



# GOVERNANCE POLICIES

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## **POLICY G1: Governance and Governance Assessment**

**CATEGORY: Governance Policy**

**ADOPTED: June 2000**

**REVISED: May 2025**  
May 2023; May 2013

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### **PREAMBLE**

Governance policies establish clear expectations and standards, providing a framework for sound decision-making and accountability. They are intended to clarify the content of the organization's constitution by making explicit the underlying principles of governance approved by the organization.

According to the Ministry's *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 way responsibilities have been discharged.

A Policy Governance Board:

- Sets agency direction through strategic planning as well as policy development.
- Makes decisions that set broad guidelines for the agency.
- Hires a Chief Executive Officer and delegates that person to implement policies and manage day-to-day operations.

Boards operating under the Policy Board Model have relatively few standing committees, resulting in the need for regular meetings of the full board.

Board development is given a high priority in order to ensure that new members are able to function effectively. Recruitment is an ongoing process, with members recruited for their demonstrated commitment to the values and mission of the organization.

### **POLICY**

The Board of Directors governs under a Policy Governance model in accordance with Contact Brant's Governance Policies and By-Laws.

### **PROCEDURE**

1. Good governance is participatory, consensus-oriented, accountable, transparent, responsive, effective and efficient, equitable and inclusive, and follows the rule of law.

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. The Board reports to the Members, who must approve decisions such as By-Law changes, the sale of major assets, and mergers.

2. The Board's primary responsibilities are:
  - a. Accountability and fiscal responsibility.
  - b. Setting agency direction through strategic planning and policy development.
  - c. Hiring and monitoring the Chief Executive Officer to implement strategic priorities and policies as well as manage day-to-day operations.
3. Directors have three key duties:
  - a. *Duty of Skill or Competence*
    - Ensure Board member nomination, recruitment, and orientation processes are in place.
    - Ensure the effectiveness of the Board, committees, and management through an annual evaluation process.
    - At the time a decision is being considered, voice any opposition clearly and respectfully. Ensure an annual process for succession planning of officers, directors and committee chairs.
  - b. *Duty of Diligence*
    - Be informed of incorporation Articles, bylaws, mission, strategic plan, and service agreements with the Ministry and other funders.
    - Ensure that the bylaws meet legislative requirements.
    - Be informed of Board and agency activities, as well as general trends in the community.
    - Be prepared to provide informed advice and make informed decisions.
    - Attend Board meetings, serve on a committee(s) and contribute to the work of the Board.
    - Ensure that minutes of meetings and policies are properly recorded and retained.
    - Ensure that the financial affairs of the corporation are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities and public trusteeship.
    - Ensure there are clear role descriptions for the Directors and Officers.
    - Ensure the organization has a clear and credible overall direction for its services by developing and reviewing a Strategic Plan that incorporates a Mission, Vision, and Values to guide its present and

future. Ensure these are reviewed at least annually, with a formal strategic planning process at a minimum every 5 years.

- Appoint and orient the Chief Executive Officer; monitor and evaluate their performance in implementing the strategic plan.
- Ensure that the Chief Executive Officer has a job description and an employment contract that includes compensation and benefits approved by the Board.
- Establish policies and procedures to provide the framework for the management and operation of Contact Brant, including but not limited to finances, human resources, health and safety.
- When working with staff, respect the roles of Board and staff.
- Ensure a strategy is implemented for consulting and communicating with stakeholders.

c. Duty of Loyalty

- Publicly demonstrate acceptance, respect and support for decisions taken in the transaction of the Board's and organization's business.
- Be committed to the principles and mandate of Contact Brant.
- Serve the overall best interest of the corporation rather than any particular point of view.

4. The Board of Directors will govern with an emphasis on:

- a. *Participatory collective governance.* The Board environment will welcome diversity, be inclusive of all Directors in deliberations, and use the expertise of individual members to enhance the ability of the Board as a body. There will be fair and visible decision-making.
- b. *Strategic leadership* rather than operational detail. The Board will be responsible for proactively setting agency direction through policy development and strategic planning.
- c. *Providing a self-regulating structure.* The Board will annually discuss governance process improvement, the continuity of governance capability, and ensuring the orientation of new members.
- d. *Meeting its fiduciary duty.* The Board will exercise their power with competence and diligence in the best interests of the Corporation using the skill that an ordinary person would be expected to apply on their own behalf, but not a greater skill than might be expected of their knowledge and experience. Act honestly and in good faith in what they reasonably believe to be in the best interests of the Corporation.

5. The Board will annually review and evaluate its performance, including:

- Adherence to Board policies and By-laws
- Board effectiveness in terms of strategic planning and outcomes
- Board effectiveness in terms of fiscal responsibilities
- Effectiveness of Board meetings
- Relationship between the Board and the Chief Executive Officer
- Issues and risk management.

6. The Board shall be comprised of a range of eight (8) to twelve (12) elected Directors. The Board shall strive to ensure that membership:
  - Includes at least one (1) parent member.
  - Includes at least one (1) youth member.
  - Limits the number to two (2) members who are Directors of a Board or employees of a Ministry-funded partner service provider, as well as the parents, siblings, children, spouses, and partners of these individuals.
7. Eligibility: Directors shall live or work in the geographic area served by Contact Brant and be at least 18 years of age at the time of election to the Board.
  - a. Before becoming a Director, Directors must be willing to sign a declaration of commitment to the organization's mission and objectives.
  - b. Directors shall be ineligible to continue:
    - If the Director wishes to become an employee of the Corporation.
    - If at the discretion of the Board, the Director is absent from three (3) consecutive Board meetings within a one-year period.
    - If the Director is the ex-officio Director and no longer holds the office of Chief Executive Officer.
    - If the Director no longer lives or works in the Brant/Brantford community, they would not be eligible to continue past the next Annual Meeting.
  - c. The following individuals are ineligible for membership:
    - Employees of any funders, as well as the parents, siblings, children, spouses, and partners of these individuals.
    - Employees of the Corporation, as well as their parents, siblings, children, spouses, and partners.
8. Elections and Terms:
  - a. Directors are elected by the Members at the Annual Meeting. Nominations for the election of the slate of Directors are tabled by the Nominating Committee of the Board at the Annual Meeting.
  - b. A quorum of Directors may fill a vacancy among the Directors, and the nomination must be taken to the next Annual Meeting for approval by the Members.
  - c. The Board shall strive for a balance of experienced and new Directors. To this end, Directors are elected for a three-year term, with their start date being the Annual Meeting at which they were elected. The maximum number of terms a Director may be elected is five (15 years).
  - d. A Director who has served the maximum term can be re-elected following a break of at least one (1) year.
9. Directors will sign a *Consent, Declaration, and Confidentiality Agreement*. This agreement outlines consent to take on the role of a Director of the Board and a commitment to remain true to the Mission, Vision, and Values statements, act in the best interest of the organization, and maintain confidentiality regarding information received.

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## POLICY G2: Role of the Officers of the Board

**CATEGORY: GOVERNANCE Policy**

**ADOPTED:** December 1999

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### **POLICY**

The Corporation's Officers are the Chair, Vice Chair, Secretary, Treasurer, and Chief Executive Officer.

### **PROCEDURE**

1. No Director may serve for more than three (3) consecutive years in one office.
2. The following are the roles of the Officers:
  - 2.1. *The Chair of the Board:*
    - a. The Chair of the Board shall be a Director and preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.
    - b. The Chair ensures the integrity of the Board process, and that the Board of Directors performs consistently within its own policies and By-laws.
    - c. The Chair ensures that meeting discussion content will primarily be those issues that, according to Board policy, clearly belong to the Board to decide; the Chair will ensure that deliberation will be fair, open, and thorough, as well as timely, orderly, and kept to the point.
    - d. The Chair is empowered to chair Board meetings with all the commonly accepted powers of that position (e.g. ruling, recognizing).
    - e. 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.
    - f. The Chair may represent the Board of Directors to outside parties in announcing Board-stated positions.
    - g. The Chair, on behalf of the Board, will ensure the Chief Executive Officer provides reports to the Board of Directors indicating that required items have been filed with the proper authorities.
    - h. The Chair has no authority to make decisions about policies created by the Board and no authority to individually supervise or direct the Chief Executive Officer.
  - 2.2. *Vice-Chair of the Board*

The Vice-Chair of the Board shall be a Director. If the Chair is absent or is unable to act, the Vice-Chair shall preside at meetings of the Board of Directors and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.

2.3. *Secretary of the Board*

The Secretary shall ensure the Corporation's minute book documents all proceedings and ensures notices to appropriate stakeholders when required.

The Secretary on behalf of the Board and in consultation with the Chief Executive Officer will ensure an appropriate staff person has custody of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall perform such other duties as determined by the Board.

2.4. *Treasurer of the Board*

The Treasurer, in consultation with the Chief Executive Officer, shall ensure that an appropriate staff person has custody of the financial and accounting records of the Corporation required to be kept. The Treasurer shall also ensure that a financial report of the Corporation is submitted monthly to the Board and that an annual audited financial report is completed and submitted to the Board as well as the members of the Corporation. The Treasurer shall perform such other duties as determined by the Board.

2.5. *Chief Executive Officer*

The Chief Executive Officer of the Corporation shall be responsible for implementing the strategic plans and policies of the Corporation, and subject to the authority of the Board, shall have general supervision of the affairs of the Corporation.

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## **POLICY G3: Code of Conduct**

**CATEGORY: GOVERNANCE Policy**

**ADOPTED:** July 2000

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May 2023; May 2013

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### **PREAMBLE**

Contact Brant's Board members will conduct themselves ethically (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**

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

7. Directors should be properly prepared for Board deliberations by reviewing the Board package and committing to fully exploring the issues, searching for solutions, and making informed decisions.
8. Directors should stay informed about the organization's business and affairs and demonstrate the skills, knowledge and expertise expected of members of this Board.
9. Directors should raise any agency concerns appropriately by communicating directly and immediately with the Chair or the Board as a whole.

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## **POLICY G4: Conflict of Interest**

**CATEGORY: GOVERNANCE Policy**

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### **PREAMBLE**

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

### **POLICY**

A Director shall declare a conflict of interest any time a Board member's decision is or potentially could be influenced by external affiliations or personal interests.

### **PROCEDURE**

1. The Chair of the meeting will request declarations of conflict of interest at every Board meeting.
2. Every Director who thinks they 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 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 Director 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 the vote.
4. Directors have an individual responsibility to question any situation regarding a conflict of interest. If a Director believes that any other Board member is in a conflict-of-interest position, they must describe their concerns; the Director 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 their conflict of interest in a particular decision or misleads the Board of Directors about the nature of a conflict of interest will be addressed in accordance with the By-Laws.
6. Every declaration of a conflict of interest will be recorded in the minutes of the Board meeting.

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## POLICY G5: BOARD COMMITTEES

**CATEGORY: GOVERNANCE Policy**

**ADOPTED:** September 2000

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### **PREAMBLE**

Boards operating under the Policy Board Model have relatively few standing committees, resulting in the need for regular meetings of the full board. Board committees are to provide opportunities to broaden the discussion of various aspects of the Board's work. Committees make recommendations to the Board of Directors, which is the final decision-making body for the corporation.

A Board committee only exists when recommended by 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 Standing Committees of the Board are:

- 1) Nominating Committee
- 2) Policy Review Committee.

### **POLICY**

The Board may establish any committee it determines necessary for executing its responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

### **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 is not 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 Board. The Terms of Reference for each committee should include:
  - *Responsibilities:* Tasks and activities to be carried out and recommendations that 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 that Directors are delegated to committees.
- *Staff Roles*: Clarify whether staff are equal partners in the committee's discussion and decisions or are a resource/support.

## 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 Board with respect to the qualifications of candidates that the Committee ought to recruit.
- *Authority*: 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; meets as needed by the Board when applications for directors are received or new members are required.
- *Membership*: The Board appoints a minimum of 2 directors to the Nominating Committee and identifies the Committee Chair.
- *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 Committee Chair.
- *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.

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## POLICY G6: Board Meetings

**CATEGORY: GOVERNANCE Policy**

**ADOPTED:** April 1999

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### **POLICY**

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

In-camera agendas will be limited to sensitive matters related to personnel, legal, or contractual matters.

### **PROCEDURE**

1. There shall be a minimum of 6 regular meetings of the Board per annum. *We have 10 meetings per fiscal year*
2. There are two components to Board meetings:
  - a. Open meetings which are open to the public who may attend by invitation of the Chair, invitation by the Chief Executive Officer with the prior approval of the Chair, or by resolution of the Board; and
  - b. In-camera meetings, which are private meetings for the elected Board of Directors only (Board Only), or for the Board and the Chief Executive Officer, to understand sensitive situations and ensure these discussions are kept confidential. In-camera agenda items will only include personnel, legal, or contractual matters, such as the employment of the Chief Executive Officer, including salary, evaluation, or contract renewal; Board conduct; budgetary concerns; conflict of interest discussions; personnel matters; and contractual or legal issues. The Board may deem it appropriate for other staff to attend, depending on the agenda; usually, the Executive Assistant attends to record minutes.
3. Minutes:
  - a. Meeting minutes are an organization's record of decisions, discussions and planning that are key for accountability and productivity. The minutes of Board and Committee meetings should include:
    - The documentation and information provided (e.g., the agenda package)
    - The date and time the meeting occurred.
    - Names of attendees as well as absent members.
    - Acceptance of or amendments made to the previous meetings' minutes.
    - Decisions made regarding each item on the agenda. The recommendations made will be stated, the Directors who made and seconded the motion will be recorded, and the outcome of the vote (carried or defeated) will be identified.
    - Key items of discussion, action items for future agendas, problems and solutions proposed, or directions provided to the Chief Executive Officer will be recorded briefly.

- Any objections and abstentions.
  - There shall be separate sets of minutes for Open and In-Camera. An Addendum to In-Camera Minutes (Board Only minutes) may be separately written for confidential sections of an agenda that are not to be distributed to all normal attendees.
- b. A master Minute Book will be maintained by the Executive Assistant for the Board as a permanent record of all Board meetings. In-Camera minutes are confidential and will be filed in a secure location. The Chair will sign approved minutes for the Board's Minute Book.
- c. Minutes will be provided to the Directors prior to the next meeting of the Board.
4. Quorum:
- a. A quorum for any meeting of the Board shall be a simple majority (51%) of the current Board of Directors.
- b. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- c. Any meeting of the Corporation for which no quorum is present within fifteen minutes of the time appointed for the commencement of the meeting may proceed, with motions made and voting then carried out within one week by email; email responses must form a quorum as with any other meeting of the Board. The results of any email decisions will be recorded in the minutes at the next meeting of the Board.
5. Decision Making:
- a. The Board will seek to obtain consensus wherever possible. Following the discussion, whether or not a consensus is attained, the Board will vote on decisions. All decisions shall be made by a majority of votes.
- b. In certain instances where urgency regarding the timing of a decision is required or where there is a specific issue that requires discussion and a meeting with a 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 shall be brought to the next Board meeting by the Chair for inclusion in the minutes.
6. Rules of Order:  
If not provided for in the by-law, these governance policies, or the Act, the chairperson shall determine any questions of procedure at any meetings of the Corporation in accordance with Robert's Rules of Order.
7. Electronic Meetings:  
The Board allows participation electronically for meetings of the Board or a committee of the Board. A Director who participates in a meeting through electronic means shall be deemed to be present at the meeting and included in the rules governing quorum.
- Electronic means, such as teleconferencing or videoconferencing, must permit the participant to hear and be heard by all other participants in the meeting.

- When a Director participating by electronic means declares a conflict of interest on an agenda item, that item could be moved to the end of the agenda.
- All individuals participating through electronic means must ensure that privacy can be maintained during In-Camera sessions.

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## **POLICY G7: FINANCIAL ACCOUNTABILITY**

**CATEGORY:** Governance Policy

**ADOPTED:** December 1999

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### **POLICY**

It is the Board's responsibility to monitor the organization's financial management. The Chief Executive Officer will ensure sound financial planning, including a Board-approved annual budget and regular reporting to the Board on financial conditions and activities.

The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

### **PROCEDURE**

1. Unless otherwise directed by the Board of Directors, all deeds, transfers, assignments, and obligations on behalf of the Corporation shall be signed by the Chief Executive Officer and one of the Officers of the Corporation.
2. The Signing Officers are any two of the Chief Executive Officer, the Chair, Vice Chair, Treasurer or Secretary.
3. The Board will establish financial policies that ensure accountability and reasonable internal controls, including segregation of duties wherever possible.
4. Capital Assets will be capitalized and amortized for financial statement purposes when their value is over \$1,000.00.
5. The Board shall approve all commitments for expenditures with an annual value of more than \$20,000. The Board delegates authority to the Chief Executive Officer for expenditures less than an annual value of \$20,000.
6. The Board will annually review and establish compensation and benefits for employees, striving to be in line with competitive market rates and ensuring they are within the resources available.
7. The Board has an approved Seal of the corporation that may be used by any of the Officers signing a document. The Executive Assistant, under the direction of the Board, shall be the custodian of the corporate seal.
8. The Board can approve borrowing money on the credit of the corporation; issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; give a guarantee on behalf; mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
9. The Chief Executive Officer is accountable to the Board:
  - To annually submit a budget for the upcoming fiscal year for Board approval, developed in a manner which includes credible projections of revenues and expenses, separation of capital and operational items, and

planning based on multi-year budgets as well as agency priorities and current issues.

- To ensure that the organization's budget is balanced by conservatively projecting planned expenditures to be equal to revenues received.
- To ensure that the organization's budget protects the fiscal soundness of future years.
- To ensure an annual external audit is completed.
- To provide monthly financial reports to the Board, including notification of any deviation from the approved budget; each variance will be explained to the satisfaction of the Board.
- To settle payroll and monies owing in a timely manner, and not indebt the organization nor incur an overall negative cash position.
- To ensure a year-end audit is completed and brought to the Board for approval, as well as presented at the Annual Meeting.
- To ensure that appropriate staff maintain financial records and complete the banking business.
- To ensure accounts are paid within 30 days of invoicing, and monthly accounting is completed by the end of the following month, including postings of invoices, payments, deposits and journal entries.
- To ensure an annual review and approval by the Board of the mileage reimbursement.
- To obtain comparative pricing and apply prudent protection against conflict of interest in any purchase, considering local services when all other comparators are equal.
- To not split orders to avoid exceeding authorized limits.
- To annually receive Board approval for any schedule of monthly withdrawals for purchases, any transfers between bank accounts, or any other transactions where two signatures would not be utilized.
- To receive Board approval to dispose of capital property with a net market value greater than \$5,000.

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## POLICY G8: Communications

**CATEGORY: GOVERNANCE Policy**

**ADOPTED: July 2000**

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### **PREAMBLE**

An organization requires a plan for communication:

- *To promote* the organization, an event or a service
- *To respond to an issue.* This may be a developed communication or a response to a stakeholder or media request for comments related to the organization, the broader child and youth services sector, a political decision/event, or a controversial occurrence.

### **POLICY**

The Chair or their delegate speaks on behalf of the Board of Directors on issues of governance, and the Chief Executive Officer speaks on behalf of the organization on issues of an operational nature.

### **PROCEDURE**

1. To effectively deal with the media, the organization's efforts must be planned and coordinated, confidentiality must be protected, and the impact on the organization evaluated prior to any media response.
2. The Chief Executive Officer is the organization's regular and expected spokesperson 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 the coordination and effectiveness of the message.
4. Regular modes of communication regarding the organization include, but are not limited to:
  - a. The Annual Meeting and the Annual Report are primary vehicles for sharing information with stakeholders and ensuring the Board meets accountability and transparency requirements.
  - b. The organization's website is used to provide up-to-date information on Contact Brant and service-related topics.
  - c. Social media is used to promote Contact Brant.
5. Each Director is responsible for supporting and communicating support for all decisions made collectively by the Board of Directors. Directors are expected to promote the organization, its services, and its needs whenever the opportunity presents itself.
6. The Board may advocate to the province for the needs of individuals and families or the agency.

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## **POLICY G9: Strategic Planning Cycle**

**CATEGORY:** Governance Policy

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### **PREAMBLE**

Planning is a critical component of good management and governance. Planning helps ensure that an organization remains relevant and responsive to the needs of its community and contributes to the organization's stability and growth. It also provides a basis for monitoring progress and assessing results and impact, facilitates new program development, and enables an organization to look into the future in an orderly and systematic way.

From a governance perspective, it enables the board to set policies and goals to guide the organization and provides a clear focus to the Chief Executive Officer and staff for program implementation and agency management.

A strategic plan must be based on a realistic assessment of resources, including all stakeholders, and include ways to evaluate the plan's success and lead to long-term commitment. Strategic planning determines where an organization is going over the next year or more, how it's going to get there, and how it'll know if it got there or not.

The Strategic Plan should be based on the organization's mandate.

### **POLICY**

The Board of Directors will establish and annually review the organization's Mission, Vision, and Values Statements, as well as develop and monitor a Strategic Plan and the annual Priorities to be accomplished.

### **PROCEDURE**

1. The Board will annually review and evaluate the Mission, Vision, and Values statements; develop an annual priorities work plan; and hold the Chief Executive Officer accountable for meeting the outcomes.
2. The Board will review its Strategic Plan through a facilitated strategic planning process at least every 5 years.
3. The agency's priorities or work plan will be approved by the Board annually for the upcoming fiscal year.
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 by modelling the Values and will ensure the Chief Executive Officer models the Values through performance reviews. The Chief Executive Officer will ensure staff model the Values through performance reviews.
6. In implementing the Strategic Plan, the Board will also ensure ongoing coordination, collaboration and partnership-building with other community organizations, both individually and through community planning tables.

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## **POLICY G10: BOARD AND CHIEF EXECUTIVE OFFICER CONNECTION**

**CATEGORY:** Governance Policy

**ADOPTED:** December 1999

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May 2023; May 2013

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### **PREAMBLE**

Policy Governance envisions the Chief Executive Officer as the link between the Board and the staff. The Board's official connection to the operating organization, its achievement, and its conduct is through the Chief Executive Officer. The Board sets policies about its approach to delegation and executive boundaries.

Decisions of the Board acting as a body are binding on the Chief Executive Officer. The duty of the Chief Executive Officer is to be accountable to the Board as a whole for the performance of Contact Brant; this allows the Chief Executive Officer a great deal of latitude to act and to empower others to act. As the Board of Directors' sole official link to operational achievement and conduct, the Chief Executive Officer has all authority and accountability for staff.

### **POLICY**

The Board establishes policies and strategic direction, and the Chief Executive Officer is accountable for implementing operations and the organization's achievements.

### **PROCEDURE**

1. The Board's connection to the operating organization, its achievement, and its conduct is through the Chief Executive Officer. Regular two-way communication is required, primarily occurring through the formal meetings of the Board as well as through informal interactions with various members of the organization.
2. The Board establishes policies and strategic direction which the Chief Executive Officer is bound to follow and implement. The Board also formulates a job description that describes responsibilities, including the linkage to the Board.
3. The Chief Executive Officer must provide information and counsel to the Board so that they have sufficient knowledge of the culture and operations of the organization to make informed decisions.

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## POLICY G11: DELEGATION TO CHIEF EXECUTIVE OFFICER

**CATEGORY:** Governance Policy

**ADOPTED:** October 1999

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### **PREAMBLE**

It is the Board of Directors' responsibility to lead the organization. Leadership is achieved through setting organizational direction through the development of the Strategic Plan and 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.

The Board of Directors develops 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 their full creative powers while safeguarding the agency against potential abuses.

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; ensures that practices, activities, and decisions are lawful, ethical, and prudent. It is essential that the Board receives adequate and timely reporting of the use of delegated authority by the Chief Executive Officer so that the Board can always be fully informed.

### **POLICY**

The Board of Directors will assign clear authorities and accountabilities that create a sound internal control environment while facilitating decision-making; establish matters specifically reserved for determination by the Board and those matters delegated to the Chief Executive Officer; and establish the types and maximum amount of commitments that may be approved by designated individuals for fiscal integrity.

### **PROCEDURE**

1. The Board delegates to the Chief Executive Officer the broad management of all day-to-day affairs and activities of the organization within the Board-endorsed strategic, policy, risk, people, and financial frameworks. The Board also establishes the Chief Executive Officer's Job Description, which includes responsibilities and accountability.
2. *The Board of Directors is responsible for:*
  - Approving the annual operating plans and budgets that provide the Chief Executive Officer with a mandate for executing all operating and capital expenditures as part of the plan.
  - Ensuring sound financial management and monitoring.
  - Identifying constraints on executive authority which establish the prudence and ethics boundaries within which all activities and decisions by the Chief Executive Officer must take place.

- Authorizing banking and contractual signatories.
  - Approving salaries and benefits for employees, including the Chief Executive Officer.
  - Approving policies and bylaws, as well as any revisions to these.
  - Identifying the principal risks of Contact Brant's operations and approving appropriate systems to manage these risks.
  - Ensuring adherence to the provisions of the organization's bylaws and Articles of Incorporation as well as legal obligations.
  - Hiring and monitoring the performance of the Chief Executive Officer. This includes conducting an annual performance review.
  - Due to commitments and transactions not being able to be approved by individuals having lower authority than the Chief Executive Officer, approving temporary authority in the event of an unplanned departure or long-term absence of the Chief Executive Officer. The Board would need to implement the terms of the emergency succession plan and create Board oversight and support of the interim executive.
  - Enabling the Board Chair, or the Board-appointed Director of the Board, to gain access to all critical information pertaining to the organization in the event of an emergency.
3. *The Chief Executive Officer is delegated* general management responsibilities, which include:
- Ensuring that the organization's policies, practices and decisions are undertaken in a manner that is prudent, equitable and consistent with commonly accepted business practices and professional ethics.
  - Ensuring that the organization's assets are protected, adequately maintained and not placed at unnecessary risk.
  - Ensuring payments of the organization's financial commitments, including salaries.
  - Authority to approve expenditures and commitments outlined in the Financial Accountability Governance policy.
  - Ensuring that the Board-approved priorities are reflected in the allocation of resources.
  - Representing the organization externally to funders, stakeholders, and media in ways that enhance the public image and credibility of the organization.
  - Ensuring legislative compliance.
  - Implementing the mission, vision and values as well as the strategic priorities of the organization.
  - Authority and accountability of staff. This includes ensuring the fair and equitable treatment of staff, employment conditions, confidentiality, and written employment contracts.
  - Being an ex-officio and non-voting member of the Board and Board Committees.

4. The Chief Executive Officer is accountable to the Board as a whole for Contact Brant's performance. The Chief Executive Officer will act in a manner that aligns with Contact Brant's Mission, Vision and Values of Contact Brant as well as the goals and objectives of the Strategic Plan and will work within the executive boundaries established by the Board.

*The Executive Authority* of the Chief Executive Officer includes:

- a. Asset Protection and Risk Management: The Chief Executive Officer will take reasonable measures to ensure the protection of assets and manage potential risks. This will include ensuring legislative and regulatory compliance; appropriate insurance coverage is in place; appropriate systems and structures for the effective management and control of the organization and its resources; and implementation of policies and relevant legislation, including human resources, health and safety, and financial.

The Chief Executive Officer will report to the Board at least annually on the status of insurance, organizational policies, risk management structures and any Serious Occurrence Reports. The Chief Executive Officer will report in a timely manner on changes and compliance or non-compliance with legislation and regulatory requirements; any external complaints or adverse media coverage; any internal complaints, grievances or other conflicts which may impact the organization's performance. Additionally, the Chief Executive Officer will provide advice to the Board regarding compliance with the Board's policies, by-laws, roles and responsibilities.

- b. Financial Budgeting and Financial Conditions: The Chief Executive Officer will ensure fiscal competence, including drafting an annual budget plan, ensuring regular financial review, establishing internal controls and managing fiscal risks. The Chief Executive Officer will also ensure that an annual Audited Financial Statement is completed for the Annual Meeting and presented to the Board for approval.

The Chief Executive Officer will present monthly financial statements to the Board outlining revenue, expenditures, year-end projections, and bank balances that demonstrate that the fiscal integrity of the agency is not in jeopardy.

- c. Communication and Counsel to the Board: The Chief Executive Officer will report to the Board on any contentious issues, new Ministry guidelines, or legislative requirements. The Chief Executive Officer will ensure the agency is operating with the benefit of a Board-approved Strategic Plan and annual work plan. The Chief Executive Officer will communicate clearly and directly with the Board and deliver a diversity of points of view to enable the Board to make informed decisions and choices.

This will be accomplished through regular reports to the Board on activities and service data, providing information relevant to the creation and review of policies, providing leadership in support of the Board's responsibility to develop, review, and monitor the strategic statements, and providing information on relevant trends in the community that affect the assumptions upon which the mission or strategic objectives have been founded.

- d. Quality Assurance: The Chief Executive Officer will take reasonable measures to ensure the quality of Contact Brant services and empower staff to improve the quality of services and their overall effectiveness. The Chief Executive Officer will also drive the implementation of the mission, vision and values as well as strategic priorities.

The Chief Executive Officer will report regularly to the Board on service outcomes and Strategic Priorities reports, as well as provide structures for reviewing programs or business cases for new programs.

- e. Compensation and Benefits: The Chief Executive Officer will ensure employees are compensated according to the Board-approved salary grid and benefits. The Chief Executive Officer will bring the salary grid and benefit plans to the Board at least annually for review and approval.
- f. Emergency Executive Succession: The purpose of an emergency succession plan is to ensure continuous coverage of executive duties, critical to the ongoing operations and organization's sustainability, in the event of the Chief Executive Officer's emergency departure. The Chief Executive Officer will ensure that at least one staff member is informed of the priorities and issues facing the agency to support the Board in an emergency transition.

The Chief Executive Officer will annually present to the Board the CEO's emergency succession plan for Board approval.

- g. Public Relations: The Chief Executive Officer will represent the organization externally to funders, stakeholders, and media in ways that enhance the public image and credibility of the organization. The Chief Executive Officer shall promote a community-wide, cooperative and collaborative approach.

The Chief Executive Officer will report in a timely manner to the Board on all public relations matters.

- h. Treatment of Staff: The Chief Executive Officer will manage human resources in a fair and equitable manner and ensure appropriate systems and structures are in place for their effective management.

The Chief Executive Officer will report to the Board on any staff pressures and issues as they arise, Human Resource policies, employment conditions and staff activities.

- i. Treatment of Clients: The Chief Executive Officer will establish policies and procedures to ensure the confidential, fair, and equitable treatment of clients and welcome their feedback.

The Chief Executive Officer will report to the Board in a timely manner any complaints, privacy breaches, or concerns; quarterly reports will be provided on client feedback.

- j. Business Continuity: The Chief Executive Officer will ensure a business continuity plan is in place and annually reviewed; the Plan will be taken to the Board annually for approval.

The Chief Executive Officer will report to the Board as issues arise regarding emergency/risk situations facing the organization.

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## **POLICY G12: BOARD APPOINTMENT AND MONITORING OF THE CEO**

**CATEGORY: Governance Policy**

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### **PREAMBLE**

The recruitment, selection, appointment, and monitoring of the Chief Executive Officer are among the most important responsibilities of the Board. An appointment of a CEO should be made with the confidence of the Board.

Since the relationship between the Chief Executive Officer and the Board is important to the organization's success, it is essential to keep lines of communication open. The best means of communicating a clear direction is by ensuring an annual performance appraisal. Performance reviews are not just an annual event focused on an interview, but should be a continuous process that is forward-looking and helps clarify communications and expectations.

### **POLICY**

The Board of Directors will establish a process to recruit and select an appropriate individual to fill the position of Chief Executive Officer and will regularly monitor and annually review the Chief Executive Officer's job performance.

### **PROCEDURE**

Recruitment and Hiring:

1. When a vacancy in the CEO position is anticipated, the Board will determine the organization's needs at that point in its evolution.
2. The Board will determine the search process, which may include contracting with a recruitment company. The recruitment process must be fair, transparent, and professionally managed by the Board.
3. The Board will ensure that a job posting and Job Description are reviewed and revised as needed for the hiring process. The Board or a Board-approved Ad Hoc committee will determine the recruitment, screening and interviewing process, including members of the interview team.

The Board or a Board-approved Ad Hoc committee consisting of the Board Chair and at least two other Directors will develop the job posting, review and revise the CEO Job Description to address the organization's current needs and strategic direction, screen candidates for interviewing, and interview them.

4. The selection of the final candidate shall be approved by the Board on a majority vote.
5. The Chair of the Board is authorized to negotiate the employment contract, including remuneration based on the parameters established by the Board.
6. **Monitoring and Performance Review**  
The Board will establish the method for the Chief Executive Officer's performance review annually, with the Chief Executive Officer having an opportunity for input.

7. The Chief Executive Officer's job performance will be monitored against the implementation of the strategic priorities, the degree to which Board policies are being met, the monthly reporting to the Board, and the annual audit.
8. An Ad Hoc Board Committee may be struck to complete the performance review with the Chief Executive Officer, or it may be done with the full Board in an In-Camera session.
9. After the review process is completed, the Board will formulate the appropriate recommendations arising from the review and make those known to the Chief Executive Officer.
10. The document is signed by the Chief Executive Officer and the Board Chair to confirm a shared understanding.
11. A copy of the Chief Executive Officer's annual review will be provided to the Chief Executive Officer, and the original will be filed in the Chief Executive Officer's personnel file held by the Executive Assistant.
12. The Board will make a motion to acknowledge the completion of the annual performance review in the next Open meeting.
13. Completion of the CEO's performance review will initiate the start of another performance review cycle.
14. The Chief Executive Officer will protect the Board from the sudden loss of the Chief Executive Officer's services through an Executive Succession plan.
15. The Chief Executive Officer will have one staff member familiar with Board of Directors and Chief Executive Officer issues and processes.
16. The Chief Executive Officer will bring the emergency executive succession plan to the Board for approval at least annually.
17. When the Chief Executive Officer position transitions unexpectedly, 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.
18. 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.
19. When the Chief Executive Officer position transitions, the Board Chair will communicate with key stakeholders (staff, Ministry, community) about the transition period.

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## **POLICY G13: EMERGENCY EXECUTIVE SUCCESSION PLAN**

**CATEGORY: Governance Policy**

**ADOPTED: November 2025**

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### **PREAMBLE**

The purpose of an emergency succession plan is to ensure continuous coverage of executive duties, critical to the ongoing operations and organization's sustainability, in the event of an emergency leave or departure of the Chief Executive Officer (CEO). Per Contact Brant's Governance Policies, the Chief Executive Officer will annually present to the Board, the CEO's emergency succession plan for approval.

### **POLICY**

The Chief Executive Officer will ensure that at least one member of Contact Brant's management team is informed of the priorities and issues facing the agency to support the Board in an emergency transition.

In the event of an unplanned or extended leave of the CEO, a Contact Brant manager or Director of the Board may be appointed as the acting CEO on a full-time or part-time basis until such time the Board of Directors can make a longer-term decision to cover the absence. In such instances, the Board will need to consider compensation for the individual and delineate responsibilities for the Interim CEO. The Board may consider the appointment of an external Interim CEO or a consultant with sufficient experience on a contractual basis.

### **PROCEDURES**

1. In the event of a temporary or emergency absence of the CEO, two executive members of the Board of Directors will approve payments and sign documents requiring an authorized signature.
2. The Executive Assistant will provide financial information and reports to the Board for review.
3. The Board of Directors may consult with any other Contact agency's Executive Director regarding Board issues, staffing, Ministry requests, and corporate or legal issues.
4. MCCSS program supervisors are available to the Board as a resource to provide guidance on program operations and fiscal accountability.