

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.
- Ensuring that training and development opportunities are available to Board members as required or requested.

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 an annual 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.
- Under the leadership of the Executive Compensation Committee, conduct an annual review of executive compensation, including considerations such as base pay, benefits comparison with market data, conflict of interest disclosure, terms, etc.
- Develop and annually review a written succession Plan, which provides guidance for temporary, permanent, planned or unplanned absences of the Executive Director.

CLS Board Governance Committee—Terms of Reference

Purpose

The Governance Committee is a committee of the Board. Its purpose is to ensure that the CLS governance structure is at all times consistent with the CLS Mission Statement, Beliefs and Values and the Strategic Plan and that it facilitates the work of the society and provides appropriate oversight of the society's activities. If changes to the governance structure are needed to achieve these goals, it is the responsibility of the committee to develop proposals for change to be considered by the Board or by the members of the Society at an annual general meeting.

The following are among the responsibilities of the committee.

- Recommendations for necessary changes to our current governance policy, including changes to the by-laws.
- An annual review of governance policy to ensure that it meets the needs of the Society on an ongoing basis and is consistent with the standards of operation of our accrediting agency.
- Initiating a periodic review to ensure that the governance structure conforms to all applicable laws.
- Research into governance standards, including liaison with groups similar to the CLS.

Reporting

The results of work carried out by the Governance Committee will be shared at the CLS Board meetings and the Annual General Meeting. Recommendations are made to the Board for action by CLS management. As appropriate, plans will be shared with the CLS community.

CLS Background/Context

CLS is governed by a board of directors and an executive as specified by the Constitution and By-Laws of the Society. The Board and Executive are guided by our Mission Statement, our Beliefs and Values, our By-Laws, the Board Governance Policy and by the changing needs of individuals supported and their families. The governance structure must provide a transparent and effective mechanism that provides for informed and efficient decision-making and effective oversight. In the past, this has been the responsibility of the Board as a whole. However, this committee has been established with the goals of more clearly delineating responsibility for governance and of allowing the development of expertise about governance issues.

Membership Selection

The composition of the committee is determined by the Board of Directors. However, it is the responsibility of the chair, on advice of the committee, to recruit members and make recommendations to the Board.

Committee Member Responsibilities

All committee members are expected to participate in the work of the committee by supporting the efforts of the group, and to carry out individual voluntary tasks. Work assignments will be determined

by consensus if possible. The chair has the primary responsibility to coordinate the work of members of the committee.

Members agree to resign from involvement if their full participation no longer becomes possible or an enduring conflict of interest emerges.

Committee participants are expected to maintain confidentiality regarding discussions that take place in the group, and to only discuss externally that information that the committee has agreed will be shared. Members of committees will also hold in confidence the opinions or actions of their fellow group members.

Composition

The Governance Committee will comprise at least three members from the current Board of Directors.

Relationship to Other CLS Committees

Because governance is related to much of the work of CLS, consultation with a number of committees and with the Executive Director may be appropriate.

Directors Code of Conduct

1. **The following standards apply to each member of the CLS Board of Directors. Throughout their tenure as a director, it is each member's responsibility to act in accordance with these standards:**
 - Directors shall act at all times honestly, in good faith, and in a manner that enhances the reputation and is in the best interests of CLS and the individuals supported.
 - Directors shall adhere to high standards of social responsibility and professional ethics, and shall promote trust and confidence in all dealings.
 - Directors shall diligently perform their fiduciary duties and shall not fail or neglect to carry out those duties.
 - Directors shall remain informed at all times of CLS policies and procedures and shall abide by them.
 - Directors shall protect the assets, tangible as well as intangible, of the CLS and the individuals supported.
 - Directors are expected to maintain confidentiality with respect

to all private or proprietary information received as directors. This includes all information whose disclosure could harm the Society, the individuals supported or families of those individuals, employees or members of the Society.

- Directors must avoid any conflict of interest, or the appearance of a conflict of interest, with respect to their fiduciary duties as directors. This includes conflicts between the interests of the Director and those of the Society, individuals supported or employees. The appearance of a conflict of interest occurs when a reasonably well-informed person could have a reasonable perception that a director is making decisions on behalf of the Society that promote the Director’s self-interest. If in doubt about whether a conflict of interest exists, the Director must seek the opinion of the Board. If such a conflict exists, the Director should excuse himself or herself and take no part in the discussion of, or decision about, the matter.
- Directors shall not attempt to exercise individual authority over the organization. The authority of the Board is vested in the Board as a group, not in individual directors unless a director has been authorized by the board to act on its behalf.

2. A violation by a director of this Code or of the Constitution and by-laws of the CLS shall be dealt with in the following manner:

If a director becomes aware of such a violation by another director, the director shall, if feasible and appropriate, discuss the matter with the person alleged to be in violation and attempt by informal and conciliatory means to resolve the matter in a way that remedies the violation.

If the matter is not resolved through such discussions or if they are not feasible or appropriate, the Director shall inform the Executive of the matter and the Executive shall attempt to resolve the matter, if possible, by a conflict resolution process leading to a mutual agreement.

If the Executive cannot resolve the matter, it shall refer the matter to the Board or to a committee of the Board. The Board or committee shall attempt to resolve it, if possible, by a conflict resolution process leading to mutual agreement. If that is not possible, the Board may impose appropriate sanctions designed to remedy the matter. As a last resort, the Board can seek a special resolution of members of the Society to remove the Director pursuant to section 5.10 of the By-Laws.

If any person other than a director becomes aware of a violation by a director of this Code of Conduct, that person shall inform the Chairperson of the Board of the violation. The chairperson may either try to resolve the matter personally or may refer it to the Executive, which may in turn refer it to the Board or a committee of the Board if the executive cannot resolve the matter.

