



GOVERNANCE POLICIES

Table of Contents

GOVERNANCE PROCESS	SECTION 1	2
G1 GOVERNANCE STYLE AND COMMITMENT		3
G2 BOARD RESPONSIBILITIES AND JOB DESCRIPTION		5
Appendix G2: Declaration of Commitment and Confidentiality Agreement		
G3 ROLE OF THE CHAIR		10
G4 CODE OF CONDUCT		11
G5 CONFLICT OF INTEREST		13
G6 BOARD COMMITTEES		14
G7 BOARD MEETINGS		17
G8 COMMUNICATIONS		19
G9 MONITORING BOARD PERFORMANCE		20
ENDS POLICY	SECTION 2	22
E1 MISSION, VISION, VALUES AND OUTCOMES		23
.....		
BOARD/CHIEF EXECUTIVE OFFICER LINKAGE	SECTION 3	24
BCL1 GOVERNANCE/MANAGEMENT CONNECTION		25
BCL2 DELEGATION TO THE CHIEF EXECUTIVE OFFICER		26
Appendix BCL2: Chief Executive Officer Job Description		
BCL3 MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE		30
EXECUTIVE BOUNDARIES POLICY	SECTION 4	31
EB1 EXECUTIVE AUTHORITY		32
Appendix EB1: Executive Boundaries Summary		
EB2 ASSET PROTECTION AND RISK MANAGEMENT		35
EB3 FINANCIAL PLANNING AND BUDGETING		36
EB4 COMMUNICATION AND COUNSEL TO THE BOARD		37
EB5 COMPENSATION AND BENEFITS		38
EB6 EMERGENCY EXECUTIVE SUCCESSION		39
EB7 FINANCIAL CONDITIONS AND ACTIVITIES		40
EB8 PUBLIC RELATIONS		41
EB9 TREATMENT OF STAFF		42
EB10 TREATMENT OF CLIENTS		43
EB11 BUSINESS CONTINUITY PLANNING		44

The policies and procedures contained in this manual have been approved by the Contact Brant Board of Directors. They outline the expectation that the Board of Directors has with respect to their stewardship and governance responsibilities.

GOVERNANCE PROCESS - SECTION 1

Governance policies ensure that the Board remains accountable to its clients, membership, funders and the Brant community. They describe *how* the Board will operate and ensure that the Board remains focused on providing vision and leadership.

According to the MCSS/MCYS Governance and Accountability Definitions:

Governance is the authority and responsibility to make decisions and take action. Mechanisms for establishing governance include legislation, regulations, and approved policies.

Accountability is the obligation to answer for the results of authorized actions, and the manner in which responsibilities have been discharged.

POLICY G1: Governance Style and Commitment

CATEGORY: GOVERNANCE PROCESS

ADOPTED: June 2000

REVISED: May 2013

Page: 1 of 2

PREAMBLE

The Board of Directors will govern under a Policy Governance model in accordance with Contact Brant's Governance Policies and By-Laws. A Policy Governance Board sets policy that determines the long-term direction for the agency; makes decisions that set broad guidelines for the agency; and hires a Chief Executive Officer to implement policies and manage day-to-day operations.

POLICY

The Board of Directors will:

- **oversee the ongoing financial health and performance of the organization**
- **support the achievement of the organization's stated Mission, Vision & Values and the Strategic Plan's Goals and Objectives**
- **cultivate a sense of group and individual responsibility and accountability**
- **be responsible for excellence in governing and for establishing policy.**

PROCEDURE

1. The Board has three primary responsibilities:
 - a. Accountability to its membership, partner agencies, funders and the Brant community.
 - b. Setting agency direction through strategic planning as well as policy development (Governance, Ends, Board-Staff Linkage, Executive Boundaries).
 - c. Hiring and monitoring of the Chief Executive Officer; the Chief Executive Officer is responsible for the performance of all other agency staff.
2. The Board of Directors will govern with an emphasis on:
 - a. Participatory collective governance decisions. The Board will create an environment that welcomes diversity, is inclusive of all Board of Directors members in deliberations, and uses the expertise of individual members to enhance the ability of the Board as a body; however Board values, agency direction and decisions will be established jointly by all members of the Board. There will be fair and visible decision making.
 - b. Strategic leadership more than operational detail. The Board will be responsible for proactively setting agency direction and helping to create solutions through policy development and strategic planning. The Board's focus will be on establishing long-term outcomes for the agency rather than on developing programs or means for achieving these outcomes.

- c. Providing a structure to be self-regulating, as well as developing trust, respect and opportunities for ongoing learning. The Board will annually discuss governance process improvement, compare Board activity to its policy and strategic directions, and ensure the continuity of governance capability. Board development will include orientation of new members to the Board's governance process.
- d. Clear distinction of Board of Directors and Chief Executive Officer roles. The Board will provide the tools to ensure the creation of a work environment where staff can do the best they possibly can.
- e. Meeting its fiduciary duty. The Board of Directors will contribute to the wise and appropriate use of Contact Brant's resources. A Director is required to follow the rules established under common law governing non-profit Director's duties. These rules indicate that a Director is required to exercise his/her power with competence and diligence in the best interests (an obligation of loyalty, honesty and good faith) of the Corporation. This multi-part rule is known as the Director's "Fiduciary Duty" to the Corporation that outlines:
 - i. A Duty of Care, requiring a Director to act with skill or competence, performed to a certain "standard" and with diligence. The "standard" that a Director must use is: "the skill that an ordinary person would be expected to apply on his/her own behalf and not a greater skill than might be expected of his/her knowledge and experience"; "the skill that might be expected of a reasonably prudent person". With diligence, means the Director is obliged to educate himself/herself about the Corporation's mandate and all aspects of its operation. It means that attending Board of Directors meetings is not sufficient. It requires active concerted effort on the part of the Director to be knowledgeable and thus prepared to provide informed advice and make informed decisions.
 - ii. A Duty of Loyalty, requiring a Director to act honestly and in good faith in what he/she reasonably believes to be in the best interests of the Corporation. The Duty of Loyalty is a personal one and cannot be delegated; it also means that a Director cannot profit from his or her Directorship, and must avoid all situations in which his or her duty to the Corporation conflicts with his or her own interests.

POLICY G2: Board Responsibilities and Job Description

CATEGORY: GOVERNANCE PROCESS

ADOPTED: June 2000

**REVISED: October 2015
May 2013**

Page: 1 of 5

PREAMBLE

The Board of Directors is to ensure appropriate organizational performance and will produce assurance of this performance. Collectively, the Board of Directors is responsible to the people it supports, staff, funders and the community for the total contribution and direction of the organization.

POLICY

The Board of Directors will produce written governing policies which, at the broadest levels, address each category of organizational decision:

- a) Governance Process**
- b) Board of Directors-Chief Executive Officer Linkage**
- c) Planning Responsibility - Ends**
- d) Executive Boundaries**

PROCEDURE

1. The Board requires the following qualifications from its Directors:
 - a. Director must live or work in the geographic area served by Contact Brant and be at least 18 years of age.
 - b. Directors must be committed to the principles and mandate of Contact Brant as outlined in the Objects of Incorporation.
 - c. Directors must demonstrate their ability to assume a leadership role in the governance of Contact Brant.
 - d. Directors must have a general knowledge and global viewpoint of the people served by Contact Brant.
 - e. Directors must demonstrate a commitment to act in the best interests of all persons served by Contact Brant.

2. A Board member has an obligation to:
 - a. be informed of the services provided by Contact Brant and the terms of the service agreement with the Ministry of Children and Youth Services
 - b. prepare for and participate in the discussions and the deliberations of the Board and its sub-committees
 - c. attend Board and sub-committee meetings; non-attendance of three meetings in a Board year is reason for removal from the Board
 - d. be aware of and subject to the Board conflict of interest guidelines, and confidentiality concerning In-Camera meetings, including the confidentiality of employee information which will be maintained at all

times; the release of information to a third party will only be done with the written authorization of the employee, unless legislation requires otherwise.

- e. identify and facilitate the procurement of appropriate membership for the Board.
- f. although not part of the normal duties of a Board member, any Director who will have direct one-to-one contact with people served by the agency must provide a Criminal Reference Check including a Vulnerable Sector Screen to the Board Chair.

3. The Board will govern and oversee the management of the affairs of Contact Brant in a proactive and responsible manner, including the following:

3.1 Governance Process:

- a. Policy Development Responsibility – The Board is responsible for setting the rules by establishing policies and procedures to provide the framework for the management and operation of Contact Brant.
 - i. The Board is responsible for ensuring that policies exist to delineate the Board of Directors responsibilities, practices and principles, as pertains to the composition, management and behaviour of the Board of Directors itself; the Board is responsible for adherence to Policies delineated in the Board of Directors Governance Policy.
 - ii. The Board of Directors is accountable for ensuring that the organization has a comprehensive set of operational Policies and Procedures that outline prescribed practices with respect to client services, finances, human resources, building, equipment and property; the responsibility for creating these “operational” practices is delegated by the Board of Directors to the Chief Executive Officer, but remain accountable for ensuring the policies are in place.
- b. Managing Resources Responsibility – The Board is responsible for setting the structures by ensuring that the organization has the personnel, configurations, strategies and risk management practices in place to deliver services and manage the resources (human and financial) of the organization. The Board delegates the management of resources to Chief Executive Officer, but it remains accountable for ensuring that structures to manage are in place and that management is occurring.
- c. The Board will regularly review the functioning of Contact Brant in relation to the objects of Contact Brant as stated in the letters patent of incorporation, the By-laws, and Governance Policies.
- d. The Board is responsible for Board membership, including the appointment of Board members which requires a majority vote of the Board of Directors.
- e. The Board will demonstrate accountability for its responsibility to the Annual General Meeting of Contact Brant.

3.2 Board of Directors-Chief Executive Officer Linkage:

- a. The Board will establish and implement processes in the selection and appointment of the Chief Executive Officer, and ensure the ongoing evaluation of the Chief Executive Officer.
- b. The Board will delegate responsibility and associated authority to the Chief Executive Officer for the management and operation of Contact Brant, and will require accountability to and from the Chief Executive Officer related to delegated responsibility and authority; the Chief Executive Officer is charged with the primary responsibility of providing reports and information to the Board at meetings of the Board and its Committees.
- c. The Board policies will specify how power is delegated, how power is monitored, and identifies the Chief Executive Officer role, authority and accountability; the Board is responsible for monitoring the delivery of the elements of its Strategic Plan, the quality of client service delivery and the effectiveness of management of corporation resources including the financial stability of the organization. Compliance with this responsibility is achieved by ensuring that relevant and timely information on all of these matters is available to the Board of Directors.
- d. The Board will ensure that annual financial statements from an independent audit firm are secured by the Chief Executive Officer and examined, and for reporting on same to the corporation's Annual General Meeting. The Board will ensure that an Annual Report provides a "year in review" of the highlights, successes and issues experienced by the organization, and that the Report is presented at the Annual General Meeting.
- e. The Board is responsible for ensuring that effective communication on a variety of topics occurs within and outside the organization.
 - i. The Chief Executive Officer is normally empowered to assume primary responsibility for internal and external communications and is informed of what is expected in this area.
 - ii. Board Policy describes the limitations or parameters on external communications by Directors. Each Board Member is responsible for supporting and communicating support for all decisions made collectively by the Board of Directors. The Board is responsible for promoting the organization within the community; Directors are expected to promote the organization, its services and its needs, whenever the opportunity presents itself.
 - iii. The Board may advocate for the needs of individuals and families. The Board may be called on to make representation to, or join with other organizations to advocate, or to draw attention to issues of general importance in the field of children's services, or issues of specific relevance to Contact Brant; in most circumstances, the Chief Executive Officer

performs this function on behalf of the Board and, as relevant, will seek input on specific actions and discuss with the Board how their involvement would enhance the promotion of the cause.

- f. The Board is responsible for adherence to all legislation and regulations relevant to the governance and operation of Contact Brant; the Board will empower the Chief Executive Officer with operational adherence to these.

3.3 Planning Responsibility – Ends:

- a. The Board is responsible for ensuring that the organization has a clear and credible overall direction for its services; the Board will set overall direction by developing and reviewing annually a Strategic Plan that incorporates a Mission, Vision and Values as well as Objectives to guide its present and its future.
- b. The Board of Directors fulfils their planning responsibility by approving the content of the Strategic Plan and annual Work Plan, and monitoring its application by working collaboratively with staff and the community.

3.4 Executive Boundaries:

- a. The Board identifies constraints on executive authority which establishes the prudence and ethics boundaries within which all activities and decisions by the Chief Executive Officer must take place.
- b. The Board will receive and endorse recommendations (as appropriate) made by the Chief Executive Officer related to the development and implementation of quality management methods.
- c. The Board will identify the principle risks of Contact Brant's operations and solicit recommendations regarding the implementation by the Chief Executive Officer of appropriate systems to manage these risks.

- 4. All Directors will sign a Declaration of Commitment and Agreement for Confidentiality to commit to the Mission, Vision and Values of the organization, protect the confidentiality of information, and protect the privacy of individuals. (Appendix G2)



Director of the Board Declaration of Commitment to the Mission, Vision and Values and Agreement for Confidentiality

Name of Director: _____

Commitment

I have read the Mission, Vision and Values Statements for Contact Brant and agree to remain true to the ideas and commitments expressed therein in all deliberations and decisions on Board affairs, during my term on the Board of Directors, Board Committees and as a member of the organization.

I commit to act honestly and in good faith in what I reasonably believe to be in the best interests of the Corporation.

Confidentiality

I commit to keep confidential all information received by me in any manner, including but not limited to orally, written, email, fax, computer records, in my line of duty as a Director of Contact Brant for Children's and Developmental Services with respect to clients, staff, volunteers, as well as the organization's business. I commit to keep confidential all information and issues which are received and discussed during or after my term as a Director of Contact Brant. I commit to confidentially handle and safeguard the information in my custody or under my control including but not limited to any written or electronic information, electronic input of information, filing, photocopying and printing by taking reasonable steps to ensure information is appropriately stored and protected against theft, loss and unauthorized use or disclosure; protecting against unauthorized copying, modification or disposal; and ensuring that all records are retained, transferred and disposed of in a secure manner.

I agree to not disclose any information during or after my term as a Director of Contact Brant to any third party for any reason except with written consent from the client or staff unless legally obligated to without consent.

I will not act as spokesperson for the Board, nor discuss the business of the Board, unless designated to do so by the Chair of the Board.

Signature

Date

POLICY G3: Role of the Chair

CATEGORY: GOVERNANCE PROCESS

ADOPTED: December 1999

REVISED: October 2015
May 2013

Page: 1 of 1

POLICY

The Chair ensures the integrity of the Board process and represents the Board of Directors to outside parties.

PROCEDURE

1. The Chair will chair meetings of the Board and ensure that the Board of Directors performs consistently with its own policies and By-laws.
 - a. The Chair ensures meeting discussion content will be primarily those issues which, according to Board policy, clearly belong to the Board of Directors to decide; the Chair will ensure that deliberation will be fair, open and thorough, as well as timely, orderly and kept to the point.
 - b. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - c. The Chair will be responsible for the delegating of Directors to committees. The Chair automatically has membership on all Board committees; the Chair's attendance at committee meetings will not be included when calculating attendance as required by other Contact Brant Board policies or standards.
 - d. The Chair will chair the Annual Meeting of Contact Brant and report on the management and operations of Contact Brant.
2. The authority of the Chair consists of providing clarifications of matters that fall within topics covered by Board policies on Governance Process and Board of Directors-Chief Executive Officer Linkage. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The Chair may represent the Board of Directors to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to the Chair.
 - b. The Chair may delegate this authority to another Board member, but remains accountable for its use.
3. The Chair's oversight will encompass ensuring the Chief Executive Officer provides periodic reports to the Board of Directors indicating that required items have been filed with the proper authorities and reports regarding the organization's affairs have been distributed to members.
 - a. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Boundaries policy areas. Therefore, the Chair has no authority to supervise or direct the Chief Executive Officer.

POLICY G4: Code of Conduct

CATEGORY: GOVERNANCE PROCESS

ADOPTED: July 2000

REVISED: May 2013

Page: 1 of 2

PREAMBLE

Contact Brant's Board members will conduct themselves in an ethical manner (both in fact and perception) while representing the agency. Board members will make decisions which they believe represent the broad interests of the community. The Board will ensure all fiscal and legal accountabilities are met.

POLICY

The Board commits itself and its members to ethical, professional and lawful conduct, including proper use of authority when acting as Board members and to discharging their duties with adherence to a standard of care based on the collective knowledge and experience of the Directors.

PROCEDURE

1. Board members must understand and adhere to Board policies and By-Laws. Board members must maintain confidentiality regarding In-Camera discussions as well as all other issues of a sensitive nature.
2. Board members must have loyalty to the organization, not influenced by loyalties to staff, other organizations and any personal interest.
3. Board members must avoid conflicts of interest with respect to their fiduciary responsibility; conflict of interest will include both actual and perceived. Members will have an opportunity at each meeting to identify conflicts or perceived conflicts of interest as they arise.
4. Members may not obtain employment in the organization for themselves, family or close associates; to apply for a job, a member must first resign from the Board.
5. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a. Members' interaction with the Chief Executive Officer or staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board of Directors.
 - b. Members' interaction with the public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board of Directors except to repeat explicitly stated Board decisions; Board members may advocate in support of policies and issues related to the business of the organization
6. Board members are expected to attend all meetings and are expected to notify the Chief Executive Officer or Board Chair if they are unable to attend.

- a. Board members should be properly prepared for Board deliberations by reviewing the Board package; Board members should commit to fully explore the issues, search for solutions, and make informed decisions.
- b. Board members should stay informed about the business and affairs of the organization, and should demonstrate the skills, knowledge and expertise expected of members of this Board.
- c. Board members should raise any agency concerns in an appropriate manner by communicating directly and immediately with the Chair or the Board as a whole.

POLICY G5: Conflict of Interest

CATEGORY: GOVERNANCE PROCESS

ADOPTED: July 2000

REVISED: May 2013

Page: 1 of 1

PREAMBLE

A conflict of interest exists when the Board member participates in making a Board decision, when he or she knows or should reasonably know that the decision may enhance the private interest of the Board member or promote the private interest of another person or organization with a formal association to the Board member.

POLICY

Any time a Board member's decision is or potentially could be influenced by external affiliations or personal interests, a conflict of interest must be declared.

PROCEDURE

1. The Chair of the meeting will ask for declarations of conflict of interest at every meeting of the Board.
2. Every Board member who thinks s/he may potentially have a conflict of interest related to an agenda item should disclose the nature and extent of the interest at the meeting of the Board; the declaration of interest should be announced at the meeting of the Board at which the issue creating the conflict of interest is first raised, or at the meeting at which the conflict of interest first becomes apparent.
3. The Board member declaring a conflict of interest should not vote, participate in the discussion or otherwise attempt to influence the voting on the decision, nor should the member be counted in any required quorum with respect to this vote.
4. Board members have an individual responsibility to question any situation regarding conflict of interest. If a Board member believes that any other Board member is in a conflict of interest position, they must describe their concerns; the Board member being questioned has the option of declaring a conflict of interest or requesting a Board review of the issue. Should a review be requested, the Board will vote on whether a conflict of interest exists; neither the member questioning the conflict, nor the member in potential conflict will have a vote.
5. Any Board member who knowingly fails to declare his or her interest in a particular decision, or misleading the Board of Directors about the nature of a conflict of interest will be removed from the Board.
6. Every declaration of a conflict of interest will be recorded in the minutes of the Board meeting.

POLICY G6: BOARD COMMITTEES

CATEGORY: GOVERNANCE PROCESS

ADOPTED: September 2000

REVISED: October 2015
May 2013

Page: 1 of 3

PREAMBLE

Board committees are to provide opportunity to broaden the discussion of various aspects of the work of the Board. Committees make recommendations to the Board of Directors which is the final decision-making body for the corporation.

A committee is a Board committee only if its existence and charge come from the Board. Board committees may involve non-Board members. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

The current Standing Committees of the Board

- 1) Nominating Committee
- 2) Policy Review Committee
- 3) Audit Committee

POLICY

Board committees will be used to facilitate the work of the Board of Directors and will operate as defined by their Terms of Reference, as approved by the Board of Directors.

PROCEDURE

1. Board committees will be used sparingly and will ordinarily operate as a Standing Committee or in an Ad Hoc capacity. When used, Board committees will be assigned specific roles which will reinforce the work of the Board.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. Board committees cannot exercise authority over staff. The Chief Executive Officer works for the full Board, and will not be required to obtain approval from a Board committee before an executive action, except as specifically authorized by the Board of Directors in the committee's terms of reference.
4. A committee's role, expectations, timing and authority will be clearly stated at the time of its creation. If it is a Standing Committee, the terms of reference should be reviewed annually by the committee, and any needed changes are to be recommended to the Board. The Terms of Reference for each committee should include:
 - **Responsibilities:** Tasks and activities to be carried out and recommendations the Board will expect.
 - **Authorities:** Decisions it is empowered to make.
 - **Accountability and Reporting:** All Board committees are accountable to the Board, and report to the Board.

- **Time Frame:** Indicate whether it is a standing committee or ad hoc; when it is to report to the Board and, if ad hoc, approximately when its work is to be completed.
- **Membership:** The Board appoints the Chair of the committee; the Chair ensures Directors volunteer or are delegated to committees.
- **Staff Roles:** Clarify whether staff are equal partners in the discussion and decisions of the committee or are a resource/support to the volunteer members of the committee.

5. Terms of Reference of Standing Committees:

5.1 Nominating Committee:

- **Responsibilities:** Nominate persons for election to the Board to fill any vacancies on the Board, and consult with the Chief Executive Officer with respect to the type of candidates that the Committee ought to recruit
- **Authorities:** Empowered to request appropriate candidates for their interest in the Board, and to interview potential members
- **Accountability and Reporting:** Accountable and report to the Board.
- **Time Frame:** Standing Committee struck annually at the first board meeting following the AGM; meet as needed by the Board when new members are required
- **Membership:** The Board appoints a minimum of 2 directors to the Nominating Committee, and identifies the Chair of the Committee
- **Staff Roles:** The Chief Executive Officer is a resource to the members of the Committee when requested

5.2 Policy Review Committee

- **Responsibilities:** Review Operational Policies, Governance Policies and By-Laws
- **Authorities:** Develop draft revisions or new policies and By-Laws for recommendation to the Board
- **Accountability and Reporting:** Accountable and report to the Board.
- **Time Frame:** Standing Committee struck annually at the first board meeting following the AGM.
- **Membership:** The Board appoints a minimum of 2 Directors to the Nominating Committee, and identifies the Chair of the Committee
- **Staff Roles:** The Chief Executive Officer is an equal partner in the discussion and will draft revisions or develop new policies under the direction of the Committee and the Board.

5.3 Audit Committee

- **Responsibilities:** Review of financial policies, procedures, controls; review external audit of financial statements and reporting; assist CEO develop budget annually; recommend regarding appointment of the auditor
- **Authorities:** Oversee financial reporting and disclosure process, scope and plan for external audit, draft financial statements and management letter with the auditor
- **Accountability and Reporting:** Accountable and report to the Board

- Time Frame: Standing Committee struck annually at the first board meeting following the AGM; meet prior to year-end (by February) and after draft audit is prepared (May/June) and complete recommendations by June Board meeting of each year; additional meetings as required.
- Membership: The Treasurer (Chair); the Board appoints a minimum of 1 Director
- Staff Roles: The Chief Executive Officer is an equal partner in the discussion and will draft the annual budget and be accountable regarding financial processes

POLICY G7: Board Meetings

CATEGORY: GOVERNANCE PROCESS

ADOPTED: April 1999

REVISED: October 2015
May 2013

Page: 1 of 2

PREAMBLE

There are three components to Board meetings:

- a) Open, which are open sessions for the public
- b) In-camera, which are confidential sessions for the Board of Directors, and staff, as deemed appropriate by the Board depending on agenda.

POLICY

Minutes will be kept at all meetings of the Board. All decisions shall be decided by a majority of votes.

PROCEDURE

1. Components of Board Meetings:

- a. The general public and staff are welcome to attend any open meeting
- b. In-Camera agenda items will only include personnel, legal, or contractual issues. Only Board members including the Chief Executive Officer and the Executive Assistant recording minutes may attend, unless otherwise approved by the Board. The Lead Resource Coordinator will also attend other than for personnel matters. The elected Board of Directors may at any time decide for no employees to be involved in a portion of the agenda for such matters as the Chief Executive Officer's performance review.

2. Minutes:

- a. There are two sets of minutes, one for each component of a Board meeting (Open, In-Camera). An Addendum to In-Camera Minutes may be written for confidential sections of an agenda that are not to be distributed to all normal attendees.
- b. Minutes will be reviewed by the Board for amendments and acceptance at the next meeting of the Board; amendments will be reflected in the next set of minutes.
- c. The Chair will sign off on approved minutes.
- d. A master Minute Book for each component of meetings will be kept by the Executive Assistant to the Board as a permanent record of all Board meetings; In-Camera minutes are confidential and will be filed in a secure location.
- e. Minutes of all committees of the Board shall be recorded and provided to the Board prior to the next regularly scheduled meeting of the Board.

3. Decision Making:

- a. The Board will seek to obtain consensus wherever possible; following discussion, whether or not consensus is attained, the Board will vote on decisions and record the results of the vote. All decisions shall be decided by a majority of votes.
- b. In certain instances where urgency regarding timing of a decision is required, or where there is a specific issue that requires discussion and a meeting with quorum is not possible, the entire Board may communicate by teleconference or email; rules regarding quorum and majority votes must be met. The decision made by electronic means must be brought to the next Board meeting by the Chair for inclusion in the minutes.

4. Electronic Meetings

- a. Attendance
 - i) At the request of any Board member, the Board shall allow the member to electronically participate in one or more meetings of the Board, or of a committee of the Board. The request should be made to the Executive Assistant for the Board or the Chief Executive Officer twenty-four (24) hours prior to the scheduled meeting wherever possible.
 - ii) A member of the Board who participates in a meeting through electronic means shall be deemed to be present at the meeting and included in the rules governing quorum.
- b. Participation
 - i) Electronic means, such as teleconferencing, shall permit the Board member to hear and be heard by all other participants in the meeting.
 - ii) The electronic means shall be provided in such a way that the rules governing conflict of interest of members are complied with. When a member participating by electronic means declares a conflict of interest on an agenda item, that item could be moved to the end of the agenda.
- c. Security
 - i) All Board members participating through electronic means must ensure that privacy can be maintained during In-Camera sessions.

POLICY G8: Communications

CATEGORY: GOVERNANCE PROCESS

ADOPTED: July 2000

REVISED: October 2015
May 2013

Page: 1 of 1

PREAMBLE

The media may become involved with the organization:

- a) At the organization's initiation to promote an event, activity or issue, to respond to an issue previously reported in the media, or to advocate for an issue.
- b) At the media's request for comments related to an "issue" involving only the organization itself, or an "issue" involving the broader field of the children's services sector, or a political decision/event, or a controversial occurrence.

POLICY

The Chair or his/her delegate speaks on behalf of the Board of Directors and to all media issues of a governance nature; the Chief Executive Officer speaks on behalf of the organization and to all media issues of an operational nature.

Contact Brant will undertake advocacy to effect positive change, as it relates to our mission, on behalf of individuals, families and our community.

PROCEDURE

1. In order to deal effectively with the media, the efforts of the organization must be planned and coordinated, confidentiality must be protected at all times and the impact on the organization evaluated prior to any media contact/response.
2. The Chief Executive Officer is the regular and expected spokesperson for the organization and will perform that function with the media.
3. The Chair will speak on Board issues when communication is required on behalf of the Board of Directors. When feasible this communication will be completed in consultation with the Chief Executive Officer to enhance coordination and effectiveness of the message.
4. Regular modes of communicating the happenings of the organization will include, but are not limited to:
 - a. Annual General Meeting: The Annual General Meeting of the Contact Brant Board will be held no later than September 30th and within fifteen months of the previous Annual General Meeting to report on the activities of the organization and the financial statements. The Annual General Meeting and the Annual Report are the primary vehicles for sharing information regarding with stakeholders and ensures the Board meets the accountability and openness requirements set out in Contact Brant's by-laws.
 - b. Website: The Website is used to provide up-to-date information on Contact Brant and service related topics.
5. Contact Brant will undertake advocacy to effect positive change, as it relates to our mission, on behalf of children, youth and their families and our community. All advocacy efforts must be based upon valid and reliable documentation.

POLICY G9: Monitoring Board Performance

CATEGORY: GOVERNANCE PROCESS

ADOPTED: July 2000

**REVISED: October 2015
May 2013**

Page: 1 of 1

PREAMBLE

The Board is committed to regular evaluation of its performance against the standards set out in the By-laws and Governance Policies.

POLICY

The Board will review and evaluate its performance annually.

PROCEDURE

1. The Board will complete an internal review and evaluation of its performance annually.
2. Broad areas of evaluation may include but are not limited to:
 - adherence to Board policies and By-laws; review and update
 - Board effectiveness in terms of strategic planning
 - Board effectiveness in terms of fiscal responsibilities
 - Board success at moving towards the 'Ends' of the organization
 - Effectiveness of Board meetings,
 - Relationship between Board and senior staff
 - Issues and risk management.

ENDS - Section 2

The Board must identify the organization's Mission, Vision and Values and develop a multi-year plan based upon this Strategic Plan; the multi-year plan is broken down into annual work plans which are regularly reviewed.

The Board must devise a Mission and mission-related statements, which clearly set out the desired *results* or *ends* of Contact Brant's actions. Board-generated 'ends' are further defined at all levels through the organizational vision. Values are the fundamental beliefs that guide the decisions and actions of Contact Brant.

The staff decide how to achieve these 'ends', and the Board evaluates staff performance based on how well the *results* of Contact Brant's actions match the desired ends.

POLICY E1: MISSION, VISION, VALUES and OUTCOMES

CATEGORY: Ends

ADOPTED: October 1999

REVISED: November 2018
October 2015; May 2013

Page: 1 of 1

PREAMBLE

The primary work of the Board is the development and monitoring of the implementation of the Strategic Plan. Strategic planning is the process of determining where the organization is going in the future and how it is going to get there. The Strategic Plan should be based on the organization's mandate. Contact Brant annually renews their organizational mandate agreements with the Ministry through the Budget process including the Service Description Schedules.

POLICY

The Board of Directors will govern the organization with the achievement of the Mission and Vision as its primary objective, guided in decision-making and actions by the Values.

The Board of Directors will monitor the outcomes of the organization as they are identified in the Strategic Plan and contractual agreements.

PROCEDURE

1. The Board will annually review and evaluate the Mission, Vision and Values statements; develop an annual work plan; and hold the Chief Executive Officer accountable for meeting the outcomes
 2. The Board will review and evaluate its Strategic Statements and Priorities through a facilitated strategic planning process every 3 to 5 years.
 3. The agency's priorities/work plan will be approved by the Board annually for the upcoming fiscal year. The priorities for the upcoming year will be discussed by the Board, starting in February, so that a draft of the annual priorities/ work plan can be prepared by the Chief Executive Officer for Board approval by the April meeting.
4. The CEO will bring a report of the outcomes of the annual work plan to the Board, with a mid-year report in October and a final report in April of each year.
5. The Board will provide leadership to Contact Brant by modelling the Values and ensuring the Chief Executive Officer is modelling the Values through performance reviews. The Chief Executive Officer will ensure staff are modelling the Values through performance reviews.
6. The Board will implement the Strategic Plan by ensuring provincial and other contractual obligations are implemented.
7. In implementing the Strategic Plan, the Board will also ensure there is on-going co-ordination, collaboration and building of partnerships with other community organizations, both individually and through community planning tables.

BOARD - CEO LINKAGES - SECTION 3

The Board's sole official connection to the operating organization, its achievement, and conduct will be through the Chief Executive Officer. Policy Governance envisions the Chief Executive Officer as a link between the Board and the staff. The specific duty of the Chief Executive Officer is to be accountable to the Board as a whole for the performance of Contact Brant — on how well the Board's 'ends' are being met; this maintains accountability while allowing the Chief Executive Officer a great deal of latitude to act, and to empower others to act. It is in the best interest of the organization for the Board of Directors to have regular and unencumbered two-way communication with the management of the organization.

The Board sets policies about how it relates to staff, the Board's approach to delegation, the Chief Executive Officer's role including executive boundaries, and how it will assess staff performance. Decisions of the Board acting as a body are binding on the Chief Executive Officer.

POLICY BCL1: GOVERNANCE – MANAGEMENT CONNECTION

CATEGORY: Board-CEO Linkage

ADOPTED: December 1999

REVISED: May 2013

Page: 1 of 1

PREAMBLE

The Chief Executive Officer is the Board of Director's sole official link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board of Directors is concerned, is considered the authority and accountability of the Chief Executive Officer. It is incumbent, however, for the Board members to have sufficient knowledge of the culture and operations of the organization. This knowledge is achieved through the formal meetings of the Board as well as through informal interactions with various members of the organization.

POLICY

The Board of Director's sole official link to the operational organization, its achievements and conduct will be through the Chief Executive Officer. Approved motions of the Board of Directors are binding on the Chief Executive Officer.

PROCEDURE

1. Decisions or instructions of individual Board of Directors members, officers, or committees are not binding on the Chief Executive Officer except when the Board of Directors has specifically authorized such exercise of authority.
2. The Chief Executive Officer can refuse requests for information or assistance made by Board members or committees without Board authorization. The Chief Executive Officer would make decisions about specific requests based upon the amount of staff time or funds required or the overall impact the request has on the functioning of the agency.
3. Authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Chief Executive Officer; the Board will not give instructions to persons who report directly or indirectly to the Chief Executive Officer.
4. Any conflicts in this area will be referred to the Board of Directors for consideration and decision.

POLICY BCL2: DELEGATION TO CHIEF EXECUTIVE OFFICER

CATEGORY: Board-CEO Linkage

ADOPTED: October 1999

REVISED: May 2013

Page: 1 of 4

PREAMBLE

It is the responsibility of the Board of Directors to lead the organization. Leadership is achieved through setting of organizational direction through the development of the Strategic Plan and Governance Policies. The Board engages the Chief Executive Officer to operate the organization following the objectives of the Strategic Plan as well as any policies and other directions determined by the Board.

POLICY

The Board of Directors will instruct the Chief Executive Officer through written policies which will prescribe the organizational outcomes to be achieved, and describe organizational situations and actions to be avoided.

PROCEDURE

1. The Board of Directors will develop and review policies instructing the Chief Executive Officer to achieve certain specific outcomes, as well as limit the latitude (Executive Boundaries) the Chief Executive Officer may exercise in choosing the organizational means.
2. The Chief Executive Officer may use any reasonable interpretation of the Board of Director's Strategic Plan outcomes and Executive Boundaries policies to establish all operational policies, make all operational decisions, take all associated actions, establish all appropriate practices, and develop all activities.
3. The Board shall develop a Job Description (Appendix BCL2) for the Chief Executive Officer to outline roles and responsibilities. The Board has adopted the following statements regarding the position description and duties of the Chief Executive Officer.
The Chief Executive Officer shall:
 - a. communicate clearly and directly with the Board at all times
 - b. be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board
 - c. ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the Corporation's human resources
 - d. ensure structures and systems for the development and review of existing programs, including recommendations for new programs, program expansions or program changes
 - e. ensure effective human resources, planning and resource implications in order to fulfill the mission, objectives and strategic plan of the Corporation

- f. provide leadership in support of the Board's responsibility to develop, review and monitor the mission, objectives and strategic plan of the Corporation
- g. develop, recommend and foster the values, culture and philosophy of the Corporation
- h. communicate with community organizations within Brant to promote co-ordination and planning
- i. represent the Corporation externally to the community, government, media and other organizations
- j. uphold and foster the development of the Corporation
- k. be responsible for ensuring the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board
- l. notify the Board of any failure of any member of the staff to act in accordance with statute law or regulations, or the Corporation's By-Laws, policies and rules, and of any belief that a staff is unable to perform his or her duties
- m. be responsible for taking such action as considered necessary to ensure compliance with the Corporations Act, the Regulations and By-Laws of the Corporation, and all other statutory and regulatory requirements
- n. be an ex-officio and non-voting member of the Board and Board Committees, and report to the Board on any matters about which it should have knowledge
- o. perform such other duties as directed from time to time by the Board.

Job Description – CHIEF EXECUTIVE OFFICER

PRINCIPLE RESPONSIBILITIES:

Ensuring the continued implementation and successful operation of the Contact Brant mandate, the Chief Executive Officer will accomplish the objects of the Corporation, serve clients as per the vision and mission of the Corporation, interact productively and proactively with all community stakeholders, maintain the agency's human resource and fiscal principles and policies, and ensure a broad, current and well informed understanding of the needs of the Brant community.

ACCOUNTABILITY: Direct reporting to the Contact Brant Board of Directors.

The Contact Brant Board of Directors has set out policies under a policy governance framework to govern the behaviour of the Corporation, including Executive Boundaries that the Chief Executive Officer will adhere to, report on and be evaluated against on a regular basis. The Chief Executive Officer will lead continued organizational development, implementation, administration and management of the mandate as given by the Ministry of Children and Youth Services (MCYS).

ESSENTIAL RELATIONSHIPS:

1. Board of Directors
2. Staff
3. Funders
4. Community Stakeholders
5. Other Contacts and like organizations

RESPONSIBILITIES: The Chief Executive Officer is responsible to the Board of Directors for all principle responsibilities of the leadership of the organization. Executive Boundaries govern the parameters of the position. Major responsibilities within those boundaries include but are not limited to:

Management

- Provide leadership, direction and daily management to Contact Brant framing all key decisions and strategic directions within the mission and values of the organization
- Ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources
- Structure policies, procedures and communications to support the functions and initiatives of the organization and the Board of Directors
- Demonstrate sound accounting and fiscal management practices in determining and managing the annual budget
- Address all aspects of Human Resource management to ensure that requisite policies, protocols, and practices are current and enacted. Refine the organizational structure to ensure the accountability of all Contact Brant employees for fulfilling the mission, objectives and strategic directions of the Corporation
- Promote effective teamwork and communication through appropriate structures and promote team interactions that reflect the values of the organization
- Supervise staff through consultation, mentorship, formal and informal supervision meetings, and performance review

Planning

- Facilitate with the Board of Directors the development of both short and long term strategies to enable effective and continuous service improvement
- Establish goals and objectives for the organization in an annual work plan together with evaluative measures and reporting schedules within a fiscally responsible framework
- Forecast changes, trends and issues in the community's need for services for an annual work plan
- Monitor policy and administrative requirements regularly to ensure that Contact Brant and the services it provides is relevant to the Brant community
- Develop infrastructure and relationships to promote systems level planning for Community Services Planning

Communications/Relationships

- Foster open and attentive communication with clients, service providers, staff, Board members, the Ministry, and the media
- Influence positive relationships and collaboration with community service providers, government agencies, and the broader community
- Seek and accept community input to resolve issues, effect change, and shape service responses
- Increase the public's awareness, understanding and enthusiasm about Contact Brant
- Adopt the vision of Contact Brant and employ the skills necessary to generate confidence and support from staff and stakeholders
- Influence lasting relationships with all stakeholders through team play excellence including committee memberships
- Develop required reports to the Board of Directors, Ministry and community

Client Services

- Facilitate planning and decision-making related to client and systems' services and address operational issues related to client service delivery
- Working with community partners, facilitate interagency protocols supporting consistent, effective and efficient delivery of client services and system features
- Liaise with MCYS agencies specific to coordinated information, access, waiting lists, Passport, Residential Placement Advisory Committee (RPAC) and Case Resolution
- Ensure the Case Resolution process and RPAC are coordinated for the Brant community
- Maintain and respect confidentiality

REQUISITE SKILLS AND KNOWLEDGE:

- Demonstrated leadership skills in the field of human services
- Creativity and self-motivation
- Exceptional oral and written communication and public speaking skills
- Successful completion of a degree in the social services or a related field and a minimum of 5 years related supervisory experience at the senior management level
- Competency in computer skills

POLICY BCL3: MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE

CATEGORY: Board-CEO Linkage

ADOPTED: October 1999

REVISED: May 2013

Page: 1 of 1

PREAMBLE

Monitoring the Chief Executive Officer's job performance will be against the organization's achievement of the annual Strategic Plan, goals and objectives and the degree to which Board policies are being met.

POLICY

An assessment of the Chief Executive Officer's job performance will be conducted annually by the Board of Directors.

PROCEDURE

1. The Board of Directors will regularly monitor and assess the Chief Executive Officer's job performance. Formal Performance Appraisals will occur at least annually.
2. The Board of Directors will establish the method for the Chief Executive Officer's performance review annually. The Chief Executive Officer will have input into the method of the review and final decisions about the methodology will be communicated prior to the scheduled performance review taking place.
3. The Board of Directors will acquire monitoring data by an internal report, in which the Chief Executive Officer discloses compliance information to the Board of Directors, and/or by audit and external report of information gathered by the Board. An external, independent third party could be selected by the Board of Directors to assess adherence to and compliance with Board policies; the standard for compliance will be any reasonable Chief Executive Officer interpretation of the Board policy being monitored.
4. Monitoring of the Chief Executive Officer's job performance will be against the expected job outputs regarding organizational accomplishment of Board Ends policies, organizational operation within the Board policies on Executive Boundaries, and attainment of the previous year's work plan. The Board's assessment may encompass, at the discretion of the Board of Directors, validation that management systems are in place to ensure staff efficiency, productivity and satisfaction.
5. The assessment will allow for input from all Board members and will be presented to the Board for final approval.
6. Following completion of the review process, the Board will formulate the appropriate recommendations arising from the review, make those known to the Chief Executive Officer, and initiate any resulting action. Completion of the CEO's performance review will initiate the start of another performance review cycle.
7. A copy of the Board of Director's annual review will be provided to the Chief Executive Officer, and an original will be filed in the Chief Executive Officer's personnel file.

EXECUTIVE BOUNDARIES - SECTION 4

The Board of Directors develop policies, based upon principles of prudence and ethics, to provide boundaries within which the Chief Executive Officer is free to act. Executive Boundaries are intended to empower staff to use full creative powers while safeguarding the agency against potential abuses.

The goal of Executive Boundaries state clearly what the Board requires of the Chief Executive Officer to allow the Board to concentrate its energies on 'Ends' issues. Outside of these constraints, the Chief Executive Officer is free to act within the boundaries of legislation and ethics to implement the strategic priorities of the organization.

The Chief Executive Officer reports to the Board any actual or potential illegality or breach of applicable legislation or other statutes. The Chief Executive Officer ensures that practices, activities, circumstances and decisions are lawful, ethical, prudent and support the Objects of Incorporation and are the established values of Contact Brant.

POLICY EB1: EXECUTIVE AUTHORITY

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: May 2013

Page: 1 of 3

POLICY

The Chief Executive Officer will act in a manner that is in line with the Mission, Vision and Values of Contact Brant as well as the goals and objectives of the Strategic Plan, follow the constraints established within the Executive Boundaries Policies, and declare all conflicts of interest.

PROCEDURE

1. The Chief Executive Officer will uphold and support the Vision, while achieving the strategic objectives of Contact Brant.
2. The Chief Executive Officer shall ensure the agency is operating with the benefit of a Board approved Strategic Plan and annual work plan, including long and short term plans, developed through appropriate consultation with Board and agency personnel.
3. The Chief Executive Officer shall implement a multi-year evaluation strategy which provides for program evaluation at least every five years.
4. The Chief Executive Officer shall promote a community-wide, co-operative and collaborative approach.
5. The Chief Executive Officer shall bring planning recommendations before the Board in a timely manner.
6. The Chief Executive Officer shall bring progress reports to the Board of Directors at least annually including, but not limited to the Strategic Plan and Work Plan, evaluations of service, and examples of community collaboration.
7. The Chief Executive Officer will take reasonable measures to ensure the quality of Contact Brant services and mission, vision and values, and ensure all staff continuously strive to improve the quality of services and their overall effectiveness.
8. The Chief Executive Officer will be held to the same level of accountability as the Board of Directors.

Executive Boundaries Summary

<p>EXECUTIVE AUTHORITY</p>	<p>CEO responsible to Board for:</p> <ul style="list-style-type: none"> • Annual development of Strategic Plan & Work Plan • Bi-annual reports re outcomes • Monthly reporting on expectations outlined in Executive Boundaries and identifying conflict of interest <p>The Board to complete an annual evaluation of the CEO</p>
<p>ASSET PROTECTION & RISK MANAGEMENT</p>	<p>CEO to report to the Board on the status of insurance, risk management issues, organizational policies at least annually or at the request of the Board.</p>
<p>FINANCIAL PLANNING & BUDGETING</p>	<p>CEO to bring to the Board:</p> <ul style="list-style-type: none"> • Monthly financial statements and explanations, projections of revenue/expenditures, and disclosure of planning assumptions to demonstrate that neither the program nor fiscal integrity of the agency is in jeopardy; emergency capital expenditures • Annual Audited Financial Report to the June meeting, and to be presented at Annual General Meeting. <p>CEO to work regularly with the Treasurer to ensure that the budget is in order.</p>
<p>COMMUNICATION & COUNSEL TO THE BOARD</p>	<p>CEO to report to the Board:</p> <ul style="list-style-type: none"> • Monthly on contentious issues, Ministry policy and new guidelines/information; • Annually on activities and data of the organization, Ministry reporting requirements (including annual Serious Occurrence Reporting), compliance with legislation, and fiduciary responsibilities of the Board

COMPENSATION AND BENEFITS	CEO to report to Board annually or at the discretion of the Board regarding compensation, benefits, mileage.
EMERGENCY EXECUTIVE SUCCESSION	CEO to report annually on succession plan and status for approval by the Board.
FINANCIAL CONDITIONS AND ACTIVITIES	<p>CEO to report to the Board:</p> <ul style="list-style-type: none"> • Monthly on financial conditions and activities showing fiscal accountability and all items outlined within the Executive Boundaries Policy • Annually to report on status of investments and ensure an external audit is completed and available for the AGM. <p>Board to at least annually examine the organization's procedures to ensure compliance with the financial planning policy and consider the need for a direct inspection.</p>
PUBLIC RELATIONS	CEO to report to Board monthly on all public relations matters.
TREATMENT OF STAFF	CEO to report monthly to the Board on staff pressures and issues; at least annually regarding HR operational policies, employment conditions, and staff activities.
TREATMENT OF CLIENTS	CEO to report to Board monthly on any complaints or appeals; quarterly on client feedback (PMS Reports); at least annually on organizational standards that ensure rights and confidentiality
BUSINESS CONTINUITY PLANNING	CEO to report annually on Business Continuity Plan including identification of resources and information needed to deal with emergencies; as issues arise, on any emergency/risk situations facing the organization

POLICY EB2: ASSET PROTECTION AND RISK MANAGEMENT

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: May 2013

Page: 1 of 1

POLICY

The Chief Executive Officer will ensure that assets of the organization are adequately protected through risk management practices, human resource and financial policies and appropriate and sufficient insurance coverage.

PROCEDURE

1. The Chief Executive Officer will ensure legislative and regulatory compliance regarding all assets, including individual's files.
2. The Chief Executive Officer will ensure that insurance coverage including theft and casualty losses are insured to at least 80% replacement value.
3. The Chief Executive Officer will ensure against liability losses to Board members, staff, or the organization in an amount recommended by the corporation's insurance advisor and approved by the Board of Directors.
4. The Chief Executive Officer will take all reasonable precautions to protect the organization, its Board or staff from claims of liability.
5. The Chief Executive Officer will take all reasonable precautions and actions to protect the organization's public image or credibility.
6. The Chief Executive Officer will develop and implement human resource and occupational health and safety policies that reflect best known practices and all relevant legislation.
7. The Chief Executive Officer will develop and implement financial policies and practices that ensure accountability and reasonable internal controls including segregation of duties wherever possible.

POLICY EB3: FINANCIAL PLANNING AND BUDGETING

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: May 2013

Page: 1 of 1

POLICY

The Chief Executive Officer will ensure sound financial planning, including budgeting, will take place at least annually; any deviation from the approved budget will be brought to the Board of Directors.

PROCEDURE

1. The Chief Executive Officer will ensure that the Financial Plan for any fiscal year will be aligned materially with the Board of Directors' Strategic Plan and policies and be derived from multi-year forecasts and based upon agency priorities and current issues.
2. The Chief Executive Officer will conduct budget development in a manner which includes credible projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions.
3. The Chief Executive Officer will ensure that the organization's budget is balanced by ensuring that planned expenditures are conservatively projected to be equal to revenues received.
4. The Chief Executive Officer will ensure that the budget provides a sufficient allowance for Board prerogative such as the costs of Board development and Board meetings.
5. The Chief Executive Officer will ensure that the organization's budget protects the fiscal soundness of future years.
6. The Chief Executive Officer will submit a budget and service plan for the upcoming fiscal year annually for Board approval; the budget will include an explanation of how the budget was arrived at and how it relates to the priorities set out in the service plan.
7. The Chief Executive Officer will bring any deviation from the approved budget to the attention of the Board of Directors monthly, with an explanation for each variance to be explained to the satisfaction of the Board members.

POLICY EB4: COMMUNICATION AND COUNSEL TO THE BOARD

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: May 2013

Page: 1 of 1

PREAMBLE

It is the responsibility of the Chief Executive Officer to ensure that the Board of Directors is apprised of the information required to make knowledgeable decisions which are in the best interest of the organization.

POLICY

The Chief Executive Officer will ensure that the Board of Directors is informed and supported in its work.

PROCEDURE

1. The Chief Executive Officer shall ensure that the Board is supported in its work, and well informed of agency activities, government policy and community trends that impact upon the agency's mandate and strategic priorities.
2. The Chief Executive Officer will submit monitoring data required by the Board of Directors in a timely, accurate and understandable fashion.
3. The Chief Executive Officer will keep the Board of Directors aware of relevant trends, anticipated adverse media coverage, and any significant external or internal changes.
4. The Chief Executive Officer will advise the Board of Directors of an actual or anticipated non-compliance with any Board policy, including Governance Process and Board of Directors - Chief Executive Officer Linkage.
5. The Chief Executive Officer will collect for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.
6. The Chief Executive Officer will address the Board as a whole except when fulfilling individual requests for information or responding to Officers or Committees duly charged by the Board.
7. The Chief Executive Officer will follow Ministry's Serious Occurrence Reporting Procedures, which require that an annual summary and analysis of all serious occurrences be provided to the Ministry by the Board, as well as any other Ministry-directed reporting required by the Board.
8. The Chief Executive Officer will keep the Board of Directors informed of developments related to its fiduciary and legislative compliance responsibilities.

POLICY EB5: COMPENSATION AND BENEFITS

CATEGORY: Executive Boundaries

ADOPTED: October 1999

REVISED: May 2013

Page: 1 of 1

POLICY

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Chief Executive Officer must protect the fiscal integrity and public image of Contact Brant.

PROCEDURE

In order to not cause or allow jeopardy to fiscal integrity or public image, the Chief Executive Officer shall:

1. Negotiate all employment arrangements within established and lawful Human Resources procedures
2. Ensure that compensation and benefits for employees are in line with competitive market rates and within resources available, and that conditions of employment are consistent with the geographical or professional market for skills employed
3. Prevent future unfunded liabilities including (but not limited to) those created by establishing or changing employee pension benefits; committing to benefits which incur unpredictable future costs
4. Ensure that all permanent employees are treated fairly and provided with consistent benefits.
5. Not change his/her own conditions of employment, compensation and benefits except as directed by the Board; it is the duty of the Board of Directors to ensure compensation and benefits of the Chief Executive Officer are in line with competitive market rates
6. Report on the status of each of these items at least annually and otherwise at the discretion of the Board

POLICY EB6: EMERGENCY EXECUTIVE SUCCESSION

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: October 2015
May 2013

PAGE: 1 of 1

PREAMBLE

In order to protect the Board of Directors from sudden loss of the Chief Executive Officer's services, the Chief Executive Officer will ensure that one staff is familiar with Board of Directors and Chief Executive Officer issues and processes.

POLICY

The Chief Executive Officer will protect the Board from the sudden loss of the Chief Executive Officer services through an Executive Succession plan.

PROCEDURE

1. The Chief Executive Officer will have one staff in the employ of the organization familiar with Board of Directors and Chief Executive Officer issues and processes.
2. The Chief Executive Officer will bring the emergency executive succession plan to the Board for approval at least annually by June.
3. When a transition of the Chief Executive Officer position occurs, the Board will appoint an appropriate person in the transition as the leader to provide emergency coverage which could include a manager from one of the Contact agencies, a Director of the Board, the identified staff in the succession plan, or an interim Chief Executive Officer seconded or appointed by the Board. If the appointee is not the informed staff, that staff will be expected to assist and inform the interim leader during the transition period.
 - a. When considering permanent succession, the Board may engage in a transparent and open recruitment process which considers both internal and external candidates. As the role and function of the Chief Executive Officer may change in accordance with the needs of the agency, the Board will engage in a formal needs analysis to identify the requirements for the Chief Executive Officer's position prior to initiation of the search process. The Board of Directors will approve the selected candidate and contract offer.
4. When a transition of the Chief Executive Officer position occurs, the Board Chair will be given the responsibility of communication with key stakeholders (staff, Ministry, community) during the transition period.

POLICY EB7: FINANCIAL CONDITIONS AND ACTIVITIES

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: June 2022
May 2013

Page: 1 of 1

POLICY

The Chief Executive Officer must protect the financial soundness of Contact Brant and operate the organization in a sound and prudent fiscal manner, based on the Board of Director's priorities, which have been established in policies and within approved budgets.

PROCEDURE

1. The Chief Executive Officer will not expend more funds than will be received in the fiscal year or indebt the organization; the Chief Executive Officer will not incur an overall negative cash position.
2. The Chief Executive Officer will not fail to settle payroll and debts in a timely manner.
3. The Chief Executive Officer will obtain comparative pricing and apply prudent protection against conflict of interest in any purchase; the Chief Executive Officer will consider local services when all other comparators are equal.
4. The Chief Executive Officer will receive Board approval prior to making any single purchase in an amount greater than \$20,000; the Chief Executive Officer will not split orders to avoid exceeding authorized limits.
5. The Chief Executive Officer will receive Board approval for any schedule of monthly withdrawals for purchases, any transfers between bank accounts, or any other transactions where a cheque requiring two signatures would not be utilized.
6. The Chief Executive Officer will not acquire, encumber or dispose of real property; the Chief Executive Officer will not dispose of assets with a net market value greater than \$20,000 without Board of Directors approval.
7. The Chief Executive Officer will not place funds into any high risk investments.
8. The Chief Executive Officer will ensure an annual external audit is completed.
9. The Board of Directors will annually examine the procedures established to ensure compliance with the financial planning policy and review the need for direct inspection.

POLICY EB9: PUBLIC RELATIONS

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: May 2013

Page: 1 of 1

POLICY

The Chief Executive Officer shall ensure effective relations with the organization's external environment and speak on all issues of an operational nature.

PROCEDURE

1. The Chief Executive Officer shall ensure that all public relations and communications issues of a governance nature are referred to the Board Chair and confer with the Chair on these matters.
2. The Chief Executive Officer shall speak on behalf of the organization and to all media issues of an operational nature
3. The Chief Executive Officer shall alert the Board of Directors of media issues and potential publicity.
4. The Chief Executive Officer shall pursue opportunities for the organization to take an active leadership role in community and provincial affairs related to its mandate.
5. The Chief Executive Officer shall report monthly on all public relations matters related to the above.

POLICY EB10: TREATMENT OF STAFF

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: May 2013

Page: 1 of 1

POLICY

The Chief Executive Officer will ensure the fair and ethical treatment of staff by ensuring that employment conditions, procedures and decisions are safe, respectful, honest, dignified, and provide appropriate confidentiality. The Chief Executive Officer will ensure workplace conditions which are safe.

PROCEDURE

1. The Chief Executive Officer will ensure that conditions of employment are fair and in accordance with all appropriate legislation including but not limited to the Employment Standards Act and the Human Rights Code.
2. The Chief Executive Officer will develop, review and operate within written human resources policies which clarify operational standards for staff, provide for effective handling of complaints, and protect against wrongful discipline and/or dismissal.
3. The Chief Executive Officer will develop, review and operate within written workplace safety policies which ensure a safe working environment for staff and volunteers, including a Fire Safety Plan and regular inspections of equipment.
4. The Chief Executive Officer will ensure the provision of supports which demonstrate a work environment that values the well-being of employees. These supports include, but are not limited to, management practices and operational policies that support:
 - a. work/life balance through flexible schedules and sick pay
 - b. work expectations defined through Job Descriptions
 - c. training opportunities for skill building
 - d. operational standards
 - e. workplace safety
 - f. employee benefits
 - g. information distribution and employee involvement with decisions.
5. The Chief Executive Officer will monitor absenteeism, compensatory time, and use of vacations within the organization's policies regarding work hours and vacation benefits.
6. The Chief Executive Officer will report at least annually to the Board of Directors on the above.

POLICY EB11: TREATMENT OF CLIENTS

CATEGORY: Executive Boundaries

ADOPTED: December 1999

REVISED: October 2015
May 2013

Page: 1 of 1

POLICY

The Chief Executive Officer shall ensure the fair and ethical treatment of clients by ensuring that client interactions are governed by procedures and decisions which are safe, respectful, honest, and dignified.

PROCEDURES

1. The Chief Executive Officer will ensure that Contact Brant's employees and operational procedures respect the confidentiality and privacy of client information and are in accordance with legislation.
2. The Chief Executive Officer will ensure procedures are in place that clients are informed of their rights and of the complaints/appeal process
3. The Chief Executive Officer will develop and operate within written clinical procedures which clarify standards for staff, provide for effective handling of complaints, and specify conditions for the use and sharing of information.
4. The Chief Executive Officer will ensure Customer Service practices and procedures are in place in providing services to people with disabilities, consistent with the principles of independence, dignity, integration and equality of opportunity; including use of assistive devices by people with disabilities, and communication in a manner that takes into account their disability.
5. The Chief Executive Officer will report quarterly to the Board of Directors on client satisfaction feedback and in a timely fashion regarding any complaints or appeals.
6. The Chief Executive Officer will ensure policies and procedures are in place, and that staff and Board of Directors are oriented and annually review these.

POLICY EB12: BUSINESS CONTINUITY PLANNING

CATEGORY: Executive Boundaries

ADOPTED: June 2009

REVISED: May 2013

Page: 1 of 2

PREAMBLE

A Business Continuity Plan enables critical services to be continually delivered to clients. Creating and maintaining a Business Continuity Plan will ensure that Contact Brant is prepared to deal with emergencies and has the resources and information needed. According to the Government of Canada Office of Critical Infrastructure Protection and Emergency Preparedness, a continuity plan should not try to identify every possible risk to the operations, but should identify those most likely to occur.

An emergency can impose overwhelming demands and/or significantly restrict access to resources. Resources include human, material, information, and expertise. Every organization is at risk from potential disasters including natural disasters (e.g., tornadoes, floods, blizzards, fire); accidents; sabotage; power and energy disruptions; communications, transportation, safety, and service sector failure; environmental disasters (e.g., pollution, hazardous material spills); or cyber attacks and hacker activity.

POLICY

The Chief Executive Officer will ensure a sound business continuity/ emergency preparedness plan is in place to address the risk from potential disasters and will ensure steps are in place for service delivery to clients as soon as possible.

PROCEDURE

1. The Chief Executive Officer will ensure that the organization has a Business Continuity Plan including operational policies and procedures outlining the steps to be taken in the event of business disruption to protect resources and reputation, establish a cost-effective approach to recover business operations, and minimize the impact of the disruptions.
2. The Chief Executive Officer will ensure that staff are oriented to this Plan for the purposes of implementation in a timely manner, and testing and maintenance of the Plan is carried out annually.
3. The Board of Director's will annually approve the Plan including identifying the risks most likely to occur as well as the essential services and resources that are required to continue operations.
 - The Chief Executive Officer will annually present to the Board for review the Business Impact Analysis to identify the organization's mandate and critical services, rank the priority of services for continuous service delivery and rapid recovery, identify internal and external impacts of disruptions, and identify additional expenses that may be caused through implementation of the Plan.
 - The Chief Executive Officer must ensure that insurance coverage is driven by the Business Impact Analysis to ensure recovery is fully or partially

financed for those risks identified as most likely to occur, what needs insurance coverage, and the corresponding level of coverage.

4. The Chief Executive Officer will report to the Board of Director's whenever the Plan is implemented, and include any recommendations for changes to the Plan as a result of lessons learned.