

Section IX

Part One

CLS Board Governance Policy

Board Operations Policy

Operations

The Board of Directors is a group of volunteers that is responsible for the governance of the nonprofit Society known as Community Living Society (or CLS, or “the Society”). The Board’s scope of responsibility – also called functions – is articulated in a separate policy called “Role of the Board of Directors”.

The Board’s focus is strategic direction and governance rather than management and operations.

The Board has authority only as a group.

- The Board is accountable first and foremost to the individuals supported by CLS as well as to the Society’s specific constituencies for competent, conscientious, and effective accomplishment of its obligations as a group.
- The individual Board members understand their role within the group and fulfill their specific performance expectations as outlined in relevant policies.

The Board understands that it only carries out governance while meeting together, whether virtually or in person.

- The Board carries out governance by gathering together to talk about strategic information and making strategic decisions. Strategic information focuses on trends and implications vital to assuring the legal and moral health of Community Living Society. The Board uses a due diligence model as a tool to accomplish its work.

The Board meets six times a year every second month. There are legal and practical matters that must be attended to within a two-month period. In order to expedite these matters the Board Executive Committee as appointed by the Board meets with the Executive Director every alternate second month. The Board Executive



The Board is responsible for governance of the Society

The Board governs through dialogue, decision-making and policies




Committee is not vested with any special powers as all policy decisions must reflect the agreement of the Board as a group.

The Board governs CLS through its dialogue, decision-making and policies. In particular, policies shall articulate values and define scopes of authority and limitations, typically addressing the following areas:

- Community Living Society’s mission, vision and desired outcomes.
- Guidelines, boundaries and limitations of prudence and ethics to be observed by staff, Board, Board members, and task forces.
- Board, officer, and task force roles and responsibilities.
- Board and staff relationships.

The Board and its task forces shall be adequately and currently informed—through reports and other methods – of the health and effectiveness of CLS and its operations.

The Board is the guardian of CLS values and mission



The Board shall assure that all activities and decisions adhere to the values, mission, policies, and laws and regulations pertaining to the Society.

The Board shall establish its own guidelines, boundaries and policies so that it governs ethically and prudently, focused on its own excellence and that of the Society.

The Board shall hold itself accountable for quality performance by:

- Establishing group governance standards, comparing performance to standards, and making changes as necessary; and
- Monitoring its own policies and performances regularly.

The Board shall hold its individual members accountable for quality performance by:

- Articulating acceptable and unacceptable behaviours;
- Establishing performance expectations;
- Comparing behaviour and performance to established standards;
- Providing feedback to individual members; and

- Thanking and releasing as necessary to ensure the integrity of the Board.

In-camera Sessions:

- Board meetings shall be open to the public except when an in-camera session is officially announced by the Board, or the Executive Director, where there is litigation, or where there may be potential for a conflict of interest. However, the Board may choose to conduct an in-camera session with the auditors, following presentation of the annual budget.
- The Board Chair and the Board itself may convene an in-camera session. A Board member may also request an in-camera session by contacting the Board Chair in advance, and specifying the reason for such a session.
- The Board may include anyone it chooses in an in-camera session.

Agenda Control:

- The Board shall determine its own agenda. The Board assigns the responsibility of agenda development to the Board Chair and Executive Director. Any Board member, with a majority agreeing, can add or delete business from the agenda.
- Material related to the agenda shall be provided to the Board members with adequate time for preparation prior to the meeting. In special circumstances, items may be brought before the Board with little or no advance notice. In keeping with the Board's authority, the Board shall determine whether or not to address this and any other item.
- With regard to agenda content, the Board shall use its time only to address those issues that fall within its scope of authority. The Board shall use its various policies including its due diligence model to guide agenda content.

Orientation:

- Annually, shortly after the election of officers and welcoming of new Board members, CLS shall offer a formal orientation. All Board members – both incumbents and new – may participate.
- The orientation shall present basic information about Community Living Society its values, mission, operations, financing and governance. The state of the Society shall be presented forthrightly, with adequate documentation.

- As appropriate, CLS shall provide mentoring opportunities to support new Board members.

Governance Appraisal:

- CLS shall adopt such standards and policies as necessary to assure the high quality performance and integrity of the Board of Directors.
- In accordance with policies and procedures, the Society Board and Executive Director shall appraise the performance of the Board on a regular basis.
- In accordance with policies and procedures, the performance of the individual as a Board member shall be appraised on a regular basis.



The Board's job description outlines responsibilities as well as legal, moral and ethical accountability

Policy Related to the Role of the CLS Board of Directors

Role of the Board:

The Board of Directors of CLS is legally and morally accountable for the health and effectiveness of the Society. The Board ensures that the organization achieves its mission in a prudent and ethical way.

The job of the Board is governance. Governance is the ongoing process of due diligence whereby the Board of Directors operates as a group to ensure corporate health and effectiveness.

The Board of Directors is accountable for the functions described below, and utilizes a due diligence model to provide detail to guide Board work. The Board operates in a manner outlined in the policy entitled Board Operations Policy.

The Board works in partnership with the Executive Director as articulated in various policies. The Executive Director provides leadership and support, enabling the Board to carry out its governance responsibility.

Scope of Authority and Functions of the Board:

- Articulate values and mission, and set standards, controls, and policies; and ensure that all programs, activities and operations adhere to same.
- Assess the ever-changing environment and approve the Society's strategy to respond.

- Ensure that the financial structure of the Society is adequate for its current priorities and its long-range strategy.
- Monitor key areas of performance compared to short- and long-range goals and plans; evaluate results; and ensure that steps are taken to improve performance.
- Define and enforce the parameters of Board and task force operations and the role of the individual Board members.
- Determine eligibility for Board membership; ensure proper recruitment of candidates; elect members and officers; and ensure proper orientation and mentoring of Board members.
- Hire, monitor, appraise, advise, stimulate, support, reward, and if necessary release the Society's Executive Director.
- Ensure compliance with relevant laws and regulations affecting the organization.
- Provide candid and constructive advice and perspective regarding the health and effectiveness of the Society without intervening in management's authority.

Code of Conduct

The Board expects of itself and its members ethical and business-like conduct.

- Board members are expected to represent the interests of the Society first and foremost.
- Board members must avoid any conflict of interest with respect to their fiduciary responsibility. The appearance of conflict of interest occurs when a reasonably well-informed person could have a reasonable perception that the director is making decisions on behalf of the society that promote the director's self-interest.
- If in doubt the director must seek Board opinion of the possible conflict.
- In the event of a conflict a member must excuse themselves.
- Directors may not attempt to exercise individual authority over the organization. The authority of any Board member is only vested in the authority of the Board as a group.

