be led by the Human Resource Management Committee.
  - Any changes to the role or compensation of the Executive Director shall be recommended by the HR Committee and approved by the Board of Directors
  - The evaluation will include, at a minimum, the following components:
    - i. A standardized form and process that has been articulated to the Executive Director;
    - ii. A review of qualitative and quantitative data focused solely on organizational accomplishments and compliance with Board directives or policy;
    - iii. A self evaluation to be used as a basis for discussion;
    - iv. An opportunity for all Board members to provide input into the evaluation;
    - v. An opportunity for the Executive Director to comment upon the evaluation and have those comments attached to their filed copy of it;
    - vi. Delivery of the evaluation shall be done by the HR Committee.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Executive Director</b>	<b>Policy: Executive Director's Job Description</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.7.1</b>

### ***Policy***

The Executive Director is the senior employee employed by the East Hants Community Learning Association. They report to the Board of Directors and are responsible to oversee all aspects of the operation of the Association.

### ***Key Area of Responsibility 1: Administration***

Typical duties shall include but not be limited to:

- 1.1 Develop a business plan and budget
- 1.2 Banking, accounting and financial management
- 1.3 Respond to requests and communication
- 1.4 Maintain the building, site and equipment of East Hants Community Learning Association
- 1.5 Purchasing in accordance with the purchase policy
- 1.6 Protection of assets
- 1.7 Maintain learner records
- 1.8 Act as the Privacy Officer of the Association

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Executive Director</b>	<b>Policy: Executive Director's Job Description</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.7.1</b>

### ***Key Area of Responsibility 2: Revenue Generation***

Typical duties shall include but not be limited to:

- 2.1 Seek funding grants
- 2.2 Seek other fund development opportunities
- 2.3 Participate in the development of fundraising plans
- 2.4 Ensure program fees are collected

### ***Key Area of Responsibility 3: Programming***

Typical duties shall include but not be limited to:

- 3.1 Maintain an active program planning committee to provide assistance and guidance
- 3.2 Supervise the operation of programs and services of the East Hants Community Learning Association
- 3.3 Ensure that programming meets the needs of the committee, adheres to the mission and vision of EHCLA, and if the highest quality possible
- 3.4 Market and promote the programs, products and services of the East Hants Community Learning Association.
- 3.5 Maintain a register of other resources in the community and refer people to those resources when appropriate

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Executive Director</b>	<b>Policy: Executive Director's Job Description</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.7.1</b>

### ***Key Area of Responsibility 4: Human Resource Management***

Typical duties shall include but not be limited to:

- 4.1 Recruit, manage and supervise volunteers and employees
- 4.2 Develop and maintain personnel policies and records
- 4.3 Report to the Human Resource Management Committee as per their work plan

### ***Key Area of Responsibility 5: Representation***

Typical duties shall include but not be limited to:

- 5.1 Report to the Board of Directors on a monthly basis
- 5.2 Report to the members of the Association at the annual meeting
- 5.3 Ensure that any and all information that would be helpful to the Board of Directors in their deliberations is shared
- 5.4 Represent the Association to people and organizations in the community
- 5.5 Participate as available in other community activities and initiatives that would provide mutual benefit to the East Hants Community Learning Association

### ***Key Area of Responsibility 6: Support to the Board of Directors***

Typical duties shall include but not be limited to:

- 6.1 Facilitate Board of Directors internal communication and meetings
- 6.2 Provide reports to the Board concerning the current and future state of the Association
- 6.3 Provide assistance to Board members and committees in performance of their duties as required and directed by the Board

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Executive Director</b>	<b>Policy: Communication to the Board of Directors</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.8.1</b>

### ***Policy***

The Executive Director shall keep the board informed so as to support them in their work.

### ***Procedures:***

1. The Executive Director will submit monitoring data required by the Board in a timely fashion.
2. The Executive Director will inform the Board of relevant trends, anticipated media coverage, significant internal or external changes which may impact on the Board's Strategic Plan, other Board policies, or the Association's business plan.
3. The Executive Director will report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
4. The Executive Director will inform the Board of Directors if in their opinion the Board is failing to adhere to one or more of their governance policies or practices.
5. The Executive Director will report to each meeting of the Board any significant feedback received from the community and their response.
6. The Executive Director will inform the Board of all formal complaints received by the East Hants Community Learning Association.
7. The Executive Director will ensure that members of the community (incl. members of the Association) can have access to the Board. Currently the Board will consider comments, suggestions, questions or complaints sent forward to the Board in writing. Should someone wish to avail themselves of this option the Executive Director will facilitate this process.
8. The Executive Director will ensure that offers by members of East Hants Community Learning Association to volunteer for the Board of Directors, committees, work groups and other tasks are duly noted, filed and considered appropriately by the board, employees, and volunteers.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Fair Treatment</b>	<b>Policy: Treatment of Customers and Stakeholders</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.9.1</b>

### ***Policy***

The board recognizes that one of its primary roles is to fulfill its mission and vision statements, and accordingly will not allow members and stakeholders, public, employees or volunteers to be dealt with in other than a fair, equal, welcoming and courteous manner.

Furthermore the organization shall not allow conditions that are unsafe, inaccessible, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

### ***Procedures:***

1. The Executive Director will use methods of collecting, reviewing, transmitting or storing members and stakeholders' information that protects against improper access to the material elicited.
2. The Executive Director will assess the level of members and stakeholders satisfaction on a regular basis.
3. The Executive Director will provide clients, members, & stakeholders with clear information on what may be expected and what may not be expected from the service(s) offered.
4. The Executive Director will ensure a code of conduct for persons using the facility or its services is in place and enforced.
5. The Executive Director will ensure that customers or stakeholders, who request access to the Board of Directors, will be informed to send them their suggestions, comments, questions or complaints in writing and will facilitate that process.



## Chapter 2: Board Governance Policies and Procedures

<b>Section: Fair Treatment</b>	<b>Policy: Treatment of Employees and Volunteers</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.10.1</b>

### ***Policy***

With respect to the treatment of paid and volunteer employees, the Executive Director may not treat the employees in a way that is inconsistent with the principles of fairness, respect, natural justice and the laws and regulations relating thereto.

### ***Procedures:***

1. The Executive Director will hire employees in a method compliant with standard fair hiring practices.
2. The Executive Director will develop and maintain written personnel policies and operation procedures which have been made readily available to employees and volunteers.
3. The Executive Director will develop and maintain a written grievance policy which has been made readily available to employees and volunteers.
4. The Executive Director will develop and maintain written policies and procedures on employee and volunteer suspension and dismissal protocol, which have been made readily available to employees and volunteers.
5. The Executive Director will immediately inform the Board of any employees or volunteer suspension and/or dismissal, and of procedures followed.
6. The Executive Director will facilitate performance evaluations and identify clear performance objectives and performance enhancement strategies with employee's volunteers.
7. The Executive Director will provide all employees, volunteers and independent contractors with a clear set of performance objectives and expectations upon being hired or contracted.
8. The Executive Director will develop, maintain and provide a comprehensive Occupational Health and Safety Policy, as well as Safe Workplace Policy and plan, for both employees and volunteers.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Whistleblower Policy</b>	<b>Policy: Fraudulent or Dishonest Conduct Whistleblower Policy</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.11.1</b>

### *Policy*

The East Hants Community Learning Association, its volunteers and employees, are committed to observing the highest standards of business and personal ethics in the conduct of their duties and responsibilities. As volunteers and employees of the Association, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws, regulations and policies.

In order to ensure that breaches of ethics and conduct are reported and can be addressed this whistleblower policy is established and maintained by the Board of Directors. The policy is supervised by the Vice Chair of the Board of Directors. As part of this system the Board of Directors will appoint a second member of the Board to assist persons wishing to use this system in case of the absence of the Vice Chair or if the person reporting the concern finds it difficult to report their concern to the Vice Chair.

The East Hants Community Learning Association will investigate any possible fraudulent or dishonest use or misuse of its resources or property by employees, volunteers, or members. Anyone found to have engaged in fraudulent or dishonest conduct is subject to disciplinary action up to and including civil or criminal prosecution when warranted.

All employees, volunteers and members of the East Hants Community Learning Association community are encouraged to report possible fraudulent or dishonest conduct (i.e., a whistleblower).

Employees and volunteers should report their concerns to the Executive Director of the Association. If for any reason an employee or volunteer finds it difficult to report their concern to the Executive Director they can alternatively report it directly to the Vice Chair of the Board of Directors, or to the alternate Board member designated for this purpose.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Whistleblower Policy</b>	<b>Policy: Fraudulent or Dishonest Conduct Whistleblower Policy</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.11.1</b>

The Executive Director or member of the Board of Directors of the Association should report suspected fraudulent or dishonest conduct to the Vice Chair of the Board of Directors, or to the alternate Board member designated for this purpose.

Members of the Association who suspect fraudulent or dishonest conduct should report their concerns to the Vice Chair of the Board of Directors, or to the alternate Board member designated for this purpose.

For more information about definitions, rights and responsibilities, procedures, and contacts read the following.

### ***Definitions***

**Baseless Allegations:** allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to institutional disciplinary action and /or legal claims by individuals accused of such conduct.

**Fraudulent or Dishonest Conduct:** a deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents
- unauthorized alteration or manipulation of computer files
- fraudulent financial reporting
- pursuit of a benefit or advantage in violation of the East Hants Community Learning Association's conflict of interest policy
- misappropriation or misuse of East Hants Community Learning Association's resources, such as funds, supplies, or other assets
- authorizing or receiving compensation for goods not received or services not performed
- authorizing or receiving compensation for hours not worked
- intentional violation of a policy or practice

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Whistleblower Policy</b>	<b>Policy: Fraudulent or Dishonest Conduct Whistleblower Policy</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.11.1</b>

**Whistleblower:** an employee, volunteer or member who informs the Executive Director or the Vice Chair of the Board of Directors (or their designate) about an activity which that person believes to be fraudulent or dishonest.

### ***Rights and Responsibilities:***

It is the responsibility of all volunteers, employees and members to report suspected fraudulent or dishonest conduct. It is the responsibility of the Association's Board of Directors and its Executive Director to maintain a system where such conduct can be reported safely and without retaliation.

Reasonable care should be taken in dealing with suspected misconduct to avoid:

- baseless allegations
- premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation
- violations of a person's rights under law

Accordingly, anyone faced with a suspected misconduct:

- should not contact the person suspected to further investigate the matter or demand restitution
- should not discuss the case with anyone other than the Vice Chair of the Board of Directors, legal counsel, or a duly authorized law enforcement officer
- should direct all inquiries from any attorney retained by the suspected individual to the Vice Chair of the Board of Directors
- Should direct all inquiries from the media to the Executive Director or the Chair of the Board of Directors.

## Chapter 2: Board Governance Policies and Procedures

<b>Section: Whistleblower Policy</b>	<b>Policy: Fraudulent or Dishonest Conduct Whistleblower Policy</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: May 27, 2024</b>	<b>Policy Number: 2.11.1</b>

### ***Whistleblower Protection***

East Hants Community Learning Association will use best efforts to protect whistleblowers against retaliation, as described below. It cannot guarantee confidentiality, however, and there is no such thing as an "unofficial" or "off the record" report. East Hants Community Learning Association will keep the whistleblower's identity confidential, unless (1) the person agrees to be identified; (2) identification is necessary to allow East Hants Community Learning Association or law enforcement officials to investigate or respond effectively to the report; (3) identification is required by law; or (4) the person accused of Fraud Policy violations is entitled to the information as a matter of legal right in disciplinary proceedings.

East Hants Community Learning Association employees, volunteers or members will not retaliate against a whistleblower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages) or membership. Whistleblowers who believe that they have been retaliated against may file a written complaint with the Vice Chair of the Board of Directors. A proven complaint of retaliation shall result in a proper remedy for the person harmed and the initiation of disciplinary action, up to and including dismissal or revocation of membership, against the retaliating person. This protection from retaliation is not intended to prohibit employees, volunteers or members from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors. Whistleblowers must be cautious to avoid baseless allegations (as described earlier in the definitions section of this policy).

### ***Contacts***

Questions related to the interpretation of this policy should be directed to the Association's Executive Director or the Vice Chair of the Board of Directors.