

POLICY TYPE II

Board Work

Updated November 14, 2018

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POLICY TYPE II - BOARD WORK

BW1: Board Job Description

Policy Type: Board Work Policy Name: Board Job Description	Policy Number: BW 1 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The role of the Board is to represent the members in achieving the Vision of the Foundation.

Specifically, the job description of the Board is:

1. **Linking to the members** of the Foundation (as defined in the Bylaws).
2. **Acting strategically** on behalf of the Foundation
3. **Assuring President Performance** in relation to the accomplishment of the Ends Policies and within Executive Limitations.
4. **Managing the Board** through the specified governing style by writing and keeping to Board Work policies; maintaining a Board calendar, Board work plan and budget.
5. **Evaluating the Board's Performance.**
6. **Participating in Lobbying, Advocacy, Relationship Development and Revenue Generation** activities as required and able.
7. **Ensuring Board and President succession/leadership development.** The Board shall not operate without a President Long Term Succession Plan. The succession plan will be reviewed annually.
8. **Managing risk.**

BW2: Roles & Responsibilities of Directors

Policy Type: Board Work Policy Name: Roles and Responsibilities of Directors	Policy Number: BW 2 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 16, 2018 Date Policy Revised: January 16, 2018

Each Director agrees to annually review and sign off that they have read, understood and agree to adhere to the Legal Responsibilities and Rights of Directors (BW Policy 3 & 3A), the Board Code of Conduct (BW 4 & 4A) and the Conflict of Interest Policy (Policy 5 & 5A).

BW 2A: Roles & Responsibilities of Directors - Implementation

Policy Type: Board Work	Policy Number: BW2A
Policy Name: Roles and Responsibilities of Directors - Implementation	Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 16, 2018 Date Policy Revised: January 16, 2018

1. Each year, the Board will distribute the following policies to new and existing Directors and review during the Board orientation process.
2. Each Director is to sign off that they have read, understood, and agree to adhere to these policies:
 - Legal Responsibilities and Rights of Directors (BW Policy 3 & 3A)
 - Code of Conduct (BW 4 & 4A)
 - Conflict of Interest Policy (BW 5 & 5A)

As a Director, I hereby agree to: *(initial each statement)*

Adhere to the legal responsibilities and rights of Directors.

Adhere to the NDHF Code of Conduct

Contribute consistently and meaningfully to the effective performance of the Board;

Follow the 'Rules of Engagement' for Board meetings:

1. Attend all meetings if possible
2. Stay fully committed
3. Respect everyone
4. Turn off cell phones
5. Speak in a constructive manner
6. Direct comments to the Chair, not across the table

7. Address points made previously – stay focused

8. Stick to the agenda; be cognizant of time

- Act honestly and in good faith, with the best interest of the Foundation in mind;
- Use the degree of skill and diligence that is expected of my knowledge and experience;
- Be loyal to the Foundation and endorse and support the mission and values of the Foundation;
- Comply with all applicable laws, policies and regulations of British Columbia and with the Foundation Bylaws;
- Treat other Directors and staff fairly and with respect;
- Disclose promptly and fully every personal conflict of interest with the Foundation;
- Maintain confidentiality of confidential information learned while performing Director duties;
- Maintain confidentiality of confidential information learned outside my role as Director (e.g. from personal, business, role on other Boards, etc.);
- Agree that the CEO and the Board Chair are the official spokespersons for the Foundation

Adhere to the NDHF Conflict of Interest Policy

Where a potential Conflict of Interest exists at any time, provide full details in the space below to the nature of the situation or relationship giving rise to that Conflict.

Use additional pages if necessary. If the potentially conflicting situation has changed

During the year, please indicate the nature of such change.

INITIAL ONLY THE STATEMENTS BELOW WITH WHICH YOU AGREE

Board Member

Initials

1. I have read and understood the Board's Policy and Procedure concerning Conflict of Interest (Policy #BW5B).

2. I am aware of no such Conflicts since joining the NDHF Board of Directors.

3. I am reporting a Conflict of Interest as shown below.

4. I undertake to inform you of any changes to the above.

Director Name (please print) _____

Director Signature _____

Date Signed _____

BW 3: Legal Responsibilities & Rights of Directors

Policy Type: Board Work	Policy Number: BW 3
Policy Name: Legal Responsibilities and Rights of Directors	Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 16, 2018 Date Policy Revised: January 16, 2018

The Board of Directors acting as trustees for the Foundation agrees to follow its legal responsibilities as defined by the Province of British Columbia:

Section 25:

(1) A director of a society must:

(a) act honestly and in good faith and in the best interests of the society, and

(b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions as a director.

(2) The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a society

BW 3A: Legal Responsibilities & Rights of Directors - Implementation

Policy Type: Board Work	Policy Number: BW 3A
Policy Name: Legal Responsibilities and Rights of Directors - Implementation	Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 16, 2018
	Date Policy Revised: January 16, 2018

Legal Responsibilities of Directors

Directors are responsible for:

1. Setting organizational direction by:
 - Engaging in strategic thinking and planning
 - Setting the Foundation's mandate and vision for the future
 - Establishing organizational values
 - Approving operational or annual plans

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

3. Providing oversight by:
 - Overseeing financial management
 - Minimizing exposure to risk
 - Measuring progress on the strategic plan
 - Monitoring programs and services
 - Providing legal and moral oversight
 - Evaluating the CEO and the Board

Fiduciary Responsibilities (the fiduciary duty of a Director is to the Corporation)

1. **Duty of Care:**
 - Stay informed and ask questions

- The level of competence expected of a Board member is commonly expressed as the “duty of care that an ordinary prudent person would exercise in a like position and under similar circumstances”
- A Board member must exercise reasonable care when he/she makes a decision as a steward of the Foundation

2. *Duty of Loyalty:*

- Show undivided allegiance to the Foundation’s welfare
- A standard of faithfulness; a Board member must demonstrate his or her allegiance to the Foundation when making decisions affecting the Foundation
- A Board member 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 once established as Board policy

3. *Duty of Obedience:*

- Requires Board members to be faithful to the Foundation’s mission

Attached is the explanation of the responsibilities of Directors outlined by Industry Canada that is used as a guide by the Foundation Board of Directors.

Attached is a copy of the Directors and Officers Insurance.

BW 4: Board Code of Conduct

Policy Type: Board Work Policy Name: Board Code of Conduct	Policy Number: BW 4 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 16, 2018 Date Policy Revised: January 16, 2018

The Foundation has an active Board of Directors that sets the Foundation's mission, strategic direction, and policies, and has oversight of its finances and operations.

Directors agree to adhere to the NDHF Code of Conduct as set out below:

- Contribute consistently and meaningfully to the effective performance of the Board;
- Follow the 'Rules of Engagement' for Board meetings:
 1. Attend all meetings if possible
 2. Stay fully committed
 3. Respect everyone
 4. Turn off cell phones
 5. Speak in a constructive manner
 6. Direct comments to the Chair, not across the table
 7. Address points made previously – stay focused
 8. Stick to the agenda; be cognizant of time
- Act honestly and in good faith, with the best interest of the Foundation foremost in mind;
- Use the degree of skill and diligence that is expected of my knowledge and experience;
- Be loyal to the Foundation and endorse and support the mission and values of the Foundation;
- Comply with all applicable laws, policies and regulations of British Columbia and with the Foundation Bylaws;

- Treat other Directors and staff fairly and with respect;
- Disclose promptly and fully every personal conflict of interest with the Foundation;
- Maintain confidentiality of confidential information learned while performing Director duties
- Maintain confidentiality of confidential information learned outside their role as a Director (e.g. from personal, business, role on other Boards, etc.)
- Participate in the Foundation as authorized in the Bylaws or by the Board of Directors.
- Agree that the CEO and the Board Chair are the official spokespersons for the Foundation.

BW 4A: Board Code of Conduct – Implementation

Policy Type: Board Work Policy Name: Board Code of Conduct - Implementation	Policy Number: BW 4A Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 16, 2018 Date Policy Revised: January 16, 2018

1. If a Board Director is deemed to be negligent in carrying out his/her duties, then, given that the Board has the right to make and enforce its own laws and discipline the following guidelines will be followed:

- A Director may be informally questioned by the Chair of the Board (the Chair) to ascertain if there is a breach of the Code of Conduct.
- If necessary, the Director may be more formally questioned by the Chair and at least one other Director.
- If the offending director is the Chair, the Vice Chair initiates and carries through this same process above.
- Continued offence will result in a motion of censure being brought in a motion to the Board. This motion may result in a voluntary withdrawal or upon a vote of the majority of the Board the Director shall be removed from all committee leadership and Directorship.
- Continued offence by a Director will result in removal from office by a resolution as prescribed in the Bylaws.
- In extraordinary circumstances, the Director will be removed from office immediately in accordance with the Bylaws.

2. Bi-annually adopt Imagine Canada’s Ethical Fundraising & Financial Accountability Code by making the following motion:

“Nanaimo & District Hospital Foundation adopts Imagine Canada’s Ethical Fundraising and Financial Accountability Code as its policy. In doing so, members of the Board of Directors commit to being responsible custodians of donated funds, to exercise due care concerning the governance of fundraising and financial reporting, and to ensure to the best of their ability that the organization adheres to the provisions of the Code. It is hereby confirmed that each member of the Board of Directors has received a copy of the Ethical Fundraising & Financial Accountability Code and that a copy will also be provided to each person who is subsequently elected.”

BW 4B: Conflict of Interest

Policy Type: Board Work Policy Name: Conflict of Interest	Policy Number: BW 4B Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 16, 2018 Date Policy Revised: January 16, 2018

1 POLICY

- 1.01 (a) A Board Member shall refrain from all Conflicts of Interest. If a Board Member becomes aware of, or becomes involved in, a Conflict of Interest, he or she shall immediately disclose such Conflict of Interest to the Board. A Board Member must also disclose what could be “perceived” by an outsider as a Conflict of Interest. A Board Member cannot avoid the disclosure requirements because the Board Member feels that he or she was not, is not, or will not be influenced by the Conflict of Interest. If a Board Member has any influence on transactions such as purchases, contracts, or leases, it is imperative that the Board Member disclose to the Board Chair as soon as possible the existence of any actual or potential Conflict of Interest so that safeguards can be established to protect all parties.
- (b) A Board Member who is unsure whether something constitutes a Conflict of Interest shall immediately discuss the specific concern with the Chair or CEO, 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 potential 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 Board Member cease to be involved in the situation giving rise to the Conflict of Interest;
 - (iii) remove the Board Member 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 Board Member may be precluded in participating in the decision-making process with respect to the bid;

- (iv) require that the Board Member re-pay any benefit he or she has received as a result of the Conflict of Interest;
- (v) take any other action deemed advisable by the Board in the circumstances.

1.02 It is a requirement that Board Members periodically complete the Confidential Declaration of Interest Questionnaire shown in Attachment A to this policy.

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.

2 **PURPOSE**

2.01 The purpose of this Statement of Policy and Procedure is to communicate the Board's position on what matters could constitute a Conflict of Interest to Board Members and to establish a protocol for disclosing and dealing with such Conflicts of Interest.

3 **SCOPE**

3.01 This Statement of Policy and Procedures applies to all Board Members of the Foundation and its two subsidiaries.

4 **RESPONSIBILITY**

4.01 All Board Members are responsible for reading and understanding the Conflict of Interest policy and disclosing to the Board, 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 is required to develop and maintain a list of Board Members who have completed the Confidential Declaration of Interest Questionnaire and to ensure Board Members complete the Questionnaire on their accession to the Board and at least once per year thereafter.

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

5 **DEFINITIONS**

5.01 "**Conflict of interest**" refers to a situation where a Board Member's personal relationship(s) or financial interest(s) could reasonably be seen as influencing the Board Member'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 corporation which seeks to do business with the Foundation, except where the corporation and the employee hold shares which 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 which seeks to do business with the Foundation or does business with the Foundation;
- (c) being involved with or investing in a business which is competitive to the business conducted by the Foundation;
- (d) being retained by another company or organization, whether on a consultancy or part-time basis, to advise on business similar to that which is being transacted by the Foundation;
- (e) accepting “kickbacks” or “bribes”;
- (f) failing to disclose to the Board a situation in which gifts of goods or entertainment in excess of \$100 would apply;
- (g) 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 maintains high ethical standards.

5.02 “**Relatives**” shall include spouse, common-law spouse, same sex partner, child, sibling, parent or grandparent, former spouses or common-law spouses.

6 REFERENCES and RELATED STATEMENTS of POLICY and PROCEDURE

Board Policy BW5 – Board Code of Conduct

7 PROCEDURE

- 7.01 Any Board Member who suspects or believes that he or she is involved in or may become involved in a Conflict of Interest must immediately disclose such Conflict of Interest to the Board. The Confidential Declaration of Interest Questionnaire, shown in Attachment A to this policy, shall be used for this purpose.
- 7.02 The Board Chair shall investigate the disclosure and seek legal counsel if appropriate, regarding what steps should be taken as a result of the Conflict of Interest.
- 7.03 The CEO shall ensure that the Confidential Declaration of Interest Questionnaire is completed by new Board Members on their election or appointment to the Board, and at least once each year thereafter.
- 7.04 A copy of this policy shall be provided to each Board Member at his or her first Board Meeting and periodically thereafter as deemed necessary by the Board

BW 5: Linking to the Stakeholders

Policy Type: Board Work Policy Name: Linking to the Stakeholders	Policy Number: BW 5 Date of Acceptance of Policy: October 3 2009
Date to Review Policy: Annually	Date Policy Reviewed: January 16, 2018 Date Policy Revised: January 16, 2018

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.

BW 6: Board Claims

Policy Type: Board Work Policy Name: Board Claims	Policy Number: BW 6 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

- Directors serve without compensation but reasonable expenses incurred by the Directors may be reimbursed in compliance with Board approved budget.
- Director expenses are extraordinary expenses related to out-of-town travel with approval from the Board and can include parking fees, mileage, conference cost and meals and any other expenses at the Foundation's prescribed rate.
- All claims are submitted within 15 days of expenditure.
- A copy of the claim form is attached.

BW 7: Board Orientation

Policy Type: Board Work Policy Name: Board Orientation	Policy Number: BW 7 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The purpose of orientation is to acquaint the Board Director with the Foundation, the Board, and the responsibilities of an individual Director.

1. Orientation should be considered an ongoing process.
2. There are types of orientation:
 - Orientation to the Foundation.
 - Orientation to the Board.
 - Orientation to the individual role of Board Director.

Orientation to the Foundation will cover the following:

- The organization chart of the Foundation and a tour of the Foundation offices and businesses.
- The broad general scope of the Foundation, including the mission statement, vision, principles, values, history and services of the Foundation.
- The roles, relationships and structure of each level of the Foundation.
- The Constitution & Bylaws of the Foundation.
- A summary of current members.
- Foundation issues

Orientation to the Board will cover the following:

- The role of the Board as a governance unit and the importance of the Board and its relationship to the membership.
- The Board's governing Style

- The Board's relationship with other groups, organizations and key stakeholders.
- The Board's calendar, budget and agenda.

Orientation to the Individual Role of Board Director will cover the following:

- Legal responsibilities of Directors
- All Board Policies
- Participation requirements for meetings
- Claim process for Board expenses
- These orientations will be done prior to the first Board meeting the new Director attends.
- Some orientation topics may require attendance of Directors at a separate orientation.
- A Board manual will be organized to contain this information and the Chair will review the Board information relevant to the operation of the Foundation. This manual will be available to new Directors immediately following their election at the Annual General Meeting or appointment.
- Some type of system for new Directors, that has experienced Directors working with new Directors, may be implemented at the will of the Chair.
- The Governance Champion(s), the Board Chair and the President are responsible for all aspects of the Board orientation.

BW 7A: Board Orientation Checklist

Policy Type: Board Work Policy Name: Board Orientation Checklist	Policy Number: BW 7A Date of Acceptance of Policy:
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

New Board Member/Director:

1. **Chair of Nominations Committee will:**

- Request a NDHF Director to take on the role of 'buddy/mentor' with the new Director
- Within 3 months of first board meeting, meet with new Director to evaluate orientation

2. **'Buddy/Mentor':**

- Contacts new Board member prior to first Board meeting and arranges to meet in NRGH lobby; accompany to, sit beside during, and debrief following board meeting

3. **NDHF Executive Assistant will:**

- Send "Letter of Welcome" to new member, signed by Board Chair
- Order a Foundation Name Tag
- Have new Director sign a Confidentiality Agreement
- Have new Director read and sign the Code of Conduct
- Give new Director a Board Policy Manual and book 'Boards That Make A Difference' by Carver
- Have new Director fill out an Island Health Volunteer Parking Pass Application
- Present new Director with a Foundation Name Tag
- Get info for a Bio
- Describe Claim process for board expenses
- Describe role of Executive Assistant:
 - Liaison with the Board
 - Send out Board Packages prior to Board meetings
 - Set up all Board and committee meetings
 - Send out all emails from the Foundation e.g: upcoming Foundation events
 - Send out via email all Press Releases from the Foundation
 - Enters information under 'MY Board' on the Foundation website
 - Special tasks requested by members of the Board with President's approval
 - Enters all Board Member volunteer hours in Raisers Edge data base

- Set up a ½ hour meeting with each of the Foundation Staff, where they would describe what their specific roles are with the Foundation:
 - CFO – NDHF – discusses how Code Brew and Lifeline relate to the NDHF
 - Executive Director – Lifeline
 - Executive Assistant – NDHF
 - Director, Corporate Relations & Director, Donor Relations: takes a photo and bio info of new Board Director for Foundation website

4. **Chair, Board of Directors - NDHF:**

- Provides an overview of:
 - Board manual
 - Board governance model
 - Legal responsibilities of directors
 - Board's relationship to its members/community and with any other groups, organizations and key stakeholders
 - Bylaws
 - Strategic Plan
 - Brief history of the NDHF Board and summary of current board members
 - Overview and membership of the Board working committees, including governance champion
 - Board's calendar, budget and agenda and participation requirements for meetings

5. **President - NDHF:**

- Provides an organizational chart of the Foundation and a tour of the NDHF offices and businesses
- Provides an overview of the general scope of the Foundation, including the mission statement, principles, values, history and services of the Foundation; highlights any foundation issues, explains the roles, relationships and structure of each level of the Foundation and introduces new Board Director to NDHF staff
- Provides a tour of NRGH highlighting projects funded by NDHF (including Code Brew)

New Board Member/Director Orientation Checklist: Policy BW 7A

1. *Chair of Nominations Committee:*

- Requests a NDHF Director to take on the role of 'buddy/mentor' with the new Director
- Within 3 months of first board meeting, meets with new Director to evaluate orientation.

2 *'Buddy/Mentor':*

- Contacts new Board member prior to first Board meeting and arranges to meet in NRGH lobby; accompany to, sit beside during, and debrief following board meeting

3. *Executive Assistant will:*

- Send "Letter of Welcome" to new member, signed by Board Chair
- Order a Foundation Name Tag
- Have new Director sign a Confidentiality Agreement
- Have new Director read and sign the Code of Conduct
- Give new Director a Board Policy Manual
- Have new Director fill out an Island Health Volunteer Parking Pass Application
- Present new Director with a Foundation Name Tag
- Describe Claim process for board expenses
- Describe role of Executive Assistant:
 - Liaison with the Board
 - Send out Board Packages prior to Board meetings
 - Set up all Board and committee meetings
 - Send out all emails from the Foundation i.e.: upcoming Foundation events
 - Send out via email all Press Releases from the Foundation
 - Enters information under 'MY Board' on the Foundation website
 - Special tasks requested by members of the Board with President's approval
 - Enters all Board Member volunteer hours in Raisers Edge data base

- [] Set up a ½ hour meeting with the Foundation Staff (where they would describe what their specific roles are with the Foundation)
 - o CFO – NDHF – discusses how the two businesses (Code Brew and Lifeline) relate to the NDHF
 - o Executive Director – Lifeline
 - o Executive Assistant – NDHF
 - o Director, Corporate Relations & Director, Donor Relations: takes a photo and bio info of new Board Director for Foundation website

4. **Chair, Board of Directors - NDHF:**

- [] Provides an overview of:
 - Board manual
 - Board governance model
 - Legal responsibilities of directors
 - Board’s relationship to its members/community and with any other groups, organizations and key stakeholders
 - Bylaws
 - Strategic Plan
 - Brief history of the NDHF Board and summary of current board members
 - Overview and membership of the Board working committees, including governance champion
 - Board’s calendar, budget and agenda and participation requirements for meetings

5. **President - NDHF:**

[] Provides an organizational chart of the Foundation and a tour of the NDHF offices and businesses

[] Provides an overview of the general scope of the Foundation, including the mission statement, principles, values, history and services of the Foundation; highlights any foundation issues

[] Explains the roles, relationships and structure of each level of the Foundation and introduces new Board Director to NDHF staff including:

[] Provides a tour of NRGH highlighting projects funded by NDHF (including Code Brew).

BW 8: Signing Policy

Policy Type: Board Work Policy Name: Signing Policy	Policy Number: BW 8 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

1. The Directors are responsible for signing of certain documents as required by third parties.
2. The Board delegates any two of the President, Chief Financial Officer and the Officers authority for General and Gaming Bank Accounts as authorized signatories.

BW 9: Principles of Policy-Based Governance

Policy Type: Board Work Policy Name: Principles of Policy-Based Governance	Policy Number: BW 9 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Board understands and agrees to adhere to the principles of policy-based governance.

The principles are:

1. The Board is the Trustee for the members.
2. The Board's job is determining the Ends of the Foundation; the means is delegated to the President.
3. Policy is written at the broadest value before the decision is made to write more.
4. The Board delegates its authority rather than reacting and ratifying staff initiatives.
5. The relationship between the Board and the President is empowering and respectful.
6. The Board manages risk by setting the President's limits, not prescribing action.
7. President's performance is monitored against policy criteria.
8. The Board designs its own processes through policy.
9. The Board speaks with one voice or not at all.

BW 9A: Risk Management

Policy Type: Board Work Policy Name: Risk Management	Policy Number: BW 9A Date of Acceptance of Policy: June 26, 2014
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Board is responsible for developing, implementing and monitoring the Risk Management Plan. The Board works closely with the President who reports monthly through the Executive Limitations (EL's) process to the Board. The Board in turn, reviews the risk exposure and adequacy of the quality of the risk management, determining if the mitigants are operating efficiently and if not, making recommendations for improvements including an implementation plan.

The Board is tasked with ensuring the implementation of this plan. For issues that may arise during the year that are not addressed in this plan or are of a strategic nature, the President's EL report to the Board will include reference to the issue as well as any risk to which the Foundation could be exposed and a strategy to mitigate the risk.

Attached is a copy of the Risk Management Plan Grid.

BW 10: Governing Style

Policy Type: Board Work Policy Name: Governing Style	Policy Number: BW 10 Date of Acceptance of Policy: October 3 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Board will take up the model of policy-based governance in its Board work: having a preoccupation with strategic leadership rather than administrative detail that emphasizes a clear distinction of Board and President roles; encouraging diversity in viewpoints; acting on the collective rather than individual decisions and taking a long-range, proactive approach rather than looking back and reacting to operational activities.

As a corporate body the Board will:

1. Operate in all ways mindful of its obligation to the stakeholders of the Foundation.
2. Enforce whatever discipline is needed to govern with excellence. Discipline will apply to attendance, the principles of policy-making, respect of roles, speaking with one voice and abiding by all Board policies.
3. Direct, control and inspire the Foundation through careful establishment of the broadest organization values and perspectives through policies.
4. Focus chiefly on intended long term impacts on the world outside the Foundation (the Ends), not on the administration or programmatic means of attaining those effects.
5. Understand the three responsibilities of the Board in its discussions: Fiduciary, Strategic and Generative.
6. Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the President, will be responsible for Board performance.
7. Use the expertise of individual members to enhance the Board's effectiveness.
8. Monitor and regularly review the Board's own process and performance.

9. Ensure the excellence of its governance capability by setting regular time on the meeting agenda for Board learning.
10. Appoint a Director, other than the President or Chair, to serve as the Champion of the Board governing style.
11. Maintain confidentiality in all Board discussions.
12. In all ways act upon the belief that the one staff member, the President, is collegial with the Board.

As an individual, each Director will:

1. Understand and act on the Foundation vision and mission
2. Demonstrate understanding of the Bylaws, the beliefs and values of the Foundation
3. Be proactive in soliciting and implementing member and other stakeholder opinion
4. Prepare, attend and participate in all Board meetings, if able
5. Continue to learn as individuals and encourage continual learning throughout the Foundation
6. Abide by the accepted Code of Ethics and model Board governance in all Board work

BW 10A: Governance Champion Role

Policy Type: Board Work Policy Name: Governance Champion Role	Policy Number: BW 10A Date of Acceptance of Policy: October 2, 2010
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

Responsibilities of the Governance Champion:

- Monitoring Board compliance with the current governing model and recommending corrective action when necessary
- Responding to questions about the Board governance model and how it impacts specific situations from time to time
- Ensuring all Board Policies are reviewed annually
- Providing orientation to policy governance and leading the policy review process at the annual Board orientation
- Making recommendations to the Board regarding the Board Evaluation Process. The “Ends” Policies define what we want the organization to accomplish thus the most basic Board evaluation question is; are we meeting the “Ends” we have stated? However, that would be insufficient in that, as a Board, we must also continually examine whether or not we have defined the appropriate ends.

As looking at “Ends” or results is by its nature retrospective, we also need to evaluate how well we are currently functioning and how well we are positioned to perform in the future. Those things are defined in the “Board Job Description” (Board Policy BW 1). Therefore, the instrument for Board Evaluation will be based on the requirements of BW 1.

The Board Evaluation Plan will include:

1. A self-evaluation of the Board by the Board Members;
 2. A special evaluation by the President focusing on how well the Board is doing in providing him/her with adequate direction and feedback. [
- Leading the Board Evaluation Process. At least annually, the Board will set aside part of a Board meeting to discuss and monitor the Board’s own progress. The responsibility for ensuring a fair, balanced discussion rests with the Governance Champion.

BW 10B: Board Governance Work Plan, Budget & Calendar

Policy Type: Board Work Policy Name: Board Governance Work Plan, Budget and Calendar	Policy Number: BW 10B Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Board believes that excellence in governance requires a plan of annual activities with a commensurate commitment of resources. The Board develops such a work plan with an annual budget that commits resources to support the governance process and activities. The work plan is reflected on the calendar and then on each Board meeting agenda.

1. The Board develops and submits an annual Board work plan and budget to the President which is then incorporated into the Foundation's financial plan and budget.
2. The Board work plan will include such items as:
 - a) Board Director Orientation
 - b) Strategic Planning/Board Retreat
 - c) Board Learning
 - d) Link to the Membership and Community
 - e) Policy Review
 - f) Board/Chair support
3. The Board meeting agenda incorporates the details of the work plan.
4. A Board calendar will be developed outlining the following activities:
 - Board Meetings: date/time/place
 - Executive Limitations
 - Policy Review
 - Consent Items
 - Ends Policies Discussion
 - Link to Membership and Community
 - Board Committees
 - Board Learning
 - Board Governance Plan
 - Other
5. The Board is the initial reactor to, and arbitrator of, all stakeholder complaints and disputes that relate to Board Work.

BW 11: Strategic Planning

Policy Type: Board Work Policy Name: Strategic Planning	Policy Number: BW 11 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Board's role is to look forward strategically on behalf of the Foundation. The result of this is a multi-year strategic plan that is developed by the Foundation President in consultation with Foundation staff and vetted by the Board. The Strategic Plan is reviewed annually before the end of fiscal year, and the Ends policies updated as needed.

1. A strategic plan is written into the Ends policies through the statements of Beliefs, Values, Philosophy, Vision, Mission, and Mission Outcomes.
2. The strategic plan is translated by the President into an annual business plan.
3. A Board Retreat or special board meeting will be held annually where the Board will review/discuss/recommend changes to the Strategic Plan. The Board will then approve the final Strategic Plan.
4. A follow up report of the strategic planning will be written upon completion of the Strategic Planning session.
5. Any evaluation of the Strategic Planning session will be considered for the next strategic planning.

BW 12: Writing & Reviewing Policy

Policy Type: Board Work Policy Name: Writing & Reviewing Policy	Policy Number: BW 12 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

1. The Board of Directors is responsible for writing, implementing and reviewing all Board policies. The Board writes and applies those policies that have to do with the Ends of the Foundation; the Executive Limitations of the President; the work of the Board and the delegation of duties from the Board to the President.
2. The President, not the Board, is responsible for those policies having to do with those aspects of Operations that are of value and that define the roles, responsibilities and relationships of all staff and stakeholders with whom the President relates.
3. There are four sets of Board policies that answer the following questions:
 - **ENDS:** What is the Foundation doing, for whom and with what results?
 - **EXECUTIVE LIMITATIONS (ELs):** What are the guidelines that the President must follow to implement the Ends?
 - **BOARD WORK (BW):** What does the Board do and how does the Board manage itself?
 - **BOARD OF DIRECTORS-PRESIDENT RELATIONSHIP (BPRs):** How are responsibilities delegated to the President and how are these responsibilities monitored?

BW 12A: Writing & Reviewing Policy – Implementation

Policy Type: Board Work Policy Name: Writing & Reviewing Policy - Implementation	Policy Number: BW 12A Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The basis of the policy-based model is the translation of organizational values into policy. The Board commits to these five principles in developing Board policies:

- Values-based
- Well-defined relationships
- Effective implementation
- Congruency
- Plain language

1. Accordingly,

- The relationships and all of the roles, responsibilities and accountabilities are clearly defined.
- Procedures are added to make implementation of policies easy to use and an orientation to the use of policies is done well and regularly.
- All Board policies are consistent in intent with all other governance documents.

2. The Board does not allow a new policy to repeat or contradict other policies.

3. **Writing Policy:**

All policies that are written by the Board will move through the following steps in revising existing policies and/or considering and writing a new policy:

Step One

a) **For existing policies**, the Board regularly reviews each policy and asks:

- is this policy necessary?
- is this policy being used as intended?

- Is this policy accurate?
- depending on the answers, the policy may be deleted or revised

b) In considering a new policy, the Board will:

- determine the need, **is another policy necessary?**
- The Board will review all policies to determine if there is a policy already in place

Who would the policy guide, the Board or the President?

- The Board will review the job descriptions of the Board and the President to decide if a new policy would be an Executive Limitation or another Board policy

If the policy would guide the President, i.e. be an Executive Limitation, the Board would review:

- All other Executive Limitations to decide if there is already a policy in place

If the policy would guide the Board, i.e. a Board policy, the Board would review:

- All other Board policies to decide if there is already a policy in place

Step Two

If a policy can be edited to include the new requirements then do so. This is done by Board motion which is noted in the 'Dates of Policy Revision'

Step Three

If a new policy is to be written then:

- Write the introductory statement(s)
- If this statement is sufficient, then end the policy here
- Write more information only if necessary
- If the introductory statement needs more information then add following the format and wording of other policies. If an implementation is required it may be written as an addendum to the policy
- Write the approval and monitoring sections

- Decide the date that the policy is approved, the type and dates of monitoring and review date all according to the Board's calendar
- When approved, the new policy replaces the former by Board

BW 13: Managing the Board

Policy Type: Board Work Policy Name: Managing the Board	Policy Number: BW 13 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Board is responsible for managing its own Board meeting agenda, its work plan, budget and calendar. The Chair of the Board is responsible for the implementation of these functions.

Board Meeting Agendas

Board meeting agendas are for the single task of getting the Board's job done.

The Board meeting will consider both Agenda Control and Content:

Agenda Control: The Board has the sole authority over its own agenda. The Chair will exercise this control on behalf of the Board, though any Board Director – with a majority agreement – can add or delete business from the agenda. Material related to the agenda will be given to Board members with adequate lead time for preparation.

Agenda Content: Only those agenda items which are within the Board's chosen areas of responsibility (see Board Job Description) shall take up the agenda. The Board will work only on the Board's job, not the staff's work. This includes: Ends Policy discussion, Monitoring President Compliance, Link to the Membership, Board Learning, Consent Items, Committee Reports.

1. Board Directors are obligated to **prepare** for meetings and to **participate** productively in discussion, always within the boundaries of discipline established by the Board.
2. A Board meeting agenda should follow Robert's Rules of Order, current revision, and include the following:
 - Specific date, time and place of the meeting
 - Call to Order
 - Acceptance of the previous minutes

- Approval of the Agenda
- Acceptance of reports
 - Chair
 - President
 - Treasurer
 - Board Committees (as scheduled)

- Reporting: Executive Limitations
- Monitoring: Policy Review
- Consent Items
- Ends Discussion
- Link to the Membership and Community
- Board Learning
- Next meeting Date
- Next meeting Agenda
- Adjourn
- [Note: an in-camera session may be added at the beginning and/or end of the meeting upon the discretion of the Chair]

SAMPLE AGENDA with explanations

Meeting of Board of Directors

Date Place Time

1. **Call to Order** By whoever will chair the meeting. May include introductions of Directors, guests and welcome.
2. **In-camera** (with/without President)
3. **Acceptance of the previous minutes:** all minutes should be accepted including those of a teleconference of the Board.
4. **Approval of the Agenda:** It is the whole Board which decides by motion to accept the agenda as presented or to make additions
5. **Acceptance of Reports:** All should be in writing and attached to a full set of minutes for each Director, for the office and for the minute book. Pull out discussion/decision topics and put them into the consent agenda.

Chair reports on the **activities of the Board – both in and out of Meetings** as per Chair's Role.

President reports on operational activities normally **outside of compliance reports**. The information may also be part of communication and counsel to the Board.

Any Board committee reports will be made as per the terms of reference set for each committee by the Board.

6. **Executive Limitations:** Any reports which have been sent to the Directors, or are given to the Directors at the meeting, are presented by the President, discussed by the Directors then accepted through motion. Compliance reports are collected in the President Compliance section for reference during the annual President appraisal.
7. **Policy review:** Regular review of Board policies are done here. Any policies which are being added or changed may also happen here outside of a regular policy review.
8. **Ends discussion:** All the parts of the Ends of an organization: the vision, mission, mission outcomes, beliefs, values are discussed and decided here.
Sometimes this agenda part becomes the topic of a whole meeting such

as in an annual retreat to review the Ends during planning.

9. **Link to the Membership and Community:** This is one of the Board's jobs and is further described in Board Work Policy Title: Linkage to the Ownership. Here the Board will receive **specific reports about membership and community** or deal with **issues that arise from any reports**. According to the policy, the Board will gather information on an ongoing basis about the needs of the members and community so this is the place to **discuss and interpret the results**. If the membership/community has been subdivided into groups for the purpose of further understanding the needs then this is the place to **discuss the results**. Any meetings of the members can be reported on and/or planned from here. **Complaints or representations** could happen here.
10. **Learning Opportunities:** This is the part of the agenda where all the ongoing learning that the Board will need to do will be planned for, reported on and/or participated in by the Board as a whole or by individual Directors. Having a speaker, a video, a specific discussion about a topic that the Board should know about could happen here. For instance, if the Board decided to have an electronic poll capacity added to the website, they may have a speaker in to inform it about how this would work. Board orientation is a regular component of the Board year for all Directors; for new Directors it occurs as needed. Like annual planning, a learning opportunity may be held outside of a regular Board meeting.
11. **Next meeting date:** These are all set in advance annually in the Board Calendar.
12. **Next meeting agenda:** The agenda is decided by the Board **before they leave the meeting**. The exception would be extraordinary consent items that arise outside of the Annual calendar.
13. **Adjourn.**

BW 13A: Managing the Board - Template

Policy Type: Board Work Policy Name: Managing the Board - Template	Policy Number: BW 13A Date of Acceptance of Policy: November 5, 2011
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

In order that presentations, committee reports or recommendations are made in a logical, concise and efficient manner, the following one page template is followed:

To:

Date:

From:

Background:

Issues: (e.g. *What do I say as a Director?*)

Recommendations: (may include a motion) (e.g. *The Board will say: "The Foundation has offered to be involved in fundraising management and coffee shop. We are supporting healthcare decisions by govt."*)

BW 13B: In-Camera Sessions

Policy Type: Board Work Policy Name: In-Camera Sessions	Policy Number: BW 13B Date of Acceptance of Policy: June 20, 2017
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: Date Policy Revised:

The Board conducts two types of meetings: open and in-camera Board meetings. In-camera sessions are special meetings (or a portion of a meeting) where the Board of Directors convenes separately from management and/or the public to have candid, off-the-record discussions about matters that are important to the NDHF organization. Matters discussed at in-camera meetings are confidential.

The NDHF Board of Directors will have an in-camera session as a standing item, typically at the end of the agenda, of regular NDHF meetings. Attendance is restricted to the Board Directors and the CEO. Guests or counsel may attend an in-camera session upon the request of the Chair and with the consent of the Board. If the in-camera session is being held to discuss CEO performance and/or compensation, the CEO will be excused from attending the in-camera session.

The Board may also choose to move in-camera or hold special meetings that are not open to the public or NDHF staff members where it determines it is in the best interest of the NDHF to do so. The Chair may order that the meeting move in-camera or any Director may request a matter be dealt with in-camera in which case a vote will be taken. If a majority of the board agrees, the matter shall be dealt with in-camera.

If a Director feels they have an issue that should be discussed in-camera, whenever possible, they will first discuss it with the Board Chair prior to the meeting to ensure the issue belongs in-camera and to ensure adequate preparation prior to discussion of the issue.

The following matters may be dealt with in-camera:

- Matters involving property
- Matters involving litigation
- Significant human resource issues
- Significant complaint issues
- Any matter that the Board determines should be the subject of an in-camera session.

Minutes of an In-Camera Meeting

Minutes should include, at a minimum, the following:

- The place, date and start time of the meeting;
- The persons present;
- Who served as Chair and Secretary;
- The text of all resolutions
- The results of votes on all resolutions;
- Any formal objections of Directors; and
- The time of adjournment.

In order to maintain confidentiality, minutes of in-camera sessions should be filed separately from other records and only a restricted list of directors should have access to them.

Distribution of Materials for In-Camera Session

- Materials for in-camera sessions will be marked as confidential and distributed separately from materials for regular board meetings either electronically in advance of the meeting or at the meeting. Materials for in-camera sessions will be collected at the conclusion of the in-camera session and shredded.

BW 14: Officer Roles

Policy Type: Board Work Policy Name: Officer Roles	Policy Number: BW 14 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

1. The Officers of the Foundation are named in the bylaws as Chair, Vice Chair, Treasurer and Secretary.
2. The current Bylaws list the roles and responsibilities of these Officers as required by the Board.
3. The Officers are elected to serve the membership by ensuring that certain legal responsibilities to the BC Society Act are met.

BW 14A: Chair's Role

Policy Type: Board Work Policy Name: Chair's Role	Policy Number: BW 14A Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Chair is accountable for the integrity of the Board and its work and for representing the Board to outside stakeholders.

Responsibilities of the Chair:

- An Officer of the Board and the Society.
- A signing officer.
- Set the agenda and chairs meetings of the Board in accordance with Constitution and Bylaws, Board Policies and Robert's Rules of Order (latest revision).
- Ensure the Board package (agenda & attachments) is sent to Directors a minimum of one week prior to the Board meeting.
- Chair the Board Planning Committee.
- Ad-hoc member of all Board Committees.
- Safeguard the Integrity of the Board by:
 - Ensuring the Board's performance is consistent with the Board's policies and those requirements legitimately imposed upon it from outside the Foundation.
 - Ensuring the Board's work is conducted in an efficient, timely, fair and orderly manner.
- Represent the Board. The Chair is the only Board director authorized to speak for the Board and for the Foundation unless specified by a Board motion.

The authority of the Chair consists only in making decisions and/or stating positions on behalf of the Board which fall within and are consistent with any reasonable interpretation of Board policies. The Chair has no authority to make new Board policies.

BW 14B: Vice Chair's Role

Policy Type: Board Work	Policy Number: BW 14B
Policy Name: Vice Chair's Role	Date of Acceptance of Policy: October 2, 2010
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Vice Chair is responsible for replacing the Chair in his/her absence.

Responsibilities of the Vice-Chair:

- Is an Officer of the Board of Directors and the Society
- Is a Signing Officer
- Shadows the Chair
- Plans and leads the annual Board orientation and retreat
- Chairs the Nominations Committee and keeps a record of the Nominations Committee meetings
 - Reviews and monitors new board members
 - Ensures succession planning for the Board and esp. the Officers of the Board
 - Ensures emergency planning for the President of the NDHF and the Chair of the Board of Directors
 - Prepares a slate of candidates for election to the Board of Directors to be presented to the membership at the AGM
 - Leads the election process at the AGM

BW 14C: Treasurer's Role

Policy Type: Board Work Policy Name: Treasurer's Role	Policy Number: BW 14C Date of Acceptance of Policy: October 2nd, 2010
Date to Review Policy: Annually	Date Policy Reviewed: September 18, 2018 Date Policy Revised: September 18, 2018

The Treasurer is the Chair of the Finance, Investment, and Audit Committee of the Board and is responsible for overseeing the financial management of the Foundation, including its financial instruments, budgets, controls, and reports. The Treasurer also oversees the engagement of the external Auditor and ensures the Foundation is compliant with legal and regulatory requirements related to the Audit.

The Treasurer:

- Is an Officer of the Board of Directors and the Society
- Is a Signing Officer
- Ensures regular meetings of the Committee occur and that a record of those meetings is kept
- Presents the Audit Plan to the Board and communicates any concerns from the Board to the Auditor
- Presents the Draft Audited Financial Statements to the Board
- Presents the Final Audited Financial Statements at the Annual General Meeting and makes a motion for acceptance of the Financial Statements
- Makes a motion to appoint an Auditor, if required, for the upcoming fiscal year
- Ensures all regulatory and statutory payments are made as required

BW 14D: Secretary's Role

Policy Type: Board Work Policy Name: Secretary's Role	Policy Number: BW 14D Date of Acceptance of Policy: October 2nd, 2010
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Secretary is responsible for the preparation and custody of the minutes of the proceedings of the Society and of the Directors, and of such other books and records of the Society as the Directors may from time to time determine.

Responsibilities of the Secretary:

- Is an Officer of the Board of Directors and the Society
- Is a Signing Officer
- Ensures that accurate minutes are taken at all meetings (or delegating the function in his/her absence)
- Ensuring the minutes of Board meetings are distributed to Board Directors within two (2) weeks following each Board meeting
- Ensuring the Board of Directors 'minute book' is current and includes the agenda, minutes (signed) and attachments for each Board meeting
- Tracking bylaw changes and ensuring these are archived on the NDHF website
- Ensuring annual filing with the Registrar of Companies

BW 15: Board Committees

Policy Type: Board Work Policy Name: Board Committees	Policy Number: BW 15 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

The Board may establish committees from time to time to assist it in carrying out its responsibilities.

1. Standing Committees that are named in the Foundation's Bylaws are managed by the Board.
2. Committees of the Board shall be created by the Board.
3. Committees of the Board may speak and/or act for the Board only when the authority to do so has been specifically granted by the motion of the Board.
4. Committees of the Board exist to advise the Board in its deliberations. Mandates may include preparations of policy alternatives and implications, bylaw review, nominations and elections or any other part of the Board responsibilities.
5. The relationship between either the President or the staff of the Foundation and a committee of the Board will be determined by the Board.
6. Terms of reference of the committee shall be established when the committee is struck and will include the duration of the committee's existence, as well as costs and allocated staff.

BW 15A: Board Committees – Terms of Reference

Policy Type: Board Work Policy Name: Board Committees – TERMS OF REFERENCE	Policy Number: BW 15A Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

1. When the Board strikes a committee, it will determine the following:
 - Name of the Committee
 - Task(s) of the Committee
 - Duration of the Committee (both beginning and end)
 - Chair of the Committee
 - Committee membership
 - Requirements of the Committee for President/Staff time
 - Budget requirements
 - Reporting obligations
2. Further details such as membership responsibilities and timelines may be required in the first report.

BW 15B: Finance Investment & Audit Committee Terms of Reference

Policy Type: Board Work Policy Name: Finance Investment & Audit Committee Terms of Reference	Policy Number: BW 15B Date of Acceptance of Policy
Date to Review Policy: Annually	Date Policy Reviewed: September 18, 2018 Date Policy Revised: September 18, 2018

PURPOSE: The Finance, Investment & Audit Committee is a Committee of the Board. Its purpose is to provide oversight of financial management and performance of the Foundation, to review any areas of financial concern, and to report these to the Board. It conducts detailed scrutiny of major business cases and proposed investment decisions and makes appropriate recommendations to the Board.

FINANCE tasks of the Committee are:

- 1- To review budgets prepared by staff, and recommend approval of the annual budget to the Board
- 2- To ensure regular and accurate monitoring of funds and report to the Board on any financial irregularities and concerns.
- 3- To monitor financial performance, measurement, and reporting, and identify concerns to be reported to the Board.
- 4- To establish and review the long-term financial plan for Board approval

INVESTMENT tasks of the Committee are:

1. To oversee the Foundation`s short and long term investments, ensuring compliance with the established Investment policy by:
 - Ensuring the investment objectives, and policies are consistent and appropriate
 - Ensuring that robust processes are followed so that any irregularities or concerns may be brought to the Board`s attention in a timely fashion

AUDIT tasks of the Committee are:

- 1- To ensure an external auditor is appointed, if required, at the Annual General Meeting
- 2- To approve the terms of engagement of the external auditor
- 3- To meet with auditor to review and approve the audit plan
- 4- To report on the audit plan to the Board with particular reference to:
 - Any changes in accounting policies and practices
 - Major judgmental and risk areas

- 5- To communicate any concerns from the Board to the Auditor
- 6- To arrange for the auditor to present a draft audit report to the Committee focusing on:
 - Any changes in accounting policies and practices
 - Major judgmental and risk areas
 - Significant adjustments recommended from the audit
 - The avoidance of inaccurate or misleading information
- 7- To make recommendations of changes to the bylaws or Board policies regarding the external audit.

Committee Membership:

- The Chair of the Finance, Investment and Audit Committee is appointed by the Board
- The Chair and a minimum of two Directors shall be appointed to the Committee by the Board
-

Accountability: The Finance, Investment and Audit Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board

Requirements of the Committee for President/CEO and staff time: The President/CEO and CFO will be required to attend each committee meeting. Other staff may be required by the President/CEO to attend.

The Treasurer ensures that a complete record of minutes is maintained, and that members are notified of meetings. All minutes and committee materials will be distributed to the committee members and Chair of the Board.

Reporting obligations: The Treasurer will provide a committee report to the Board at each meeting.

BW 15C: Nomination Committee Terms of Reference

Policy Type: Board Work Policy Name: Nomination Committee Terms of Reference	Policy Number: BW 15C Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

Tasks of the Committee:

1. Enlist input from the board and President and be responsible for identifying and nominating for Board approval, candidates to fill Board vacancies when they arise
2. Complete a needs assessment related to Board composition:
 - a. Evaluate the balance of skills, knowledge and experience on the Board, and in light of this evaluation, develop a description of the roles and capabilities (Needs matrix) required prior to identifying and recommending individuals for nomination taking into account the challenges and opportunities facing the Board in the future.
 - b. Work with the Board on formulating succession plans for the Board and in particular for key roles of the Officers of the Board.
 - c. and oversee the nomination and election process according to the bylaws.
3. Interview perspective Board members for 'fit' with the NDHF board.
 - a. Provide highlights of the NDHF, policy-based governance model, roles and responsibilities of Board members including time commitments (discuss any planned absences that would result in missed meetings).
4. Make a motion at the next board meeting recommending prospective board member(s) for appointment to the NDHF Board. (Appointment is ratified at AGM – this may be for an initial one or two year term).
5. Oversee the nomination and election process according to the bylaws.
6. Lead the election process at the AGM.
7. Review, Monitor and ensure new Board members received proper orientation and follow-up
8. Recommend to the Board and implement annually, an appropriate evaluation process for the Board, Board Chair and committees.

Duration of the Committee: Ongoing – reviewed annually

Chair of the Committee: Vice Chair of the Board of Directors

Committee Membership:

- a) The Vice Chair of the Board chairs the committee
- b) The Vice Chair and a minimum of one Director shall be appointed to the Committee by the Board
- c) Board Chair and President are ex officio

Accountability: The Nominations Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board

Requirements of the Committee for President/staff time: time support from President's office, President is ex-officio

Budget requirements: Minimal

Reporting Obligations: Update at each board meeting or as required

BW 15D: Board Planning Committee Terms of Reference

Policy Type: Board Work Policy Name: Board Planning Committee Terms of Reference	Policy Number: BW 15D Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

Task(s) of the Committee:

1. Work with the President, Board Chair and Governance Champion to plan the outcomes and agenda of the Board Planning session.
2. The Board Planning session will be held annually either as a Board retreat or as a special board meeting.
3. This will be an opportunity for the Board to review/discuss/recommend changes to the Foundation Strategic Plan, review Ends Policies, address Board Learning/orientation, and identify any Board initiatives/focus for the upcoming year.
4. Involve Directors in preparing for and participating in the session
5. Report committee progress to each Board meeting
6. Ensure follow up report and evaluation are complete for the session
7. Make recommendations to the Board for upcoming sessions

Duration of the Committee: Fall to Spring

Chair of the Committee: A Board Director shall be appointed to the Committee by the Board

Committee membership:

- a) The Chair of the Committee and a minimum of two other Directors shall be appointed to the Committee by the Board
- b) Board Chair and President are ex-officio

Requirements of the Committee for President/Staff time:

- Attendance of the President (or her designate) at the planning meetings

- Preparation of materials for the session
- Booking of the meeting room, meals and accommodation (if necessary) for the Directors

Budget requirements:

- Costs for the meeting room, meals, AV requirements, printing of materials, accommodations (if necessary)
- Costs for Directors' attendance as per Board budget
- Facilitator costs

Reporting obligations:

- To the Board at each Board meeting prior to the session and one after or as required by the Board

BW 15E: Business Advisory Committee Terms of Reference

Policy Type: Board Work Policy Name: Business Advisory Committee Terms of Reference	Policy Number: BW 15E Date of Acceptance of Policy: August 21, 2014
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

Preamble

While the primary purpose of any business enterprise will be to offset the operating costs of the Foundation, secondary benefits such as increasing the Foundation profile in the community may be considered. The acquisition of a new business or substantial expansion of existing businesses will be infrequent but may have major implications on the financial and reputational worthiness of the Foundation. Accordingly, the Business Advisory Committee will evaluate the financial and reputational worthiness of any planned acquisition of a new business or the significant expansion of an existing business and make recommendations to the Board.

Tasks(s) of the Committee:

1. This committee will be formed on an ad-hoc basis upon the request of the Chair.
2. To review business opportunities including those being presented by the President.
3. To evaluate the financial and reputational worthiness of any planned acquisition of a new business or the significant expansion of an existing business.
4. Explore and research business opportunities which may include partnerships
5. To make recommendations to the Board.
6. Act as a sounding board

Duration of the Committee: Ongoing as needed

Chair of the Committee: A Board Director shall be appointed to the Committee by the Board

Committee membership:

- a) The Chair of the Committee and a minimum of one other Director shall be appointed to the Committee by the Board
- b) Board Chair and President are ex-officio

- c) Minimum of one community leader with specialized skill set drawn from the community that has expertise in business development – to be approved by the Board.

Requirements of the Committee for President/Staff time:

- Attendance of the President (or designate) at the planning meetings
- Preparation of materials for the session
- Booking of the meeting room and meals for committee members

Budget requirements:

- Costs for the meeting room, meals, AV requirements, printing of materials
- Costs for Directors' attendance as per Board Budget

Reporting obligations:

- To the Board at each Board meeting prior to the session and one after or as required by the Board
- Report to the Board on recommendations