



For better healthcare it's **our place to give**

**NANAIMO & DISTRICT HOSPITAL FOUNDATION
GOVERNANCE COMMITTEE**

March 10, 2021

Via Zoom

AGENDA

1. Approval of the Agenda (A)
2. Approval of Minutes: December 2, 2020 (A)
3. Executive Expectation Monitoring Reports: (A)
None
4. Policy Review: (A)
BW1 – Board Job Description
BW2 – Board Role & Responsibilities
BW4 – Board Conflict of Interest & Code of Conduct
BW5 – Linking to Stakeholders
E1 – Vision, Mission, Values
E3 – Mission Outcomes
EE4 – Human Resources Management
5. Future Meeting Date (I)
TBD

Key: (A) – Action

(D) – Discussion

(I) – Information

Carried

Future Meeting Dates

Wednesday, March 10, 2021

Email sent September 29, 2020 on behalf of Leslie Sundby, Chair, Governance Committee

In preparation for the Board meeting on September 29, and in light of a couple of conflicts with the date, we are holding the meeting via email.

Please find attached the agenda, the minutes of the previous meeting in June, the four policies for review, and the Monitoring Report from the CEO on Policy EE4 – Human Resources Management. You'll note there are no changes proposed to Policies BW7, BW9, and BW10, and a very small change to Policy BW10B.

Accordingly, the Committee Chair, Leslie, has made the following motions:

Motion: To accept the Governance Committee Agenda as presented

Motion: To approve the Minutes of the June 11, 2020 Meeting as presented

Motion: To recommend acceptance of the CEO Monitoring Report on Policy EE4 – Human Resources Management, as presented

Motion: To recommend approval of Policies BW7, BW9, BW10, and BW10B to the Board as presented

Instructions:

Note: If we use 'reply all' we will all be in the loop as we go through.

1. We will need a seconder for each motion – if you would like to second, please 'reply all' by return email and I'll record it.
2. If there are any changes to the minutes, please 'reply all' and I'll record the change(s)
3. If any of you would like to propose changes to any of the policies, please 'reply all' with your changes and I'll record the change and recirculate the policy(ies) so everyone can review the change(s).

Once complete, we will request a vote, which you can do by again using 'reply all'.

Policy Type: Board Work Policy Name: Board Job Description	Policy Number: BW1 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually	Date Policy Reviewed: February 27, 2020 <u>March 10, 2021</u> Date Policy Revised: March 24, 2020 <u>March 23, 2021</u>

The role of the Board is to support the CEO in the achievement of the Foundation’s Vision, by ensuring the Foundation has adequate resources to advance its Mission, and acting as fiduciaries by adopting sound, ethical, and legal governance and financial management policies.

Specifically, the job description of the Board is:

1. To act strategically on behalf of the Foundation by setting the Vision (E1) and Ends (E3), and establishing the Strategic Plan;
2. To monitor CEO Performance in relation to the accomplishment of the Ends and CEO Objectives, and, through Executive Expectations Policies, provide oversight of the day to day functioning of the Foundation.
3. To manage the Board by writing and keeping to Board Work Policies, maintaining a Board calendar, and developing a Board work plan and budget.
4. To evaluate the Board’s performance.
5. To participate in lobbying, advocacy, relationship development and revenue generation activities as required.
6. To ensure Board and CEO succession and leadership development. The Board shall not operate without a CEO Long Term Succession Plan. The Succession Plan will be reviewed annually.
7. To manage risk.

Policy Type: Board Work	Policy Number: BW2
Policy Name: Board Roles, Legal & Responsibilities, and Rights of Directors	Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually	Date Policy Reviewed: February 27, 2020 <u>March 10, 2021</u> Date Policy Revised: March 24, 2020 <u>March 23, 2021</u>

Each year, the Board ~~will~~ distributes the following policies to new and existing Directors and ~~reviews~~ them at the first Board meeting after the AGM, in the case of existing Directors, or during the Board nominations process, in the case of newly elected Directors.

Each Director ~~is to~~ signs off that they ~~have read, understood, and agree to~~ will adhere to these policies:

- ~~Roles & Responsibilities, Legal Responsibilities, and Rights~~ of Directors (Policy BW2)
- Board Code of Conduct (Policy BW4)
- Conflict of Interest (Policy BW4B)

The Board of Directors acting as trustees for the Foundation agrees to follow its legal responsibilities as set out by the Province of British Columbia in the Societies Act, Part 5, Division 3, Section 53:

1. A director of a society must, when exercising the powers and performing the functions of a director of the Society:
 - a) act honestly and in good faith with a view to the best interests of the Society,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - c) act in accordance with this Act and the regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the Bylaws of the Society.
2. Without limiting subsection (1), a director of a Society, when exercising the powers and performing the functions of a director of the Society, must act with a view to the purposes of the Society.
3. This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of the directors of a Society.
4. Nothing in a contract or the Bylaws of a Society relieves a director from:
 - a) the duty to act in accordance with this Act and the Regulations, or

- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society

Legal Responsibilities of Directors

Directors are responsible for:

1. Setting organizational direction by:
 - a) Engaging in strategic thinking and planning
 - b) Setting the Foundation's mandate and vision for the future
 - c) Establishing organizational values
 - d) Approving the Strategic Plan

2. Ensuring necessary resources by:
 - a) Hiring capable executive leadership
 - b) Approving the annual Budget
 - c) Promoting a positive public image
 - d) Ensuring the presence of a capable and responsible Board

3. Providing oversight by:
 - a) Overseeing financial management
 - b) Minimizing exposure to risk
 - c) Measuring progress on the Strategic Plan
 - d) Monitoring programs and services
 - e) Providing legal and moral oversight
 - f) Evaluating the CEO and the Board

Fiduciary Responsibilities

A Director's fiduciary duty is to the Society. Fiduciary duties of a Director are:

1. Duty of Care:
 - a) Stay informed and ask questions
 - b) The level of competence expected of a Director is commonly expressed as the "duty of care that an ordinary prudent person would exercise in a like position and under similar circumstances"
 - c) A Director must exercise reasonable care when they make a decision as a steward of the Foundation

2. Duty of Loyalty:
 - a) Show undivided allegiance to the Foundation's welfare
 - b) A standard of faithfulness; a Director must demonstrate their allegiance to the Foundation when making decisions affecting the Foundation
 - c) A Director can never use information obtained as a Director for personal gain, but must act in the best interests of the Foundation, support decisions, and comply with behavioural norms as established in Board policy

3. Duty of Obedience:

Requires Directors to be faithful to the Foundation's mission

APPENDIX A

Director Initials

1. I have read and understood the Board's Policy concerning the Roles ~~&~~, ~~Legal~~ Responsibilities, ~~and~~ ~~Rights~~ of Directors (Policy BW2).

2. I understand my Legal Responsibilities as a Director

3. I understand my Fiduciary Responsibilities as a Director

4. I undertake to fulfill my Legal & Fiduciary Responsibilities as a Director

Director Name:

Director Signature:

Date Signed:

Policy Type: Board Work Policy Name: <u>Board Conflict of Interest & Code of Conduct</u>	Policy Number: BW4B Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually	Date Policy Reviewed: February 27, 2020 <u>March 10, 2021</u> Date Policy Revised: March 24, 2020 <u>March 23, 2021</u>

1 POLICY

~~1.01 (a)~~ Directors shall refrain from all Conflicts of Interest ~~(See Definition in Section 5)~~. If Directors become aware of, or become involved in, a Conflict of Interest, they must disclose to the Board Chair as soon as possible the existence of any actual or perceived Conflict of Interest so that safeguards can be established to protect all parties. Directors must also disclose what could be "perceived" by an outsider as a Conflict of Interest. Directors cannot avoid the disclosure requirements because they feel they were not, are not, or will not be influenced by the Conflict of Interest.

~~1.01 (b)~~ A Director who is unsure whether something constitutes a Conflict of Interest shall immediately discuss the specific concern with the Chair, in order to determine the Board's position on the issue.

- ~~(c) The Chair and/or Board will determine:~~
- ~~(i) whether a Conflict of Interest exists;~~
 - ~~(ii) the seriousness of the perceived or actual Conflict of Interest;~~
 - ~~(iii) what steps are necessary to protect the Board against the Conflict of Interest.~~

~~In making this determination, the Chair/Board shall be guided by any other policies which may apply. Additionally, the Chair/Board may consult legal counsel if the Conflict of Interest involves an issue of legal sensitivity.~~

- ~~(d) With regard to paragraph 1.01(c)(iii), the Board may, depending on the circumstances, institute one or more of the following steps:~~
- ~~(i) establish internal safeguards to protect the Board from any Conflict of Interest;~~
 - ~~(ii) require that the Director cease to be involved in the situation giving rise to the Conflict of Interest;~~
 - ~~(iii) remove the Director from a position of influence over the business with respect to matters which give rise to the Conflict of Interest — e.g. if the conflict involves a relative's bid to provide services to the Board, the Director may be precluded from participating in the decision-making process with respect to the bid;~~
 - ~~(iv) require that the Director repay any benefit they have received as a result of the Conflict of Interest;~~
 - ~~(v) take any other action the Board sees fit in the circumstances.~~

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1.02 It is a requirement that Directors annually complete the Confidential Declaration of Interest Questionnaire shown in Appendix ~~AA~~ to this policy.

~~1.03~~ ~~1.03~~—The CEO will ~~at all times~~, keep the Chair of the Board informed of any incidents, disclosure, investigations, and information regarding Conflicts ~~of Interest~~ within the Foundation or its subsidiaries.

~~1.04~~ ~~Directors agree to adhere to the Foundation’s Code of Conduct as set out in Appendix B to this policy.~~

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2 PURPOSE

~~2.01~~ The purpose of this Statement of Policy ~~and &~~ Procedure is to:

~~(a) communicate the Board’s position on what matters could constitute a Conflict of Interest to Directors and to establish a protocol for disclosing and dealing with such Conflicts of Interest; and~~

~~(b) communicate the Foundation’s Code of Conduct.~~

3 SCOPE

~~3.01~~ This Statement of Policy ~~and &~~ Procedures applies to all members of the Board of Directors of the Foundation and its two subsidiaries.

4 RESPONSIBILITY

4.01 All Directors are responsible for reading and understanding the Conflict of Interest ~~& Code of Conduct~~ policy and disclosing to the Board, ~~as soon as possible, within twenty-four (24) hours of having knowledge of a Conflict of Interest,~~ any Conflicts of Interest which may occur.

4.02 (a) The CEO ~~will is required to~~ develop and maintain a list of Directors who have completed the Confidential Declaration of Interest Questionnaire and ~~will to~~ ensure Directors complete the Questionnaire ~~on their accession to the Board and~~ at least once per year ~~after joining the Board thereafter.~~

(b) The Board is responsible for determining ~~what, if any,~~ further steps or actions ~~to should~~ be taken regarding any disclosure received.

5 DEFINITIONS

5.01 “**Conflict of interest**” refers to a situation where a Director’s personal relationship(s) or financial interest(s) could reasonably be seen as influencing the Director’s duty to act in the best interests of the Foundation. Such Conflicts of Interest include but are not limited to:

(a) holding shares in a publicly traded corporation which seeks to do business with the Foundation, except where the corporation and the Director hold ~~shares which are worth~~ shares that are worth less than 1% of the issued shares in a publicly traded corporation;

(b) being a Relative of an individual who is employed by, or involved with, a business

~~either doing or seeking to do which seeks to do~~ business with the Foundation ~~or does business with the Foundation;~~

- (c) being retained by another company or organization, ~~whether on a consultancy or part-time basis,~~ to advise on business similar to ~~that that which is~~ being transacted by the Foundation or its two subsidiaries;
- (d) ~~accepting “kickbacks” or “bribes”;~~
- ~~(e)~~ failing to disclose to the Board a situation in which gifts of goods or entertainment in excess of \$100 would apply;
- ~~(f)~~ being investigated, charged, ~~indicted~~ or convicted for a criminal activity which may have an impact on the perception of the individual's business conduct and which, if publicly known, might affect the reputation of the Foundation as an ~~organization which organization that~~ maintains high ethical standards.

5.02 “Relatives” may include, but is not limited to, spouse, common-law spouse, intimate partner, child, sibling, parent, grandparent, and grandchildren.

6 REFERENCES and RELATED STATEMENTS of POLICY &and PROCEDURE

~~Board Policy BW4 — Board Code of Conduct~~None

7 PROCEDURE

7.01 Any Director who suspects or believes ~~that~~ they are involved in, or may become involved in, a Conflict of Interest ~~must~~shall immediately discuss the specific concern ~~disclose such Conflict of Interest to~~with the Chair of the Board, in order to determine the Board's position on the issue. The Confidential Declaration of Interest Questionnaire, shown in Appendix A-A of this policy, ~~shall~~may be used for this purpose.

7.02 The Chair/Board shall investigate the Director's disclosure, to determine whether a Conflict of Interest exists, and if so, the seriousness of the perceived or actual Conflict of Interest. In making this determination, the Chair/Board shall be guided by any other policies that may apply. The Chair may ~~seeking~~ legal counsel if appropriate, to determine what steps, if any, should be taken as a result of the disclosure. _____

7.03 With regard to paragraph 7.02, the Board may, depending on the circumstances, institute one or more of the following steps:

- a) establish internal safeguards to protect the Board from any Conflict of Interest;
- b) require that the Director cease to be involved in the situation giving rise to the Conflict of Interest;
- c) remove the Director from a position of influence over the business with respect to matters which give rise to the Conflict of Interest, e.g. if the conflict involves a relative's bid to provide services to the Foundation, the Director may be precluded from participating in the decision-making process with respect to the bid;
- d) require that the Director repay any benefit they have received as a result of the Conflict of Interest; and

| e) take any other action the Board sees fit in the circumstances.

| 7.0304 The CEO shall ensure that the Confidential Declaration of Interest Questionnaire is completed by new Directors on their election or appointment to the Board, and at least once each year thereafter.

| 7.0405 A copy of this policy shall be provided to each Director at their first Board Meeting and periodically thereafter as deemed necessary by the Board

APPENDIX A

CONFIDENTIAL DECLARATION OF INTEREST QUESTIONNAIRE

COMPLETE AND RETURN THIS QUESTIONNAIRE TO THE CEO

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Where a potential Conflict of Interest exists, provide full details in the space below as to the nature of the situation, or relationship, giving rise to that Conflict. Use additional pages if necessary.

INITIAL ONLY THE STATEMENTS BELOW WITH WHICH YOU AGREE

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- | | Director
Initials |
|--|----------------------|
| 1. I have read and understood the Foundation's Policy and Procedure concerning Conflicts of Interest | _____ |
| 2. I am aware of no such Conflicts, currently or during the previous 12 months | _____ |
| 3. I am reporting a Conflict of Interest as shown below | _____ |
| 4. I undertake to inform the Chair of any changes to the above | _____ |

Signature: _____

Name: _____

Title: _____ Date: _____

APPENDIX B

BOARD CODE OF CONDUCT

The Foundation's Board of Directors sets the Foundation's Mission, Strategic Direction, and Policies, and has oversight of its finances and operations. Directors agree to adhere to the Foundation's Code of Conduct as set out below:

1. Contribute consistently and meaningfully to the effective performance of the Board;
2. Follow the 'Rules of Engagement' for Board meetings:
 - a. Attend all meetings if possible
 - b. Stay fully committed
 - c. Respect everyone
 - d. Turn off cell phones
 - e. Speak in a constructive manner
 - f. Direct comments to the Chair, not across the table
 - g. Address points made previously – stay focused
 - h. Stick to the agenda - be cognizant of time.
3. Act honestly and in good faith, with the best interest of the Foundation foremost in mind;
4. Use the degree of skill and diligence that is expected of the knowledge and experience each Director brings to the table;
5. Be loyal to the Foundation and endorse and support the Mission and Values of the Foundation;
6. Comply with all applicable laws, policies and regulations of British Columbia and with the Foundation's Bylaws;
7. Treat other Directors and staff fairly and with respect;
8. Maintain confidentiality of all information learned while performing Director duties;
9. Agree that the CEO and the Board Chair are the official spokespeople for the Foundation.

If a Director does not adhere to the Code of Conduct, then, given that the Board has the right to make and enforce its own policies and sanctions, the following guidelines will be used:

1. The Chair will meet with the Director to ascertain if there is a breach of the Code of Conduct;
2. If necessary, the Director may be more formally questioned by the Chair and at least one other Director;
3. If the Director in question is the Chair, the Vice Chair will initiate the meeting and follow the same process;

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4. If, after meeting with the Director, the Chair or Vice Chair determines that a breach has occurred, and the Director fails to amend their conduct accordingly, the Board may ask the Director to resign from the Board altogether, pursuant to Section 3 of the Society's Bylaws;
5. In extraordinary circumstances, the Director may be asked to leave the Board immediately in accordance with Section 3 of the Society's Bylaws.

Policy Type: Board Work Policy Name: Linking to Stakeholders	Policy Number: BW5 Date of Acceptance of Policy: October 3 2009
Date to Review Policy: Annually	Date Policy Reviewed: February 27, 2020 <u>March 10, 2021</u> Date Policy Revised: March 24, 2020 <u>March 23, 2021</u>

The Board acts in trusteeship for the Foundation stakeholders and serves as the connection between the work of the Foundation and Foundation stakeholders. The Board relationship is always at the strategic level so that the Board's own work is accomplished. The Board will consider all stakeholder questions or complaints relating to Board Work.

Policy Type: Ends Policy Name: Vision, Mission, & Values	Policy Number: E1 Date of Acceptance of Policy: October 3 rd , 2009
Date to Review Policy: Annually	Date Policy Reviewed: March 11, 2019 <u>March 10, 2021</u> Date Policy Revised: March 26, 2019 <u>March 23, 2021</u>

The Nanaimo & District Hospital Foundation was founded on December 30, 1977 as a means for grateful patients and loved ones to support Island Health facilities. Today, we purchase vital equipment to ensure healthcare excellence in the Central Vancouver Island region. Our donors help Island Health to provide the highest quality healthcare services for everyone who needs them right here at home. Since inception the Foundation has stewarded donations to support improved facilities and has assisted in the funding of leading edge medical equipment to ensure our healthcare professionals have the tools they need to do their jobs.

The Nanaimo & District Hospital Foundation’s Vision is that ‘We are leaders in philanthropy dedicated to healthcare excellence’. Our Mandate ‘to be dedicated to raising and stewarding funds to achieve healthcare excellence for Central Vancouver Island’ supports our Vision, as we strive to become Central Vancouver Island’s Charity of Choice. With the philanthropic support of the business & professional community, service organizations and the residents at large, we are the role model for responsible, ethical giving and we help advance excellent healthcare. The Foundation’s organizational values mould and direct the considerations, decisions, and actions of our Board of Directors and staff. These values reflect and shape the culture of the Foundation.

Accountability

- Open Communication
- Outcome Oriented
- Regard for resources & commitments
- Strong relationships

Integrity

- Act ethically & with integrity
- Fair & consistent
- Donor Bill of Rights
- Transparent

Excellence

- Imagine Canada Standards Program
- Learning & development

Evaluation of performance
Healthcare excellence

Donor-Centred

Ethical fundraising
Stewardship reflects donor interests
Continuous improvement
Best practices

In the execution of our strategic direction, and the performance of our mandate, we shall be guided by the following principles:

Public Benefit & Accountability

The Foundation has an ethical obligation to understand its role as an entity that engages and inspires individuals and our community for the benefit of healthcare leadership on Central Vancouver Island. We conduct our activities with transparency, integrity and accountability.

Governance & Leadership

The Board of Directors defines the Foundation's mission, vision, and values, and provides overall leadership and strategic direction to the Foundation.

Evaluation

The Foundation regularly measures its performance both in terms of effectiveness, such as outcomes and results, and efficiency, such as processes and procedures.

Strategic & Operational Planning

The Foundation defines its overall direction, and the strategies and tactics to be employed in fulfilling its mission, by regularly reviewing and updating its strategic plan. Through operational planning, the Foundation details measurable objectives, specific activities, and the budget.

Financial Management

The Foundation acts as a responsible steward in managing its financial resources, and always complies with all legal and ethical financial requirements. The Foundation adheres to sound accounting principles that produce reliable financial information and ensure fiscal responsibility.

Staff & Volunteer Management

The Foundation believes that effective management of human resources is essential for creating successful organization results. Consistent, fair, human resources management enhances staff morale and promotes cooperation.

Resource & Fund Development

The Foundation has an ethical obligation to ensure proper handling of donated funds to carry out its mission. The Foundation believes that fundraising should be conducted

according to the highest ethical standards with regard to solicitation, acceptance, recording, reporting, and use of funds.

Marketing & Communications

Effective marketing and communications is central to the success of the Foundation's mission, goals, and activities. Internal communication is essential to motivate, inform, and counsel employees, volunteers, and Board members, and to set the stage for excellent external communications.

Technology

The Foundation manages information to ensure confidentiality, safety, accuracy, integrity, reliability, cost-effectiveness, and legal compliance. The Foundation invests in appropriate technology to enhance capacity, improve efficiency, and ensure the security of sensitive or confidential information.

Policy Type: Ends	Policy Number: E3
Policy Name: Mission Outcomes	Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually	Dates of Policy Reviewed: <u>March 10, 2021</u> March 3, 2018
	Dates of Policy Review<u>ed</u>sion: <u>April 17, 2018</u> March 23, 2021

Within the environment outlined in Ends Policy E1, the Board of Directors and CEO have developed the following Strategic Goals:

Strategic Goal #1: (External)

~~The Foundation will~~ Build and sustain relationships to maintain trust, and ~~will~~ identify, advocate, and create urgency surrounding healthcare needs.

Strategic Goal #2: (Internal)

Ensure the Foundation’s viability and continuity by sustaining growth and managing expenses.

Strategic Goal #3: (Subsidiaries)

Manage the Foundation’s two subsidiary businesses to ensure growth and maximise net profit.

Strategic Goal #4: (Developmental)

Ensure the Foundation is well positioned to be proactive in support of regional healthcare initiatives.

Policy Type: Executive Expectations Policy Name: Human Resources Management	Policy Number: EE4 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually	Date Policy Reviewed: February 27, 2020 <u>March 10, 2021</u> Date Policy Revised: March 24, 2020 <u>March 23, 2021</u>
Monitoring Type and Frequency: Internal	Monitoring Dates: January

The CEO shall ensure Human Resources Policies and practices are in place which:

- Are consistent with the Foundation’s Values and Ends;
- Protect the Foundation’s public image;
- Protect the fiscal integrity of the Foundation, including offering compensation and benefits for Staff which are in line with the geographic or professional market for the skills employed, and do not create obligations over a longer term than revenues can be safely projected;
- Promote a work environment that is free from discrimination and harassment and where all Staff and volunteers are treated with respect and dignity; and
- Are consistent with current legislation.

The CEO shall ensure all Staff are fully acquainted and orientated with the Foundation’s Human Resources Policies. Policies and procedures include:

- Hiring Process;
- Performance Management;
- Compensation, Benefits and Leave;
- Training and Development;
- Volunteer Management;
- HR Procedures;
- Employee Relations;
- Conflict Resolution;
- Workplace Discrimination and Harassment;
- Occupational Health and Safety;
- Standards of Conduct for Employees and Volunteers.

The CEO shall only change their own compensation and benefits with Board approval.