

Board, Governance and Committee Policies for the Nourish Cowichan Society

The following documents articulate the various policies that are designed to guide the board members and staff members of the Nourish Cowichan Society in the overall management of the society.

They are neither inclusive nor exclusive and may be amended at any time through a resolution of the Board of Directors

The Board Policies are intended to provide the Board of Directors with an overview of their responsibilities and functions.

The Governance Policies are intended to provide the board and staff of more specific functions.

The committee policies are intended to give more specific direction on the function and operation of the various committees.

Nourish Cowichan

Board Policies

Table Of Contents

Preamble:.....	6
Responsibilities and Functions of the Board.....	6
Board Membership.....	7
Board Positions.....	9
Chairperson's Duties.....	9
Vice-Chairperson's Duties.....	10
Treasurer's Duties.....	10
Secretary's Duties.....	11
Finance Committee.....	11
Planning Committee:.....	12
Building and Maintenance Committee:.....	12
Personnel Committee.....	13
Program Committee.....	13
Fund Raising Committee.....	13
Policy Committee.....	14
Executive Committee of the Board.....	14
Other Committees:.....	14
Quorums.....	15
Signing Authorities.....	15
Allowances.....	15
Administrative Responsibilities Of The Board	16
Obtaining the Executive Director.....	17
Finances.....	17
Fundraising.....	18
Budgets.....	18
Public Relations.....	19
Spending Limits.....	19
Purchasing.....	19
Board/Staff Responsibilities	20
Planning.....	21
Legal.....	21
Organizational.....	22
Program.....	22
Personnel.....	23
Financial.....	23
Community Outreach/Advocacy.....	24
Evaluation.....	24
Executive director Limitations Policies	26
Global Executive director Constraint	27
Treatment of Consumers	28
Treatment of Staff	29
Financial Planning and Budgeting	30
Financial Conditions and Activities	31
Emergency Executive director Succession	33
Asset Protection.....	34
Compensation and Benefits	36
Communication and Support to the Board.....	37

Ends Focus of Grants or Contracts	39
Governance Process Policies	40
Global Governance Commitment	41
Governing Style	42
Board Job Description	44
Agenda Planning	46
Chairman's Role	48
Secretaries Role	50
Board Members Code of Conduct.....	52
Board Committee Principles	54
Cost of Governance	56
Board - Executive director Linkage Policies	58
Global Board - Executive director Linkage	59
Unity of Control	60
Accountability of the Executive director	61
Delegation to the Executive director	62
Monitoring Executive director Performance	64
Ends Policies	66
Global Holding Policy	67
POLICY OF THE BOARD OF DIRECTORS OF NOURISH COWICHAN REGARDING	
COMMITTEE STRUCTURE AND ACTIVITY.....	68
General Information.....	68
Executive/Management Committee.....	69
Fundraising Committee.....	70
Membership/Volunteer committee.....	71
Communications (Public Relations) Committee.....	72

Preamble:

It is a policy document and it should be read in conjunction with the constitution. It should be used as a guide to specifically address the issues faced by the Board for Nourish Cowichan.

Responsibilities and Functions of the Board

1. To define the purpose, goals and scope of the organization.
2. To develop policies respecting organization operation.
3. To establish and maintain a sound financial structure.
4. To broaden community understanding and support of the organization.
5. To see that the organization carries out its purpose and responsibility.
6. To maintain a professionally qualified and competent staff to operate the programs under their direction.
7. To obtain additional staff as required to meet the regular standards and programs requirements.
8. To prepare with the assistance of the Senior Staff an annual budget covering the total costs of operation.
9. To establish sound personnel practices and working conditions to ensure staff stability.
10. To establish effective communication between Board, staff and organizationers.
11. To evaluate performance of all staff and to be responsible for decisions respecting their continued employment and discharge.
12. To establish a policy and procedures manual with accompanying forms for use in program implementation.
13. To establish policy and procedures for program evaluation.
14. To appoint a committee to be responsible for and to initiate methods of fundraising.
15. To establish spending controls and limits for staff.

16. To establish a planning committee.

Board Membership

Introduction:

All appointments to the Board of Directors will be made in accordance with the current constitution and the current policies of the "Nourish Cowichan Board".

Memberships:

Membership shall be restricted to those individuals who meet the qualifications as laid out in Nourish Cowichan Constitution.

Nomination of Members (mid-term):

A new member may be proposed to the Board of Directors by any current Board member at any regular Board meeting to fill a vacancy until the next annual meeting..

A proposed new member will be notified of the acceptance/rejection of their proposal after such time as a majority of the Board, at a regular meeting, have reviewed the proposal.

Once a proposed name has been approved by the Board of Directors, the proposed new member will be invited to attend a regular Board meeting.

A proposed new member will be provided with an orientation package. This package will include copies of the local constitution, policies, a summary of the programs of the organization and the relevant Acts and Regulations under which the Board operates.

After attendance at three (3) consecutive Board meetings, the proposed new Board member will be asked to make a commitment to becoming a Board member and to be voted in by the Board. If they are voted in, they will be appointed for a term ending at the next annual meeting, at which time they will be asked to let their name stand for election to a one (1) year term.

The new Board member will be required to sign a statement of understanding of the obligations and responsibilities of a Board member of the Nourish Cowichan Board.

Nomination of Members (annual meeting):

A slate of prospective members of the Board will be prepared by the nominating committee and presented for election at the annual meeting. At this meeting, nominations will also be received from the floor.

All other conditions as outlined above for Board members nominated in mid-term.

Board Positions

There are five (5) table officers required by the Board. The number of additional officers will depend on the nature of the responsibilities the Board undertakes.

Table officers must include:

- Chairperson
- Vice or Co-Chairperson
- Secretary
- Treasurer and/or Secretary Treasurer
- plus additional officers to a minimum of five (5)

Chairperson's Duties

The chairperson is the Chief Executive Officer of the Board. He/She is responsible, with the assistance of the executive committee and committee chairpersons for ensuring that all policies and procedures established by the Board are compatible with the philosophy and goals of the Board constitution and the by-laws.

The chairperson is responsible for the following:

- Presiding at all meetings of the Board of Directors.
- Presiding at all Executive meetings.
- Sitting as a member of the personnel committee.
- Coordinating the work of the Board and all committees.
- Ensuring that the direction and priorities of the Board and organization are those of the administrative body (staff).
- Ensuring that all policies and procedures relating to programs are implemented by the staff.

- Appointing committee chairpersons to facilitate the work of the Board.
- While in office, will be an ex-officio member of all committees (with the exception of the nominating committee).
- Scheduling of regular Board and general meetings.
- Ensuring that there is adequate preparation of materials including minutes of meetings, agendas, committee reports and study documents for Board discussions.
- Representing the Board to the community at large.
- Liaising with government departments.
- Making decisions that cannot be delayed until an executive or Board meeting can take place.
- Signing authority as determined by the constitution and by-laws.

Vice-Chairperson's Duties

1. Shall assist and work in co-operation with the chairperson;
2. Shall perform the duties of the chairperson due to absence of or in the event of the resignation of the chairperson.
3. Shall perform or share other duties as may be assigned and are acceptable to the individual, such as those of a committee chairperson or committee member.
4. Shall chair the Nominating Committee (to recruit new Board members).

Treasurer's Duties

The Treasurer is responsible to the Board for the management of the fiscal affairs of the Board. This responsibility will be undertaken in consultation with the finance committee which the Treasurer will chair.

The Treasurer is specifically responsible for the following:

- Preparation of the financial budget in consultation with the Senior Staff.

- Reporting to the Board of Directors monthly, the status of the Boards financial situation.
- Signing off the monthly bank reconciliation.
- Responsible for the preparation of the annual audited financial statement.
- Responsible for all accounting procedures including accounts payable, accounts receivable, purchases and the disbursements of funds.
- Supervising the duties of the Bookkeeper.

Secretary's Duties

1. Shall keep and prepare for distribution as required, minutes of all meetings (general Board and executive).
2. Shall keep and maintain all records with exception of financial records.
3. Shall attend to all correspondence specific to the Board.
4. Shall keep attendance records of all meetings.
5. Shall be responsible for notifying members of meetings in advance, unless otherwise delegated..
6. Shall sign official minutes of the Organization Board and of Executive meetings at such time as they have been officially adopted. Secretary signs the minutes before they are presented to the meeting for adoption.

Finance Committee

The Finance Committee will be responsible for the following functions:

- With the assistance of the Senior Staff, prepare all budgets and approve allocation of funds.
- Prepare and review monthly financial reports.
- Review and explain deviations from the budget to the Board.
- Review and approve budgets of special projects or committees.

- Review annually the sources of funding for the organization.
- Recommend and arrange for the appointment of the auditor.
- Recommend investments and reports on the position of investments regularly.

Planning Committee:

The planning committee will be responsible for reviewing and recommending to the Board for approval, the strategic and operating plans developed by the Senior Staff.

This committee will also ensure that all plans are updated in a timely manner and reflect the goals and philosophy of the Board .

The Chairperson of this committee will report to the Board, at each meeting, on the progress of organization activities as it relates to the plans that have been developed.

Building and Maintenance Committee:

This committee will be responsible to work with the Organization Facility Manager. They will review the plans and review the recommendations before they are brought to the Board.

This committee will also develop plans for any new buildings that may be required, prioritize their construction and work with the Fund Raising Committee to obtain the appropriate funds to build them.

The chairperson of this committee will report, to each Board meeting, the progress as it relates to the plans that have been developed. They will also present any requests for purchases that are beyond the spending authority of the Organization Facilities Manager.

Personnel Committee

The personnel committee will be responsible for the following functions:

- Review job descriptions and personnel policies annually and recommends updates to the Board as required.
- Review and participates in selection and termination procedures.
- Participate with the Executive Director and the Organization Facility Manager in developing the annual recruiting plan.
- Participate in performance evaluations of staff.(reviews those done by the Senior Staff, and by the Executive Committee).
- Ensure that the Board is informed of all personnel issues.

Program Committee

The program committee will be responsible for the following functions:

- Review program reports.
- Attend staff meetings to discuss program changes, developments and concerns that should be brought to the Board.
- Report to the Board any program changes, developments and concerns.
- With the assistance of the Executive Director, keep abreast of any changes in programs, new developments and new programs that may be of interest to the Board and keep the Board apprised of these.

Fund Raising Committee

The fund raising committee will be responsible for the planning, organizing, and facilitating all fund raising functions. They will prepare evaluation reports to be presented to the Board at the first board meeting following each event. Each report will include a financial evaluation, recommendation for future events and evaluation of all participants (paid and volunteer)

Policy Committee

The policy committee will have the overall responsibility to review all existing policies, or ensuring that this is done by the responsible committee. They will also be responsible for the development of new policies as may be required from time to time.

They will make recommendations to the Board of any changes and/or new policies that are required and these may be adopted at any regular meeting at which there is a quorum.

Executive Committee of the Board

The Executive Committee consists of:

- the Officers of the Board,
- chairpersons of standing committees and
- other members as desired

who meet to perform urgent business that cannot wait for the action of the full Board or that cannot be handled by a committee.

This committee will also be responsible for the performance review of the Senior Staff (Executive Director, Organization Facility Manager). This review to subsequently be reviewed by the personnel committee.

Other Committees:

Other committees and/or sub-committees may be formed from time to time to address specific needs of the organization. These committees will be formed for a set period of time and will be dissolved when their task is completed.

Quorums

The minimal number of persons constituting a quorum shall be:

- at regular Board meeting, a majority of the Board members.
- at Executive meetings, a majority of members, but never less than three (3).

Signing Authorities

The Board requires three (3) members to be appointed as having signing authority. Two (2) of any three (3) signatures are required to complete a transaction. With regard to accounts payable/receivable, one Board member's signature and that of the Executive Director is sufficient to complete the transaction.

Allowances

Board members are entitled to request funding assistance for such items as travel, accommodations, meals and/or purchases. Requests will be made in advance, in writing, and addressed to the Financial Chairperson, highlighting the details regarding the request.

Items of importance are mileage, costs of meals, accommodations and purchases. The claim must include receipts.

This funding has a limited number of dollars and therefore should be perceived as a partial assistance fund only.

Administrative Responsibilities Of The Board

Obtaining the Executive Director

The Board is responsible for the obtaining of a Executive Director to assist in the development and administration of the programs of the organization.

The person appointed will be responsible for organization operations, including supervision of staff on matters of administration and programming. He/She will also act as liaison between staff and Board.

The Executive Director will prepare annual budgets and fiscal year end audits in consultation with the finance chairperson.

The Executive Director will ensure that all personnel records are up-to-date and in good order.

Finances

Under the direction of the Treasurer, the Bookkeeper will carry out the necessary tasks for the recording, filing and reporting of financial matters of the organization.

Responsibility for decision making regarding finances will be the Board's concern, who is ultimately responsible for the financial outcome of the organization.

The Treasurer, through the Board, may appoint an auditor to examine the financial affairs of the organization.

Every auditor has the right of access to all the books, documents, accounts and vouchers of the organization and is entitled to require from the members of the Board of Directors and Officials any information or explanation necessary for the performance of thier duties as auditor.

The Treasurer will have the responsibility for decisions regarding dates, auditors and audits and will ultimately be responsible for reporting to the Board the findings of the annual audit. The annual audit will cover the fiscal year .

Fundraising

The Board is responsible to receive and allocate funds from various voluntary sources to meet the established priorities.

The Board has the authority to appoint a fund raising committee to initiate, co-ordinate and assist in the raising of funds.

Staff wishing to raise funds for specific projects, commodities and/or general purposes must submit a written request with full particulars to the Board for approval.

The fundraising chairman of the Board has the responsibility for all fund raising approval and to initiate fundraising to meet the requirements of the organization.

Budgets

The Senior Staff are responsible for assisting in the compilation of budgets with the financial chairperson.

The Senior Staff are responsible for overseeing of the budgets.

A request for an extension of any budget due to any circumstances is the responsibility of the financial chairperson.

Public Relations

The Public Relations Chairperson or committee in cooperation with the Executive Director should respond to requests for speakers etc. They should have a carefully worked out a program with the Board, as to which authorized members/staff are allowed to address on particular topics related to the organization's operations.

Spending Limits

The finance chairperson, with the approval of the Board will establish spending limits for the senior staff. Expenditures exceeding these amounts will be referred to the Board, or in the case of an emergency, the Executive for approval.

Current limits will be:

- Executive Director \$_____
- Organization Facility Manager, \$_____
- Petty Cash \$_____

Purchasing

The finance committee will establish standards of operation for the purchasing of goods and services. These will include, at a minimum, the use of purchase orders and the establishment of charge accounts. Accounts will be established with suppliers with whom the organization deals with on a regular basis. A purchase order system will be established and implemented for all purchases by any staff person, including the Executive Director. Established spending limits will be adhered to.

Board/Staff Responsibilities

Board Responsibilities

Staff Responsibilities

Planning

Ensure programs that fulfill the organization's purpose and philosophy are delivered to participants. Establish Board goals and objectives for each area of responsibility.

Develop plans for curriculum, staff development, and upkeep and maintenance of the organization.

Legal

Ensure that the organization meets all legal requirements. Ensure that requirements of non profit and tax exempt status are fulfilled and comply with Revenue Canada, Employment Standards, Labor Code and Human Rights Act requirements. Disclose any conflict of interest. Review all program license of service agreements. Ensure that policies are formulated and acted upon by the Board as a whole, rather than by a small group of individuals.

The Executive Director will ensure that the organization meets legal requirements by monitoring compliance with Municipal, Provincial and Federal Government Acts/Regulations/Legislation. All licensing and health inspection reports will be presented to Board meetings.

The program staff will be familiar with and follow licensing regulations and other legal requirements.

Board

Staff

Organizational

Provide a governing structure that is able to develop policies with input from staff, and make informed, democratic decisions that support these policies. Do this through effective Board leadership, orientation, open communication, and regular meetings.

The Executive Director will enable the Board to make informed decisions by presenting written reports to each Board meeting, and preparing background information for Board and committee meetings as required. He/She may assist in planning Board, committee and general meetings; distributing agendas, minutes and reports; and updating the Board of Directors' manual on a regular basis.

Program

Ensure a quality program is carried out by establishing program policies that reflect the organization's philosophy and values.

The Executive Director will carry out the program policies and develop and manage appropriate procedures for the day-to-day program operation in consultation with staff.

Board

Staff

Personnel

Ensure responsible functioning of the organization by obtaining and monitoring the Executive Director and establishing fair personnel policies that are reviewed annually. Delegate the obtaining and supervision of program staff to the Executive Director and the Organization Facility Manager, in conjunction with the personnel committee. Delegate programming decisions to the Executive Director and staff.

The Executive Director will implement personnel policies, maintain open communication with all staff, facilitate staff development, obtain program and support staff in conjunction with the personnel committee.

Financial

Ensure the financial viability of the organization by developing and approving financial plans; monitoring financial records and reports; and establishing fee collection and spending policies. Ensure that there are financial resources to cover any approved expenditures. Establish and implement a fund raising plan.

The Bookkeeper and the Executive Director will ensure accurate financial information is passed on to the Treasurer, finance committee and Board by monitoring financial records, assisting in financial plans, preparing regular financial reports, and implementing financial fee collection and spending policies.

Board

Staff

Community Outreach/Advocacy

Ensure favorable external relations for the organization, maintain good community relations with all area schools and other community agencies.

The Executive Director will liaise with individuals and organizations, inform the Board of organization initiatives and policies and participate in organization networks.

Evaluation

Ensure the organization's services are evaluated annually by conducting a Board of director's reviews and a program review. Carry out the executives directors annual performance review and monitor program staff reviews (via the personnel committee).

The Executive Director will coordinate staff input into the annual Board of director's review; design a program review that considers program goals and objectives; and review program staff performance.

Nourish Cowichan

Governance Policies

Nourish Cowichan

Executive director Limitations Policies

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Global Executive director Constraint

Policy Number CDL-1

The Executive director shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Treatment of Consumers

Policy Number CDL-2

With respect to interactions with consumers or those applying to be consumers, the Executive director shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy

Accordingly, he or she shall not:

1. Use application forms that elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited.
3. Maintain facilities that fail to provide a reasonable level of privacy, both visual and aural.
4. Fail to establish with consumers a clear understanding of what may be expected and what may not be expected from the service offered.
5. Fail to inform consumers of this policy or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Treatment of Staff

Policy Number CDL-3

With respect to the treatment of paid and volunteer staff, the Executive director may not cause or allow conditions that are unfair or undignified.

Accordingly, he or she shall not:

1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the board when (1) internal procedures have been exhausted, and (2) the employee alleges either that (3) board policy has been violated to his or her detriment or (4) board policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Financial Planning and Budgeting

Policy Number CDL-4

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Accordingly, the Executive director shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Reduces the current assets (cash and receivables) at any time to less than twice current liabilities [or allows cash to drop below a safety reserve of less than \$ 500.00 at any time].
4. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Financial Conditions and Activities

Policy Number CDL-5

With respect to the actual, ongoing financial conditions and activities, the Executive director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Accordingly, the Executive director shall not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (to follow) is met.
2. Indebt the organization in an amount greater than can be repaid by certain otherwise unencumbered revenues within sixty days.
3. Use any long-term reserves.
4. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain otherwise unencumbered revenue within thirty days.
5. Fail to settle payroll and debts in a timely manner.

- 6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

- 7. Make a single purchase or commitment of greater than \$ 5000.00.

- 8. Acquire, encumber, or dispose of real property.

- 9. Fail to aggressively pursue receivables after a reasonable grace period.

<p>Date of adoption:</p> <p>2019</p>	<p>Board secretary's affirmation of official board action adopting this policy:</p> <p>_____</p> <p style="text-align: center;">Secretary</p>
---	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Emergency Executive director Succession

Policy Number CDL-6

In order to protect the board from sudden loss of Executive director services, the Executive director may have no fewer than one other staff person familiar with board and Executive director issues and processes.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Asset Protection

Policy Number CDL-7

The Executive director shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, he or she may not:

1. Fail to insure against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members, staff, and the organization itself in an amount greater than the average for comparable organizations.
2. Allow unbonded personnel access to significant amounts of funds.
3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board, or its staff to claims of liability.
5. Make any purchase (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over \$ 500.00 without having obtained comparative prices and quality; (3) of over \$1000.00 without a stringent method of assuring the balance of long-term quality and cost.

6. Fail to protect intellectual property, information, and files from loss or significant damage.

7. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.

8. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts except when necessary to facilitate ease in operational transactions.

9. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

<p>Date of adoption:</p> <p>2019</p>	<p>Board secretary's affirmation of official board action adopting this policy:</p> <p>_____</p> <p style="text-align: center;">Secretary</p>
---	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Compensation and Benefits

Policy Number CDL-8

With respect to employment, compensation, and benefits to employees and volunteers, the Executive director shall not endanger the organizations fiscal health or cause a problem in the public perception of the organization.

Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Communication and Support to the Board

Policy Number CDL-9

The Executive director shall not permit the board to be uninformed or unsupported in its work.

Accordingly, he or she shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring Executive director Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of relevant trends, anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
3. Fail to advise the board if, in the Executive director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Executive director Linkage, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Executive director.
4. Fail to marshal for the board as many staff and external points of view, issues, and options as needed for fully informed board choices.

5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

6. Fail to provide a mechanism for official board, officer, or committee communications.

7. Fail to deal with the board as a whole except when fulfilling individual requests for information or responding to officers or committees duly charged by the board.

8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.

9. Fail to supply for the consent agenda all items delegated to the Executive director, yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

<p>Date of adoption:</p> <p>2019</p>	<p>Board secretary's affirmation of official board action adopting this policy:</p> <p>_____</p> <p style="text-align: center;">Secretary</p>
---	--

Policy of the Board of Directors of Nourish Cowichan

Executive director Limitations

Ends Focus of Grants or Contracts

Policy Number CDL-10

The Executive director may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

Accordingly, the Executive director shall not:

1. Fail to prohibit particular methods and activities to preclude funds from being used in imprudent, unlawful, or unethical ways.
2. Fail to assess and consider an applicant's capability to produce appropriately targeted, efficient results.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Nourish Cowichan

Governance Process Policies

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Global Governance Commitment

Policy Number G-1

The purpose of the board, on behalf of the schools, children and other persons served by Nourish Cowichan, is to see to it that Nourish Cowichan (1) achieves what it should and (2) avoids unacceptable actions and situations.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Governing Style

Policy Number G-2

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and Executive director roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include

orientation of new board members in the board's governance process and periodic board discussion of process improvement.

4. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Executive director Linkage categories.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Board Job Description

Policy Number G-3

The job of the board is to represent Nourish Cowichan in determining and demanding appropriate organizational performance.

Accordingly:

1. The board will produce the link between the organization and the ownership.
2. The board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. Ends: Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good for which recipients at what cost).
 - b. Executive director Limitations: Constraints on Executive director authority that establish the prudence and ethics boundaries within which all Executive director activity and decisions must take place.
 - c. Governance Process: Specification of how the board conceives, carries out, and monitors its own task.

d. Board-Executive director Linkage: How power is delegated and its proper use monitored; authority and accountability of the Executive director role.

3. The board will produce assurance of Executive director performance (against policies in 2a and 2b).

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Agenda Planning

Policy Number G-4

To accomplish its job products with a governance style consistent with board policies, the board will (1) follow an annual agenda and (2) continually improve board performance through education and enriched input and deliberation.

Accordingly:

1. The cycle will conclude each year on the last day of September so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
 - a. Consultations with selected groups in the ownership, or other methods of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.
 - b. Governance education and education related to ends determination (for example, presentations by futurists, demographers, advocacy groups, and staff) will be arranged in the first quarter, to be held during the balance of the year.

3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.

4. Executive director monitoring will be included on the agenda if monitoring reports show policy violations or policy criteria that are to be debated.

5. Executive director remuneration will be decided after a review of monitoring reports received in the last year during the month of February.

<p>Date of adoption:</p> <p>2019</p>	<p>Board secretary's affirmation of official board action adopting this policy:</p> <hr/> <p style="text-align: center;">Secretary</p>
---	---

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Chairman's Role

Policy Number G-5

The chairperson assures the integrity and fulfillment of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The job result of the chairperson is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be only issues that, according to board policy, clearly belong to the board to decide, not the Executive director.
 - b. Deliberation will be fair, open, and thorough but also timely, orderly, and to the point.
2. The authority of the chairperson consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Executive director Linkage, except where the board specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The chairperson is empowered to chair board meetings with all the commonly accepted power of that position (for example, ruling, recognizing).

b. The chairperson has no authority to make decisions about policies created by the board within Ends and Executive director Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the Executive director.

c. The chairperson may represent the board to outside parties in announcing board stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

d. The chairperson may delegate this authority but remains accountable for its use.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Secretaries Role

Policy Number G-6

The secretary assures the integrity and accuracy of the board's documents and, secondarily, maintains minutes and other correspondence pertaining to the board's activities.

Accordingly:

1. The job result of the secretary is to provide that the board has at all times an accurate and complete set of board documents by:
 - a. maintaining board member manuals and distributing all current policy changes, bylaw changes and meeting minutes in a timely manner.
 - b. maintaining a master manual which will be current and accurate. (a copy of this manual will be used as the orientation package for new or potential board members) .
2. The secretary will:
 - a. attend all board meetings.

- b. take the minutes at all meetings, distribute them for approval of board members and subsequently insert the approved minutes in the board handbook.

- c. prepare other correspondence as may be required by the board

- d. will distribute agendas, monitoring reports and other material to board members one week prior to all board meetings.

<p>Date of adoption:</p> <p>2019</p>	<p>Board secretary's affirmation of official board action adopting this policy:</p> <p>_____</p> <p style="text-align: center;">Secretary</p>
---	--

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Board Members Code of Conduct

Policy Number G-7

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly:

1. Members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. Members must avoid conflict of interest with respect to their fiduciary (financial policy backed by written organizational board policy) responsibility
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.

- c. Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
- a. Members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - b. Members will give no consequence or voice to individual judgments of Executive director or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

<p>Date of adoption:</p> <p>2019</p>	<p>Board secretary's affirmation of official board action adopting this policy:</p> <p>_____</p> <p style="text-align: center;">Secretary</p>
---	--

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Board Committee Principles

Policy Number G-8

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Executive director.

Accordingly:

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have dealings with current staff operations.
2. Board committees may not speak or act for the board except when officially given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive director.
3. Board committees cannot exercise authority over staff. Because the Executive director works for the full board, he or she will not be required to obtain approval of a board committee before a Executive director action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.

- 5. Committees will be used sparingly and ordinarily in an ad hoc capacity.

- 6. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Executive director.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Governance Process

Cost of Governance

Policy Number G-9

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner (client/user) viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

a. Up to \$ _____ in fiscal year ____ for training, including attendance at conferences and workshops.

b. Up to \$ _____ in fiscal year ____ for audit and other third-party monitoring of organizational performance.

c. Up to \$ _____ in fiscal year ____ for surveys, focus groups, opinion analyses, and meeting costs.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Nourish Cowichan

Board - Executive director Linkage Policies

Policy of the Board of Directors of Nourish Cowichan

Board - Executive director Linkage

Global Board - Executive director Linkage

Policy Number BCDL-1

The board's sole official connection to the operating organization, its achievement, and conduct will be through the Executive director.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Board - Executive director Linkage

Unity of Control

Policy Number BCDL-2

Only decisions of the board acting as a body are binding on the Executive director.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive director can refuse such requests that require, in the Executive director's opinion, a material amount of staff time or funds, or are disruptive.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

Policy of the Board of Directors of Nourish Cowichan

Board - Executive director Linkage

Accountability of the Executive director

Policy Number BCDL-3

The Executive director is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive director.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the Executive director.
2. The board will refrain from evaluating, either formally or informally, any staff other than the Executive director.
3. The board will view Executive director performance as identical to organizational performance so that organizational accomplishment of board-stated Ends and avoidance of board-proscribed means will be viewed as successful Executive director performance.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
Policy of the Board of Directors of Nourish Cowichan	

Board - Executive director Linkage

Delegation to the Executive director

Policy Number BCDL-4

The board will instruct the Executive director through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive director to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the Executive director to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called Ends policies.

2. The board will develop policies that limit the latitude the Executive director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive director Limitations policies.

3. As long as the Executive director uses any reasonable interpretation of the board's Ends and Executive director Limitations policies, the Executive director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

4. The board may change its Ends and Executive director Limitations policies, thereby shifting the boundary between board and Executive director domains. By doing so, the board changes the latitude of choice given to the Executive director. But as long as any particular delegation is in place, the board will respect and support the Executive director's choices.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	---

Policy of the Board of Directors of Nourish Cowichan

Board - Executive director Linkage

Monitoring Executive director Performance

Policy Number BCDL-5

Systematic and rigorous monitoring of Executive director job performance will be solely against the expected Executive director job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive director Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods:
 - (a) by internal report, in which the Executive director discloses compliance information to the board,
 - (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and
 - (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable Executive director interpretation of the board policy being monitored.
4. All policies that instruct the Executive director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

<i>Policy</i>	<i>Method</i>	<i>Frequency</i>
Treatment of Consumers	Internal	Annually
Treatment of Staff	Internal	Annually
Financial Planning and Budgeting	Internal	Quarterly
Financial Condition and Activities	Internal	Monthly
	External	Annually
Emergency CEO Succession	Internal	Annually
Compensation and Benefits	Internal	Annually
	External	Biannually
Communication and Support	Direct Inspection	Annually

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: <hr/> Secretary
-------------------------------	---

Nourish Cowichan

Ends Policies

Policy of the Board of Directors of Nourish Cowichan

Ends

Global Holding Policy

Policy Number E-1

Whatever Ends the Board has stated or implied in previous decisions or approvals will stay unchanged pending formal adoption of ends policies.

Date of adoption: 2019	Board secretary's affirmation of official board action adopting this policy: _____ Secretary
-------------------------------	--

POLICY OF THE BOARD OF DIRECTORS OF NOURISH COWICHAN REGARDING COMMITTEE STRUCTURE AND ACTIVITY

The following Committee's will operate under the direction of the Board of Directors:

- Executive/Management Committee
- Fundraising Committee
- Membership/Volunteer Committee
- Communications (Public Relations) Committee

Other committees may be formed to handle specific functions as required.

General Information:

All committees are set up and mandated by the Board of Directors. They will have specific functions and reporting requirements. They will be chaired by a member of the Board of Directors, but may have working members who are members of the society.

As other committee's are needed, specific terms of reference will be developed for them by the Executive Management Committee.

Executive/Management Committee

Membership

This committee will consist of the Chairman of the Board, Vice-Chairman and Treasurer. Other Board Members will attend by special invitation of the Board Chairman. It will also include the Executive Director when one is selected.

Meetings

It will meet monthly to make decisions regarding the day to day management of the Society.

Responsibility

All areas of operation, including guest speaking, grant writing, policy development, personal management, fund raising, expansion of program, public relations and liaison with outside agencies will initiate with this committee, they will then be referred to the appropriate committee for action.

Agenda

All agenda items will be accepted up to 1 week prior to the regular meeting. Exceptions may be made at the discretion of the Board Chairman.

Authority

The committee will be charged with the authority to make decisions, refer to committees, or refer to the Board for discussion and decision .

Minutes/Reporting

The minutes of this committee will be distributed to all board members and will be included in a report at each full board meeting. (The committee chairperson may delegate a recording secretary who may or may not be a member of the committee, this person would be responsible to perform the above duties.)

Fundraising Committee

Membership

The committee will consist of a Chairperson (appointed by the Board of Directors), the chairperson of the Board (Ex-officio), and other members as selected by the committee chairperson.

Meetings

This committee will have meetings as required to plan and develop the major fundraising events. These will take place at the discretion of the committee chair, minutes will be taken and regular reports will be presented to the Board of Directors.

Responsibility

The primary responsibility of this committee will be to develop, set up and operate the major fundraising functions (Fall Tea Party, Spring Gala, etc.) They will also be responsible for the development of other fundraising events at the discretion of the Board of Directors.

Authority

This committee has the authority to make decisions regarding specific events under the constraint and budget as given by the Board of Directors.

Minutes/Reporting

The minutes of all committee meetings will be sent to the Executive/Management Committee and a regular report will be presented at all board meetings. (The committee chairperson may delegate a recording secretary who may or may not be a member of the committee. This person would be responsible to perform the above duties.)

Membership/Volunteer committee

The committee will consist of a Chairperson (appointed by the Board of Directors), the chairperson of the Board (Ex-officio), and other members as selected by the committee chairperson.

Meetings

This committee will meet as and when required.

Responsibility

The primary purpose of this committee will be to develop, recruit and maintain an inventory and directory of all available volunteers. It will also ensure that appropriate requirements are met (Police record checks, food safe qualification etc.) by volunteers before recommending them to specific assignments.

They will respond to requests for volunteers in an appropriate manner.

Authority

This committee has the authority to screen and accept/reject volunteers.

Minutes/Reporting

The minutes of all committee meetings will be sent to the Executive/Management Committee and a regular report will be presented at all board meetings. (The committee chairperson may delegate a recording secretary who may or may not be a member of the committee. This person would be responsible to perform the above duties.)

Communications (Public Relations) Committee

The committee will consist of the Chairperson, Secretary and Volunteer Coordinator.

Meetings

This committee will meet as and when required.

Responsibility

The primary purpose of this committee will be to develop a comprehensive public relations plan that will reflect all advertising and communication issues that may be required by the society.

Authority

To implement this plan once approved by the board

Minutes/Reporting

The minutes of all committee meetings will be sent to the Executive/Management Committee and a regular report will be presented at all board meetings. (The committee chairperson may delegate a recording secretary who may or may not be a member of the committee. This person would be responsible perform the above duties.)