

SIX ELEMENTS OF GOVERNING

Elements of Governing	Responsibilities	Board Role & Authority
Guidance & Direction	Mission, vision, strategic goals	Develop in collaboration with Executive Director & managers (board makes final decisions)
	Shaping the future of the organization	In partnership with the Executive Director devote time to thinking about & discussing possible futures for the organization
	Core Values	Establish the 'core values' for the organization
	Governing Principles	Establish the principles that guide how the board will govern
	Key issues decision-making	On an on-going basis identify and address issues that are likely to have a material impact on the organization or those it exists to serve
	Review of strategies to achieve the vision and strategic goals	Review, with the Executive Director, his/her strategies to ensure alignment with core values, risk assessment, financial viability, and likelihood of achieving the vision and strategic goals

Standards of organizational conduct	Conditions & constraints on how the work of the organization is carried out	Board identifies the conditions & constraints and establishes governance policies to address them
	Code of Ethics	Board and Executive Director Develop the code of ethics to be followed by everyone in the organization
	Code of Conduct	Developed by the board to be signed and followed by its directors

Organizational oversight	Overseeing the affairs of the organization	Board establishes & implements practices that enable it to maintain general oversight of the management, administration and operations of the organization
		Board monitors the Executive Director's performance regarding achievement of results, compliance with policies, regulations, laws and other expectations established by the board

Elements of Governing	Responsibilities	Board Role & Authority
Protect the interests of the organization	Recruit, hire, monitor, compensate, evaluate and terminate employment of the Executive Director	The board has full power to carry out these responsibilities
	Risk management practices	Board should engage in risk management practices when reviewing Executive Director Strategies and when making major decisions affecting the organization and those it serves
	Succession planning	Board has the responsibility to ensure that a succession plan exists for the Executive Director; that it has an effective 'new board member' recruitment and nominations plan; and, that its succession plan for board leadership ensures high standards of leadership
	Environmental scanning	In collaboration with the Executive Director the board should be regularly scanning the environment in which the organization operates to identify changes, threats, opportunities that might affect its operating assumptions
	Board – Executive Director partnership	Board is responsible for ensuring a partnership agreement is in place and Executive Director performance is evaluated annually
	Accountability	Board is responsible for documenting and reporting on its performance to its stakeholders on an annual basis (this involves more than just a financial audit)
	Assessing Board performance	The board should assess its own performance at least annually

Elements of Governing	Responsibilities	Board Role & Authority
Ensure financial health & sustainability	Annual operating & capital budgets	Board is responsible for ensuring that budgets comply with policies. Board has authority to approve or reject the budget.
		Board must ensure that budgets meet operational requirements and strategic goal requirements
	Long term financial plan	Board must ensure that a long term financial plan exists and is kept updated
	Financial statements, internal controls, financial information systems	Board has responsibility to ensure the integrity of financial statements and require that the Executive Director implement suitable internal controls and financial information systems

Knowledge of & relationship with stakeholders	Communication plan	Board & Executive Director collaborate to develop & implement a plan for enabling both to communicate with stakeholders on a regular basis (includes seeking feedback and input on issues of importance to stakeholders)
		Board & Executive Director collaborate to develop & implement a plan for enabling both to have opportunities to interact with stakeholders throughout the year

## FRAMEWORK PRINCIPLES

The structure and integrity of Leadership Focused Governance is rooted in a set of coherent governance principles. These principles guide the board in defining its role, its relationship with staff, and how it will conduct itself as a governing body.

Familiarity with and acceptance of the principles are useful to the board member, as a tool in learning what is appropriate and acceptable governing behaviour for Leadership Focused Governance boards.

1. Organizational governance consists of two necessary and complementary dimensions: Governing and Managing.
2. The board exists to govern on behalf of those who have delegated to it the power and authority to act on their behalf and in the best interests of all who make up the organization called the BC Construction Safety Alliance.
3. Organizational governance is a partnership of the Board and the Executive Director.
4. The Primary Purpose and Role of the Board is to Govern. Governing consists of the following six elements:
  - a. Providing Guidance & direction
  - b. Setting the Conditions for organizational functioning
  - c. Oversight of all aspects of governance
  - d. Protecting the best interests of the organization and the persons it exists to serve
  - e. Having knowledge of stakeholder needs, interests, concerns and expectations
  - f. Ensuring the financial viability of the organization.
5. The Board designates the Executive Director as its leadership partner and as the person responsible for managing, administering and operating the organization. In doing so it delegates to this position the power and authority necessary to execute the relevant duties and responsibilities.
6. The power and authority of the board only exists when it acts as a whole. As individuals, board members, including the Chair, exercise no power or authority in the organization and therefore cannot act or speak for the board unless specifically delegated to do so by the board.
7. The only decisions or positions of the board are those made by the board through its accepted decision-making process. This means that the board speaks as one.
8. The position of board member and the entity known as the board exist to operate in the best interests of the organization. The organization consists of the persons it was created to serve (members), as well as staff and volunteers.
9. The work to be done by the board is determined by its purpose, which is to govern, and consequently is different than the work to be done by the Executive Director and her/his staff.
10. Board members commit to partnering with each other, with the board's leadership team, and with the Executive Director to engage in actions and decisions that contribute to building and maintaining a healthy and effectively functioning board and organization.
11. The Board, the Chair and the Executive Director work from the premise that the Chair's primary role and function is to lead and manage the board and not to direct and supervise the Executive Director
12. The Executive Director is the only staff member (a) who is directed by and who reports to the board; (b) with whom the board communicates and interacts regarding the management, administration and operation of the organization; and (c) who the board holds accountable for organizational performance.

13. Annual assessment and evaluation of organizational performance (governing and managing) is a requirement, not an option.
14. The Chair and the other elected officers constitute the board's leadership team. This team is collectively responsible for managing the work of the board.
15. A current and complete Governance Infrastructure is essential for the Board and the Executive Director to successfully fulfill their respective mandates.

## TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

### 1. PURPOSE

The purpose of a Board is to govern. A basic principle of Leadership Focused Governance is that the ultimate responsibility for making governance policy and for deciding what the organization is going to accomplish (what will be different for the clients, members, community because of the work done by the organization) belongs to the Board. Consequently, it is the Board as a whole, and not individual directors, staff or volunteers that set direction and set policy. However, when the Board and Executive Director are working as partners, the Executive Director will play an influential role in shaping direction and governance policy.

Governing is made up of six key elements:

- Guidance/Direction
  - Standards of Organizational Conduct
  - Oversight of all organizational performance
  - Protecting the best interests of the organization
  - Ensuring the financial sustainability of the organization
  - Knowledge of Stakeholder expectations, needs, concerns, interests and wants
- 1.1. A primary responsibility of the Board of directors (the “Board”) is to foster the long-term success of the BC Construction Safety Alliance (BCCSA) consistent with the Board’s responsibilities to the industry sectors it serves.
  - 1.2. The Board has the responsibility to oversee the conduct of the business of the BCCSA and to supervise management, which is responsible for the day-to-day conduct of business. In performing its functions, the Board also considers the legitimate interests which others such as employees, suppliers, customers and industry sectors have in the BCCSA. In supervising the conduct of the business, the Board will set the standards of conduct for the BCCSA and ensure the safety of its operations.

### 2. PROCEDURES AND ORGANIZATION

- 2.1. The Board operates by delegating to management certain of its authorities, including spending authorizations, and by reserving certain powers to itself.
- 2.2. The Board retains the responsibility for managing its own affairs including:
  - 2.2.1. selecting the Chair and the other officers;
  - 2.2.2. ensuring stakeholder organizations provide candidates for election to the Board;
  - 2.2.3. providing guidance to the Nominating Committee regarding the criteria they should consider in making their recommendations to the Board;
  - 2.2.4. constituting committees of the Board. Subject to the By-laws of the BCCSA the Board may constitute, seek the advice of, and, delegate duties and responsibilities to committees of the Board.

### 3. DUTIES AND RESPONSIBILITIES

#### Selection of Management

- 3.1. The Board has the responsibility:
  - 3.1.1. to appoint and replace the Executive Director; to monitor the his/her performance; to approve the Executive Director’s compensation and to provide advice and counsel to the Executive Director in the execution of the Executive Director’s duties;
  - 3.1.2. to ensure that plans are made for management succession and development.

## Monitoring and Acting

- 3.2. The Board has the responsibility:
  - 3.2.1. to monitor the BCCSA's progress towards its goals, and to revise and alter its direction through management in light of changing circumstances, ensuring that the annual Budget incorporates the long term financial model and the concomitant long term capital plan, control and management information systems.
  - 3.2.2. to approve the budget and any expenditures that deviate materially from the approved budget.
  - 3.2.3. to identify the principle risks of the BCCSA's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks; and
  - 3.2.4. to direct management to ensure that systems are in place for maintaining the integrity of and implementing the BCCSA's internal financial control and management information systems.

## Strategy Determination

- 3.3. The Board has the responsibility:
  - 3.3.1. to review, with management, the mission of the BCCSA, its objectives and goals, and the strategies by which it proposes to reach those goals; and,
  - 3.3.2. to review progress in achieving the goals established in the strategic plans.

## Policies and Procedures

- 3.4. The Board has the responsibility:
  - 3.4.1. to develop, approve and monitor compliance with all major policies which govern the BCCSA's operations; and
  - 3.4.2. to direct management to implement systems designed to ensure that the BCCSA operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

## Compliance Reporting and Corporate Communications

- 3.5. The Board has the responsibility:
  - 3.5.1. to ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles;
  - 3.5.2. to ensure timely reporting of any other developments that have a significant and material effect on the performance of the BCCSA and as required under the terms of reference of the BCCSA's charter.
  - 3.5.3. to report annually to its members on the Board's stewardship for the preceding year; and
  - 3.5.4. to ensure that the BCCSA has in place a policy to enable the BCCSA to communicate effectively with its members and the industry sectors it serves.

## 4. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS

- 4.1. The BCCSA is a not-for-profit Society incorporated under the Societies Act of British Columbia
- 4.2. Directors are under a fiduciary' duty to the BCCSA to carry out the duties of their office:
  - 4.4.1. honestly and in good faith;
  - 4.4.2. in the best interests of the BCCSA; and,
  - 4.4.3. with the care, diligence, and skill of a reasonably prudent person.
- 4.3. Directors have specific statutory duties and obligations under employment, environmental, and financial reporting law as well as under the withholding provisions of taxation law.

## TERMS OF REFERENCE: BOARD CHAIR, VICE-CHAIR, PAST CHAIR, TREASURER, SECRETARY, COMMITTEE CHAIRS

### BOARD CHAIR

#### Description:

To provide leadership to the Board of Directors and to guide and manage its business to ensure that its desired outcomes are achieved and its policies are carried out.

- Take an active role in guiding the development of the Board's agenda for the year and for each Board meeting
- Be responsible for managing the planned agenda for each Board meeting
- Chair all Board, General and Special membership meetings.
- Guide and oversee the work of all board committees and task forces
- Manage and direct the work of the Board throughout the year
- Encourage and help to find ways for the involvement of all board members
- Implement effective processes for discussion and decision making at the Board meetings
- Represent the Board, as appropriate and as required,
- Be the chief spokesperson for the board and along with the Executive Director be the co-spokesperson for the organization
- Ensure that Board members fulfill their roles and responsibilities as Directors and conduct themselves in Board meetings in accordance with the Board's code of conduct and conflict of interest guidelines
- Interpret Board policy to the Executive Director when required, and be the Board liaison with him/her
- Chair meetings of the Leadership Team
- Keep the Executive Director apprised of actions and communications that will have an impact on the work of the staff and the organization
- Be a signing officer
- Ensure that the organization has a current strategic plan and that this is reviewed during his/her tenure as Chair
- Ensure that the Board has a strategy and action plan for developing and maintaining effective relationships with key stakeholders of the BCCSA
- Take an active role in orienting new board members to the board and the organization
- Ensure that succession plans exist for the board and the staff



## VICE-CHAIR

### Description:

In the absence of the Chair, the Vice Chair shall fulfill the duties of that office. In conjunction with the board, assist in governing the affairs of the organization in accordance with the constitution, bylaws, directives and policies established by the Board:

### Job Activities:

- Be an effective member of the Board's Leadership Team
- Chair all Board meetings, executive and General Meetings in the absence of the Chair
- Assist the Chair in guiding and directing the work of committees and task forces committees
- Ensure that the Board of Directors is monitoring tasks in assigned areas as the prerequisite to successful implementation of the board's work
- Assist the Chair in ensuring that meetings are run effectively and productively
- A willingness and ability to consider serving as the Chair
- Be a Signing Officer.

## TREASURER

### Description:

To ensure that proper financial controls exist and are followed with respect to all financial dealings of the BCCSA, and assist in governing the affairs of the organization in accordance with the constitution, bylaws, directives and policies by the Board.

### Job Activities:

- Be an effective member of the Board's Leadership Team
- Ensure that the board undertake an annual budget review and approval process prior to the beginning of the BCCSA's fiscal year
- Take the lead role for the board in monitoring financial policies
- On behalf of the board ensure that the BCCSA's financial operations are conducted within the established budgetary framework
- Present the financial statements for monthly or quarterly board meetings
- Present the audited financial statements to the Annual General Meeting
- Recommend the appointment of the auditor for the forthcoming year
- Be a Signing Officer.

## SECRETARY

### Description:

To be the official keeper of board minutes, resolutions, committee reports, and correspondence, and assist in governing the affairs of the organization in accordance with the constitution, bylaws, directives and policies by the Board.

### Job Activities:

Be an effective member of the Board's Leadership Team

- Ensure that official records of the board such as minutes, reports, correspondence, and statutory filing reports are maintained and where necessary submitted to requiring authorities
- Ensure notices of meetings of BCCSA and the board are given
- Ensure the register of members is maintained
- Be a Signing Officer.

## PAST CHAIR

### Description:

On completion of his/her term as Chair of the Board, this person will serve one term as Past Chair.

### Job Activities:

There are no special responsibilities or authority that goes with this position. The Past Chair is expected to attend board meetings, contribute to board discussions and decision-making, and where relevant and appropriate volunteer to be a member of a board committee or task group.

If requested by the current Chair or the board, the Past Chair could assist with the orientation of new board members.

## COMMITTEE CHAIRPERSON

This position and the role and responsibilities of committees are important to the successful achievement of the BCCSA's vision and outcomes. The Chairperson of a committee is responsible for ensuring that the work or task assigned to it is done and done well. The person selected or chosen should have the skills to work effectively with a small group and be capable of achieving results.

### Responsibilities:

- Convene and Chair committee meetings
- Recruit and orient volunteers for the committee
- Inform committee members of mandate & terms of reference
- Manage the work of the committee
- Prepare & submit committee reports
- Keep committee members focused & involved
- Manage the meeting dynamics
- Liaise with the board or staff

## TERMS OF REFERENCE FOR A DIRECTOR: ROLES AND RESPONSIBILITIES

### CONTRIBUTION TO BOARD EFFECTIVENESS

The responsibilities in this area are concerned with the personal approach, commitment and style of involvement of a Director as she/he functions as a member of a board. BCCSAs gain the most from a board when its Directors are committed to working together in the best interests of the BCCSA and when there is a serious commitment to effective participation.

The following are some principles and general guidelines for maximizing the contribution a director can make to board effectiveness.

It is the responsibility of each Director to:

- Participate actively in the business of the board and to make a positive contribution to providing visionary leadership and direction to the BCCSA.
- Become generally knowledgeable about the purpose and business of the BCCSA and those it serves.
- Ensure that he/she understands that the board's purpose is to govern and be fully conversant with the board's approach to governing and act accordingly.
- Ensure the board fulfills its obligations to its stakeholders as well as its legal and regulatory requirements.
- Oversee, along with all other members of the board, the management of the affairs and business of the BCCSA.
- Act honestly, in good faith and in the best interests of those who the BCCSA is there to serve.
- Exercise the care, diligence, skill and good judgment of a reasonably prudent person .
- Ensure compliance with relevant acts, regulations, articles, by-laws and board policies.
- Be knowledgeable about and act to fulfill all legal obligations and requirements of a director.
- Stay informed on matters relevant to governing the BCCSA.
- Participate actively and constructively in the discussions of the board.
- Be a resource to the board and to management.
- Follow the governing principles or rules agreed on by the board regarding how it will govern and conduct its business.
- Understand the difference between governing and managing and not encroach on Management's areas of responsibility.
- Not act as the representative of the interests of special groups or individuals over the best interests of the BCCSA.
- Use his/her abilities, experience and influence constructively
- Not speak or act as an individual on behalf of the board unless authorized to do so.
- Respect board confidentiality
- Come to meetings having read the relevant material in your board package and be prepared to discuss what is on the agenda.

- Use board policy, strategic planning and board discussion of key issues that might possibly affect the organization or its members as a way of directing and influencing the management and operations of the BCCSA.
- Make a concerted effort to attend all board meetings and to notify the Chair of your inability to attend any board meeting. If it is apparent that you are likely to miss several board meetings and therefore are unable to fulfill your obligations, you should seriously consider whether it is prudent for you to remain as a Director on the board.
- Inform yourself of the proceedings, decisions, and proposed actions decided upon at missed board meetings within a week of the meeting. By doing this, you can immediately register your dissent (if you have one) with the secretary of the board regarding any decisions or actions taken at the meeting you missed.
- Express any contrary opinions or views you hold on matters under discussion or consideration by the board. However, once the board has made a decision or taken an action on the matter, it is not constructive or helpful to the board if you inappropriately continue to attempt to raise or discuss the matter at other times during the meeting or to continue to bring it up at every meeting.
- Do your best to ensure board discussions focus on issues related to governing, policy, strategy, and results rather than day-to-day management of the BCCSA.
- Identify and avoid potential areas of conflict, real or perceived, and ensure they are declared and reviewed.
- Each director should establish an effective, independent and respected presence and a collegial relationship with other directors.
- Contribute to achieving the goals and work of the board by volunteering to be a member of a board committee or task group and by actively contributing to its work.
- Understand the difference between committees and task groups of the board and those of staff and respect the boundaries of how each operates.
- Honour the Code of Conduct that applies to all board directors.
- Participate in the review and approval of BCCSA policies and strategies and in monitoring their implementation.
- Act with integrity;
- Advise the Chair before introducing significant and previously unknown information at a Board meeting so that the Chair can ensure the Board is equipped with whatever is required for a well-informed discussion of the new matter. Any director may propose items for placement on any part of the Board agenda by putting them forward to the Chair directly.
- Become acquainted with the Chair and Executive Director
- Communicate with the Chair between meetings on matters of interest or concern to the to the board and the work of the organization.
- Demonstrate a willingness and availability for individual consultation with the Chair or Executive Director
- Participate in evaluating the performance of the Chair and the Executive Director.
- Understand the process of committee work, and the role of management and staff supporting the committee.
- Become generally knowledgeable of the business of the BCCSA and those it serves;
- Ensure that you have the information necessary to participate effectively in board discussions;
- Have an understanding of the many environments within which the BCCSA operates;
- Be an effective ambassador and representative of the BCCSA.

## CODE OF CONDUCT

A code of conduct is a tool that boards can use for several purposes: (1) to help new board members become aware of and commit to attitudes and behaviours that will be expected of them in their role of directors; (2) when necessary, as a reminder to a board member that they agreed to abide by the code; and (3) as one item in the board's recruitment package of information to potential board candidates. Some might be concerned that the last purpose might scare away potential board members. If this is the case and the code is important to your board then it has been an effective tool.

This Code of Conduct sets out the conditions for the attitudes, behaviour and actions expected of individual board members of the BC Construction Safety Alliance (BCCSA).

In fulfilling my responsibilities as a board member of the BC Construction Safety Alliance I agree to:

1. Exercise the duties of care, diligence and skill
2. Respect the confidentiality of board discussions and deliberations as set out in Board policy.
3. Abide by all board policies governing board member behaviour, practices, decisions and actions
4. Respect and abide by the board's core values and governing principles
5. Honour my obligations to attend all board meetings and where this is not possible notify the Chair in advance of my inability to attend
6. Support the work of the BCCSA by attending BCCSA events
7. Come to the board meetings having read the materials relevant to the board meeting agenda
8. Abide by the board's Meeting Rules and by the method or process agreed to for conducting board meetings
9. To avoid where possible any conflict of interest and when it is not possible to do so declare to all board members the real or potential conflict
10. Abide by any policy or rules of the board regarding conflict of interest
11. Acknowledge that my loyalty to the BCCSA and the issues of construction safety in my involvements with BCCSA, supersedes any conflicting loyalty such as that to other interest groups and membership on other boards or staffs
12. Exercise and discharge the powers and duties of a director honestly and in good faith
13. Respect the right of each member to contribute his/her position or opinion to board discussion and deliberations, even though I might disagree with them
14. Refrain from behaviour which undermines the board's integrity, deliberations and decision-making
15. Ensure that my views and opinions are expressed in board discussions and to honour the principle that a board decision made fairly is the position of the board on the matter decided
16. To participate and contribute to building and maintaining a strong, healthy, productive and effective functioning board
17. Use board agendas and board meetings to voice my disagreement with board positions and decisions and not attempt to undermine the board by using public forums or other vehicles to voice my disagreement

18. Respect and honour the governing principles that board members avoid communication with staff, other than the Executive Director, on matters related to management, administration or operations
19. Not use my position as a board member to obtain employment with the BCCSA for myself, family members or close colleagues.

\_\_\_\_\_ Print board member name

\_\_\_\_\_ Board member signature

\_\_\_\_\_ Date

## DUTIES, ROLES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

In some non-profit organizations job descriptions for an Executive Director are a list of tasks and activities to be done by the person filling this position. Frequently this type of list is what some board members use to evaluate the Executive Director's performance.

The Leadership Focused Governance approach, and one used in large non-profit and public sector organizations, is to abandon the job description as a list of activities and tasks and replace it with an employment contract that identifies expectations related to duties, roles and responsibilities. This avoids specifying activities and instead sets out the scope of the position, the conditions to be met in carrying out the duties and responsibilities, and the results or outcomes to be achieved. It serves an explicit statement specifying responsibilities and expectations for which the board will hold the Executive Director accountable.

This allows the Executive Director to use his/her experience and expertise to determine the most cost effective and efficient ways to get the work done. Board members who think they know what has to be done will not find this appealing, but it will make for a happier and more innovative and productive Executive Director.

What follows is an example of how to state expectations and results, rather than specifying activities. The lettered (a, b, c, etc) statement is the expectation or desired result and the lighter coloured statements following it clarify what might be involved in meeting the expectation.

- a) Lead and manage the BCCSA in developing the strategies and initiatives to fulfill the BCCSA's mission and achieve the vision and strategic outcomes, within the parameters established by the Board.

*The Executive Director will work in partnership with the board to provide leadership to the BCCSA through the development of its mission, vision, strategic goals and positions on matters of importance to clients, customers or members.*

*Full responsibility for managing the BCCSA falls to the Executive Director. He/She may consult the board on some matters, but the responsibility for making management decisions belongs to her. As a responsible partner the Executive Director will keep the board informed of key decisions and actions he/she has or plans to make regarding his/her mandate and responsibilities.*

- b) Provide a safe, secure and healthy working environment for all staff and volunteers.

This is a legal requirement as well as an expectation for which the board will hold the Executive Director accountable. Addressing this matter should be reflected in planning and budgeting.

- c) Collaborates with the board of directors as it develops the vision/outcomes and strategic goals that define the direction and results to be achieved.

*It is the board's responsibility to develop the BCCSA's mission statement. Together, the board and Executive Director develop the vision and strategic outcomes for the BCCSA. The Executive Director and his/her senior staff then develop the strategies and operational plan for achieving the vision and strategic goals. The board has a responsibility to review the strategies with the Executive Director and senior staff to ensure that they are consistent with the BCCSA's core values, do not put the BCCSA at unacceptable risk, and have a high probability of achieving the strategic goals.*

- d) Develop and implement the strategies and operational plans necessary to achieve the vision.

*Although the board will be involved in developing and deciding on the vision and strategic goals, the Executive Director and staff are responsible for developing the goals to be achieved annually and for the strategies to achieve these goals. This is not a role or responsibility of the board. However, the board needs to support the staff in their endeavours.*

- e) Develop and operate the BCCSA within a budget that enables achievement of the vision / outcomes while fulfilling the BCCSA's existing obligations.
- The Executive Director is responsible for developing annual budgets that reflect the strategic and operational plans, requirements and obligations and submitting these to the board for approval*
- f) Develop and keep current a long-term financial plan that addresses operational and capital requirements, BCCSA growth, diversity of resource generation, potential risks, revenue surplus and reserve or contingency funds, and sets out the assumptions on which the plan is built.
- This is part of the Executive Director's responsibility to ensure the financial health and viability of the BCCSA. It is a task in which he/she will most likely involve senior executives or managers and possibly a task group of the board.*
- g) Ensure the integrity of the BCCSA's internal control and management systems
- It is the Executive Director's responsibility to put in place financial management and administrative systems that meet the standards of the auditor and other administrative, management, professional or accrediting bodies.*
- h) Direct and monitor the activities of the BCCSA in a manner that ensures its assets are safeguarded and optimized in the best interests of the BCCSA and the persons it exists to serve.
- The Executive Director is expected to put systems in place that safeguard the BCCSA's assets (i.e. sound financial management systems, insurance, policies and practices) as well as policies, procedures and practices for regularly monitoring the assets.*
- i) Identify the principal risks that could be faced by the BCCSA and ensure the implementation of systems to manage these risks.
- The Executive Director is expected to engage in risk management practices that minimize risk to the BCCSA and must ensure that these practices are known and implemented by staff.*
- j) Hire, manage, supervise, evaluate and if necessary terminate the employment of staff within approved budgetary parameters.
- The responsibility for all matters related to employee relations (hiring, compensation, discipline, supervision, and remuneration of employees) belongs to the Executive Director.*
- k) Develop and implement operational policies necessary for the effective and efficient operation of the BCCSA.
- All operational policies for the BCCSA are the responsibility of the Executive Director. This includes review, monitoring, and enforcement of existing policy and creation of new policy.*
- l) Establish and maintain an annual board approved plan for the development and succession of senior management.
- The Executive Director must develop and implement a succession plan for ensuring continuing fulfillment of her responsibilities. The board's expectation is that should she not be able to perform her duties, for whatever reason, others in the BCCSA will be able to step in and perform them so that there is minimal disruption to the functioning of the BCCSA.*
- It also means that the Executive Director is grooming one or more staff to be capable of succeeding him/her at some time in the future.*
- m) In collaboration with the board, develop and implement plans and strategies for communicating and building relationships with key stakeholders and, along with the Chair, act as a principal spokesperson for the BCCSA.
- The board and the Executive Director will develop strategies that define the role of each in communicating and developing relationships with the BCCSA's various stakeholders. This will involve keeping each other informed of any issues or developments that are likely to have either positive or negative impacts on any of these relationships.*
- Sharing the role of principal spokesperson means that the Executive Director must follow the same rules that apply to the Chairperson. This means that he/she cannot make statements or take positions on matters where the board has not yet made a decision or developed a policy. Any positions or statements that he/she does make must simply be a restatement of an existing board position.*



- n) Ensure that the Chair and the Board are provided with relevant and timely information regarding material issues.

*It is the responsibility of the Executive Director to ensure that the Chair and the board have, in a timely manner, information that may impact on the public image of the BCCSA or that is important to the board's ability to fulfill its governing responsibilities.*

- o) Foster an BCCSAal culture that promotes ethical practices and encourages individual integrity and social responsibility.

*It is expected that the Executive Director will establish policies, practices, standards and code of conduct for staff and volunteers that will help to ensure achievement of this board expectation.*

- p) Seek board approval for expenditures, revenue measures, leases or other actions and transactions falling outside the guidelines and policies approved by the board.

*The Executive Director is expected to be fully aware of this board expectation (and in some cases policy) and ensure compliance.*

- q) Work with the board of directors to lead and direct the BCCSA and to assist it with governance and board development, where needed.

*Although board development may not be the Executive Director's area of expertise, he/she should have access to resources to help the board engage in effective governance practices and improve or enhance their knowledge and skills as directors.*

## The Executive Director's Work

The Terms of reference for the Executive Director principally outline the duties to be performed and results to be achieved. Note, they do not identify any of the specific activities in which she must be engaged (i.e. meet regularly with various industry sector BCCSAs, conduct weekly meetings with staff, or publish and distribute the monthly newsletter). How to achieve the results is the business of the Executive Director and his/her staff. The board does not get involved in determining the means for achieving results.

When the Executive Director's duties and responsibilities are stated as expected results, the board must measure whether or not the results have been achieved. To do this the board needs to measure success or degree of achievement not the activities staff conducted in their efforts to achieve the results. Reports outlining or detailing activities are not an effective way to measure results.

The work of the Executive Director should focus on achieving the aims and outcomes articulated by the board as well as the expectations set out in the employment contract, and doing so in compliance with the Board's established standards of BCCSA organizational conduct.

This means that the Executive Director and staff have considerable freedom and flexibility to identify and implement actions and strategies to accomplish the goals. Seeking board approval for management decisions is not necessary as long as they are compatible with the mission, vision, strategic goals and policies of the board.

## COMMITTEES & TASK FORCES

In governance that is Leadership Focused, board committees and task forces work only on matters related to governance. They do not get involved in operational matters and staffs do not seek their opinions or approval. This helps keep the board focused on its own work, allowing them to use the precious and scarce resource of time to address governance matters.

Board members can be invited by the Executive Director to work on staff committees and task forces but as volunteers and not in their capacity as board members. This means that they do not report back to the board on any aspect of the work being done by this type of committee or task group.

There are basically two categories of committees and task forces: **Governance and Operations.**

**Board committees and task forces** are created to assist the board in getting its work done. This could mean gathering information on issues of concern to the board, developing recommendations for consideration, and carrying out a project of importance to the board.

### The key characteristics of Board Committees and Task Forces are:

- (1) they are created by the board
- (2) the board determines their mandate and terms of reference
- (3) at least one member of the committee or task force is a board member
- (4) on-going direction and supervision is provided by the board (usually by the Chair of the board)
- (5) they report directly to the board.

### Examples of Board committees and task forces

Committees (Ongoing): Nominations

Audit

Governance

Succession Planning

Policy Review

Executive Director Performance & Compensation Review (HR)

Stakeholder Advisory

Task forces (Ad Hoc): Issues

Generally committees and task forces do not have the power or authority to make policy decisions. However, they may be asked to develop and/or recommend policy for consideration by the board.

Committees and task forces are often created to accomplish a specific task. In doing the work essential to complete the task those involved must remember that they are there to do what is in the best interests of those the BCCSA exists to serve and not for the best interests of a select few.

Operations or Staff Committees and Task Forces:

Operations or Staff Committees and Task Forces are created to help accomplish the work that would normally be done by staff if there were sufficient numbers and expertise available to do all of the work.

**Characteristics of Operations/Staff Committees and Task Forces are:**

- (1) they are created by the Executive Director
- (2) their primary role is usually to do what would otherwise be staff work
- (3) they take their direction from the Executive Director
- (4) they report to and are accountable to the Executive Director.

Task forces differ from committees in that they are usually created to address a short-term problem or issue. They are given a very specific task to accomplish and usually a short time frame within which their work is to be completed. When the task is done they are disbanded.

## POLICIES

### STANDARDS OF ORGANIZATIONAL CONDUCT

#### EMPLOYEE RELATIONS

Regarding the treatment of employees, the Executive Director will ensure a healthy and safe working environment and working conditions that are fair, respectful, dignified and non-discriminatory.

Further the Executive Director will:

1. Not knowingly practice, condone or tolerate harassment of any kind within the organization and its working environments.
2. Ensure that individual job performance will be the only basis for discrimination among personnel
3. Ensure the protection of personnel from unsafe or unhealthy conditions in the workplace.
4. Provide a fair and equitable complaints and grievance process that is free from retribution
5. Respect the communication protocols established by and set out in Board policy.
6. Ensure that personnel are knowledgeable of board and organizational policies.
7. Ensure that employment practices do not contradict or violate rules and regulations of the Employment Standards Act of British Columbia
8. Ensure that a fair and transparent process and procedures exist and are followed for the termination of any employee and that any termination minimizes risk to the organization. The Executive Director will also ensure that the board is informed of terminations.
9. Ensure that performance evaluations are conducted annually for all staff and that the results are used as a means of helping staff identify areas for performance improvement.

#### FINANCIAL PLANNING

Annual operational budgeting for any fiscal year shall as accurately as possible reflect the on-going costs of maintaining the organization, include the required fiscal resources to achieve the Board's Vision and strategic goals, and not place the organization at financial risk.

Accordingly :

1. The Executive Director is responsible for the development of the organization's budget that must then be submitted to the board for approval.
2. The Executive Director must provide operational and capital financial plans, which contain sufficient detail to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails, and disclosure of planning assumptions on which the budget is based.
3. The Executive Director shall ensure that the budget is derived from the organization's strategic and operational plans.
4. The Executive Director's budget shall include sufficient funds annually for board operations such as costs of fiscal audit, board development, board and committee meetings and board legal fees.
5. The Executive Director may not submit a deficit budget for board approval unless authorized to do so by the board.
6. At least six months prior to the beginning of each fiscal year, the Executive Director must submit to the board for its consideration and discussion, the proposed operating and capital budgets for that fiscal year.

## FINANCIAL MANAGEMENT

The Executive Director is responsible for the on-going management of the organization's financial resources and for not placing the organization at risk.

Accordingly, the Executive Director will:

1. Follow the terms and conditions set out in the Alliance's contract(s) with WorkSafe BC with respect to revenues and expenditures.
2. Ensure the use of funds from all sources comply with the board's financial management policies
3. On learning of and verifying a potential revenue shortfall, report this situation to the board within two days of verifying the shortfall and be governed by their direction.
4. Not indebt the organization without approval by the Board
5. Only use any unexpended funds or Long Term Reserves for purposes specified by the board.
6. Have the discretion to re-allocate the use of funds within a budget category or specifically funded project, but may not move funds among categories or specifically funded projects.
7. Not allow cash to drop below the amount needed to meet its obligations in a timely manner.
8. Ensure tax payments or other government-ordered payments or filings are not overdue or inaccurately filed.
9. Quarterly financial statements, monthly bank statements and reconciliation reports are to be reviewed by the Audit Committee and signed off by the Chair of the Audit Committee.
10. Submit to the board on a quarterly basis a financial statement, signed off by the Chair of the Audit committee, that contains a variance analysis and a variance report.
11. Follow Generally Accepted Accounting Principles with respect to the financial management practices and procedures of the organization.
12. In emergency circumstances, where he/she is unable to contact the board, authorize the minimum expenditures necessary to ensure the safety of the organization then check with the board regarding further action. . These expenditures will be reported to the board in a timely manner.
13. Ensure that organization issued cheques have the signature of the Executive Director and one officer of the board or one designated board member.
14. Ensure that the purchase of equipment and office furnishing is based on current market prices.
15. Not allow banking of sick time and holiday time by Alliance employees.
16. Ensure that unexpended project funds are returned to the funding source for the project.

## RISK MANAGEMENT - ASSETS

The Executive Director may not engage in risk management practices that cause the assets to be unprotected, inadequately maintained or placed at risk.

Accordingly, s/he may not, without Board approval:

1. Fail to insure against theft and casualty losses to at least 80 percent replacement value, or fail to insure against liability losses to board directors, staff or the organization itself in an amount at least equal to the average from comparable organizations.
2. Subject office facilities and equipment to improper wear and tear or insufficient maintenance.
3. Expose the organization, its board or staff to claims of liability.
4. Make any purchase or commit the organization to any expenditure that does not comply with Board policies.
5. Receive, process or disburse funds under controls insufficient to meet the board-appointed auditor's standards.
6. Invest or hold operating capital that do not comply with Board policy (see Financial Management)
7. Acquire, encumber or dispose of real property unless within Board guidelines.
8. Fail to ensure that there are adequate controls in place to protect the organizations' assets.

## EMPLOYEE SALARY & BENEFITS

In fulfilling responsibilities regarding compensation and benefits to employees the Executive Director will be guided by an obligation to ensure that there will be no risk to the organization's finances or public image.

The Executive Director will:

1. Not promise or imply to anyone permanent or guaranteed employment.
2. Establish compensation and benefits which:
  - a. Are comparable to the geographic or professional market for similar skills or qualifications in similar types of organizations
  - b. Provide compensation and benefits to management personnel that are not significantly higher or more substantial than that of other employees under their supervision, or that violates the norm for acceptable executive compensation within similar organizations.
  - c. Do not create obligations over a longer term than revenues can be safely projected.
3. Establish deferred or long-term compensation and benefits that cause unfunded liabilities to occur or in any way commit the organization to benefits that incur unpredictable future costs.

### Compensation for the Executive Director

1. Compensation for the Executive Director is established by the Board
2. Annual adjustments to the Executive Directors' compensation and benefits will be based on the terms of the employment contract or on the performance evaluation or both.

## COMPENSATION FOR CONTRACTORS

In fulfilling responsibilities regarding compensation for contractors, the Executive Director will be guided by an obligation that there will be no conflict of interest or risk to the organization's finances or public image.

Accordingly, the Executive Director will:

1. Not engage in any conflict of interest with respect to their contractual responsibility.
2. Not enter into agreements with parties known to have a poor reputation or known to have engaged in questionable professional or business practices
3. Ensure that contracts prohibit contractors from sub – contracting any part of the service without the full knowledge and approval of the Executive Director.
4. Establish and follow a transparent process for review and awarding of contracts
5. Perform due diligence with respect to cost of services and or materials, and credibility of supplier or contractor

## COMMUNICATION

It is the responsibility of the Executive Director to ensure that the board is kept informed in a timely manner on matters that will impact their ability to govern the organization.

Accordingly:

1. The Executive Director shall make every effort to ensure that the Board is well informed on matters affecting the governance, safety and well-being of the organization
2. The Executive Director shall ensure that staff and external points of view on issues, where required or appropriate, fully inform the Board on matters under its consideration
3. The Executive Director shall submit monitoring data specified by the Board in an accurate and timely fashion
4. The Executive Director will deal with the Board as a whole, except for the occasional instance where he/she might be asked to fulfill an individual director's request for information.
5. The Executive Director must submit to the Board information and advice that:
  - (a) Is objective and timely
  - (b) Has no significant gaps in completeness and accuracy and
  - (c) Where relevant, reflects the opinions of those who work in the organization, and where appropriate or required the views of relevant external interested parties
6. The Executive Director will comply with requests for information from the board as a whole.
7. The Executive Director will report, in a timely manner, actual or anticipated noncompliance with any policy of the Board.

## MEMBER & STAKEHOLDER RELATIONS

A positive and respectful relationship with member organizations and stakeholders must be a cornerstone of our work with all sectors of the construction industry in the province. It is essential that members and stakeholders have trust in the Alliance and the goals it is seeking to accomplish.

Accordingly:

1. Dealings with members and stakeholders will be respectful and every effort will be made by staff to be helpful in assisting them with their queries, issues and concerns.
2. Alliance staff will acknowledge or respond to queries or contacts from members and stakeholders in a timely manner (typically, within two business days).
3. Staff will ensure that members and stakeholders are kept up to date on programs, services, policies and regulations related to safety in the workplace.
4. At least once a year, staff will provide an opportunity for members and stakeholders to provide feedback on their experience in dealing with the Alliance and to identify safety related issues or concerns that they think would be appropriately addressed by the Alliance.

## CONFLICT OF INTEREST

The Board expects ethical and businesslike conduct from its Executive Director.

The Executive Director has a responsibility for compliance with the Societies Act, all laws and regulations affecting not-for-profit organizations and employers, and the policies of the board of directors. This responsibility and accountability supersedes any responsibility to staff, members and interest groups.

The Executive Director must avoid any conflict of interest with respect to his/her legal and fiduciary responsibilities.

Accordingly, he/she will:

1. Ensure there is no self-dealing or any conduct of private business or personal services between the Executive Director and his/her family, private business associates, and the organization except where policies and practices exist to control and assure openness, competitive opportunity and equal access to “inside” information.
2. Not use his/her position to obtain for family members or close associates employment within the organization.
3. Temporarily withdraw from the selection and engagement process, should a member of the Executive Director’s family or private business associates be considered for employment.
4. Ensure that s/he and any of the Alliance’s managers are not in a position of supervising family members or friends employed by the Alliance.



## BOARD GOVERNANCE POLICIES

### ROLE & PURPOSE OF THE BOARD

The purpose and role of the Board is to govern the Alliance to efficiently and effectively fulfill its mandate; achieve its mission and vision; and, be accountable to the members for competent, conscientious and effective performance.

In governing the board will:

- Be forward thinking
- Encourage diversity of viewpoints
- Support strategic leadership
- Ensure a clear distinction of Board and Staff roles and responsibilities
- Work to achieve collective decision-making through healthy & respectful discussion and hearing all points of view

To fulfill its purpose and role the board will provide leadership to the Alliance in carrying out the following six essential areas of governing responsibility:

1. Providing guidance and direction
2. Establishing standards of organizational conduct
3. Providing oversight and monitoring
4. Protecting the interests of the organization
5. Ensuring financial health and viability
6. Stakeholder knowledge and relationships

In fulfilling its role and purpose the board will work in partnership with the Executive Director. The board will work to ensure a strong and healthy relationship between itself and the Executive Director and will encourage and solicit his/her involvement in providing leadership to shaping the vision and direction of the Alliance.

### THE WORK OF THE BOARD

The Board is responsible for leading and guiding the organization toward achieving a vision and strategic goals that fulfill the Mission of the organization.

The Board's specific work shall be:

1. Fulfillment of the six key areas of board responsibility as set out in the Role and Purpose of the board
2. Keeping itself informed on matters of interest and concern to members, stakeholders and the organization
3. Engaging in decision-making regarding the direction of the organization and on matters affecting the interests of the organization, its members and stakeholders.
4. To establish and maintain an effective link with its members
5. To develop, monitor and review strategic direction and policies which lead and guide the organization
6. The assurance and evaluation of organizational performance (Executive Director performance)
7. Ensuring compliance with legislation, regulations and conditions of its funding bodies
8. Evaluation of its own Governance processes and performance
9. Convening an annual general meeting of its members

## DELEGATION OF AUTHORITY TO THE EXECUTIVE DIRECTOR

The Board of Directors is the body responsible for governing the organization and for ensuring fulfillment of its mission, vision and strategic goals. It recognizes that its focus must be on governing and that its professional staff must have the authority to manage and operate the organization.

Accordingly:

1. The board delegates to the Executive Director the authority on all management and operational decisions under its jurisdiction according to its governing decisions and policies.
2. The tasks of development and implementation of operational policy, based on Board policies belong to the Executive Director.
3. The Executive Director will implement and ensure compliance with the policies of the board within existing legislation, regulations, bylaws
4. Results to be achieved by the Executive Director are set out in the Board and management developed strategic plan.
5. The Standards of Organizational Conduct policies guide the actions and behaviours of the Executive Director.

## REPORTING & COMMUNICATION

Clear lines of communication and reporting are essential for a smooth flow of information and feedback between the Executive Director and the board.

Accordingly, the board and the Executive Director will adhere to the following principles and procedures:

1. The Executive Director reports to the board as a whole.
2. Authority over the Executive Director is held by the whole Board, not individuals, committees or Board Officers
3. Should the Executive Director wish to submit information to, or obtain clarification from the board she/he should request a meeting of the board for such purpose. The Executive Director will normally contact the Chair to request such a meeting.
4. The Executive Director is not restricted from using the expert knowledge of any board member.
5. The Chair will act as the liaison between the board and the Executive Director.

## RELATIONSHIP WITH THE EXECUTIVE DIRECTOR

The Executive Director is the senior executive staff person of the organization. As such this is the board's only direct employee, with all other employees taking direction from, reporting to and accountable to the Executive Director. The board delegates to the Executive Director the authority to manage and operate the organization on its behalf.

Unlike other employees of the organization the board's relationship with the Executive Director is contractual and the terms and conditions of the relationship and the responsibilities and obligations of the position are spelled out in an employment contract.

In addition to the delegation of the authority to manage and operate the organization, the board's employment contract with the Executive director will:

1. Identify the responsibilities for which the board will hold him/her accountable;
2. Set out the deliverables expected during the period of the employment contract;
3. Establish that the position reports to the whole board, and not to the officers or a committee or task group of the board;
4. Inform the Executive Director of the board's process for regular monitoring of his/her performance;
5. Identify the process for evaluation of the Executive Director's performance;
6. Spell out the board's expectations regarding the relationship between the board and the Executive Director;
7. Establish the process for changes to the compensation and benefits to the Executive Director.

## BOARD OPERATIONS POLICIES

### ROLE OF THE CHAIR

The primary role of the Chair is managing the work of the Board, representing the board as required and to ensuring that the Board operates within its approach to governing and to the rules/policies it establishes.

Consequently the Chair:

1. Must ensure that the agenda and meeting content will only be concerned with those matters that clearly fall within the purview of the Board to decide.
2. Must ensure that the agreed upon rules for conducting the meeting will be followed unless agreement has been reached to use different procedures.
3. Can only make decisions on behalf of the Board when authorized to do so by the board.
4. Is empowered to preside over Board meetings with all of the usual power of that position i.e. ruling, recognizing etc.
5. Is the Board's liaison with the Executive Director. He/she has no authority to supervise or direct the Executive Director. This is the responsibility of the whole Board.
6. Is the designated spokesperson for the Board. This responsibility can only be delegated to others by the board.
7. Directs the Board's Leadership Team and provides leadership in managing the work of the board.
8. Is responsible for developing, in consultation with directors and the Executive Director, the board's regular meeting agendas.

### BOARD MEETINGS

Board meetings are held primarily to enable the board to conduct its business regarding governing the organization. Consequently, it is only board directors who are authorized to participate in the conduct of board business.

Accordingly:

1. A schedule of board meetings will be determined by the board as a whole at its first meeting after each Annual General Meeting.
2. The normal membership of board governance sessions are board directors, the representative from WorkSafe BC, the Executive Director and the minute taker.
3. To allow for members and stakeholders to convey their views on matters under consideration by the board or to put forward ideas they think the board should address, the board may schedule an open session prior to each board meeting. At the conclusion of an open session the board will go into a governance session and decide on requests from persons wanting to attend the board's governance session.
4. The board will make every effort to honour notification of attendance by members and supporting organizations that want to participate in the board's open session.
5. At its discretion, the board can declare that it is going 'in-camera'. In-camera sessions are usually reserved for addressing the following types of matters: legal issues, purchase of real estate, personnel issues, and/or matters regarding other organizations where public knowledge of the discussions could cause injury or harm to the parties involved.
6. It is up to the board to decide if the Executive Director will be included in 'in-camera' sessions.

## COMMITTEES AND TASK FORCES

Committees and task forces will be used primarily to assist the board in doing its work. This means that board committees or task forces will not make policy decisions on behalf of the Board, but rather will be used to inform the board on matters it has been delegated to investigate and/or prepare recommendations. The board may establish audit, governance and executive committees to assist it in conducting its business and in developing policies and planning. The terms of reference for these committees will be set and approved by the board.

1. Board committee and task force roles, expectations and parameters will be clearly defined, and will not conflict with Executive Director authority.
2. Board committees or task groups will not have executive authority.
3. Committees or task groups do not speak or act for the board.
4. Board committees and task forces are not empowered to exercise authority over staff. Therefore, they will not normally have direct dealings with current staff operations nor will the Executive Director be required to obtain approval of a board committee or task group before making managerial decisions.
5. These policies apply only to committees and task forces that are formed by board action, whether or not the committees or task forces include non-board members.

## CONFLICT OF INTEREST

The Board expects of itself and its directors ethical and businesslike conduct.

The board has a responsibility for compliance with the Societies Act under which it was created as well as an obligation to the interests of members and other stakeholders. This accountability supersedes any responsibility to staff and to conflicting loyalties to advocacy or interest groups and membership on other boards or staffs.

Board members must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.

- A. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
- B. Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
- C. Should a board member be considered for employment, s/he must temporarily withdraw from board deliberation, voting and access to applicable board information.
- D. If a director thinks he/she has a conflict of interest it is their obligation to inform the other directors of the potential conflict. Directors are obligated to be aware of any real or perceived conflict of interest they might have with respect to any matters relating to the organization and to declare this conflict to the board.
- E. Directors who have knowledge of another director’s conflict of interest (real or perceived) have an obligation to bring this to the attention of the director in question. If the director in question does not declare their conflict, then the director with the knowledge of the conflict is obligated to alert the board to the potential conflict of interest.
- F. The board may acknowledge a conflict of interest of one of its directors and act to allow the conflict if it acknowledges the conflict and deems it to be acceptable.

## EXECUTIVE DIRECTOR RECRUITMENT, SELECTION, COMPENSATION & TERMINATION

The board adheres to fair and equitable employment standards and practices.

The Executive Director is the only staff person who is selected by and reports to the board. As the Executive Director is the only person to whom the board delegates the authority to achieve the organizational Vision and strategic goals, it is essential that the board employs and compensates accordingly an individual capable of fulfilling its expectations.

To accomplish this the board will:

Establish the criteria and qualifications they require of someone filling the position of Executive Director.

In recruiting a new Executive Director, do the following:

- a) Agree on the process that will be used to recruit, screen, interview, select and engage an individual from among qualified candidates
- b) Designate, if it deems appropriate, a task group of the board to conduct the candidate recruitment and preliminary screening process.
- c) As a whole, the board will interview and select from among the 3-4 short listed candidates that most closely satisfy the board's requirements and select one candidate to whom an offer of employment will be made.

Enter into an employment contract (for a three year term, with the possibility of renewal) with the successful candidate that spells out all deliverables, expectations, compensation, evaluation, and remedies for resolving differences between the board and the Executive Director.

Conduct an Executive Director performance review annually and make or not make appropriate adjustments to his/her compensation based on the outcome of the review and the requirements set out in the contract.

Inform the Executive Director, at the beginning of each year, of the Executive Director review and evaluation process that will be followed, and of the criteria that will be used for assessing performance and making adjustments to his/her compensation & benefits.

As a whole, be the only body that can make a decision to alter the Executive Director's contractual arrangement.

As a whole, be the only body that can make the decision to end the Executive Director's employment with the board.

## MONITORING AND OVERSIGHT

A major area of responsibility for the board is to monitor and oversee the management and operations of the Alliance.

Monitoring activity should occur regularly throughout the year. The findings from the monitoring activity will provide the board with an accurate picture of organizational performance regarding achievement of vision and strategic goals as well as compliance with applicable laws, regulation and board policies. It also provides the board with information that it can feedback to the Executive Director regarding performance strengths and weaknesses.

Accordingly, the board will:

1. Set out at the beginning of the year what will be monitored, when and by whom. As part of this process the board will establish a monitoring calendar as well as its expectations regarding the monitoring data and reports.
2. Use the data from monitoring reports as a significant portion of the information for its evaluation of the Executive Director's performance.
3. Use the monitoring data to provide the Executive Director with feedback to reinforce strengths and successful decisions and actions, as well as to identify areas requiring improved performance.

## SUCCESSION PLANNING

It is the responsibility of the board to ensure at all times that the Alliance is managed by a professionally qualified and competent Executive Director. In this regard, and in ensuring the Alliance is able to fulfill its responsibility of protecting the interests of the organization, the board will:

1. Require of the Executive Director that he/she prepare and submit to the board at the beginning of each year an up to date succession plan that identifies who is being prepared to assume the position of Interim Executive Director in the event that he/she is no longer able to perform the duties of the position, and what is being done to educate and train other management staff for the senior level positions of the Alliance.
2. Identify for the Governance/Nominations committee the desirable qualifications being sought in candidates for the position of Director at Large.
3. With respect to the leadership of the board follow the procedures established in the bylaws of the Society