

# **BOARD OF DIRECTORS POLICY**

## **1.0 GOVERNING DOCUMENTS**

SARA for Women Society is governed by the following:

- a. The Societies Act of British Columbia
- b. The SARA for Women Constitution
- c. The SARA for Women Bylaws
- d. The SARA for Women Mission, Vision and Values Statements

The following Policies and Procedures must not have clauses that contain a provision that is inconsistent with the above documents and if a provision of the Policy or Procedures is inconsistent with the above documents the provision has no effect.

## **2.0 DUTIES OF THE BOARD**

In providing leadership, the Board will work with the Executive Director in engaging external stakeholders in looking towards the future, reviewing the organization's mission, vision and values statements, identifying the outcomes the organization is seeking and the strategies it will use to achieve them.

- a) Oversee development and approval of a long-term strategic plan and approve annual budgets and operating plans.
- b) Define or safeguard the mission, vision and values statements within which it expects the Society to be administered, and to review those periodically.
- c) Ensure that each Board member submits an approved BC Criminal Record Check following election, re-election or appointment to the Board.
- d) Regularly review the Society's services to ensure that they are consistent with the purpose of the Society and that its programs are effective and relevant to the needs of the community.
- e) Hear complaints from stakeholders about services, products or other matters through a formal complaint procedure.
- f) Govern the Society through these policies, procedures and the Strategic Plan approved by the Board, formulated with input by the Executive Director and staff, and reviewed periodically.
- g) Select and support the Executive Director to whom the responsibility for administration of the Society is delegated.

- h) Ensure that the Society is securing sufficient resources to finance its programs adequately.
- i) Ensure prudent and proper management of the Society's resources.

### **3.0 BOARD DIRECTOR'S CODE OF CONDUCT**

Board Directors are expected to act in a way that encourages the development of a spirit of cooperative decision-making, shared objectives, and shared ownership of and respect for Board decisions. As such, Board Directors of SARA for Women Society will conduct themselves in accordance with the terms outlined on the Code of Conduct Form attached to this policy as Appendix 1. If the Code of Conduct is breached, Board members may be expelled by special resolution from the Society.

### **4.0 BOARD DIRECTOR'S CONFIDENTIALITY**

Board Directors agree to maintain the confidentiality of SARA for Women Society in accordance with the terms outlined in the Confidentiality Form attached to this policy as Appendix 2. If Confidentiality is breached, Board members may be expelled by special resolution from the Society.

### **5.0 BOARD DIRECTOR'S CONFLICT-OF-INTEREST**

Board Directors of the SARA for Women Society have an obligation to disclose and eliminate (if necessary) any potential or actual duality of interest or conflict of interest as detailed in the Societies Act of British Columbia, Division 4.56 and 4.57 in addition to the terms outlined in the Conflict-of-Interest Form attached to this policy as Appendix 3. If Conflict-of-Interest is breached, Board members may be expelled by special resolution from the Society.

### **6.0 ROLE OF OFFICERS OF THE BOARD**

#### **6.1 *Board Chair***

The Board Chair is generally responsible for the effective operations of the Board. Duties of the Chair include the following:

- a. Maintain regular communications with the Executive Director.
- b. Prepare Board and Membership meeting agendas, together with the Executive Director, providing for strategic forward-looking focus, while also monitoring performance on the operating plan.
- c. Act as the Board's liaison and representative in collaboration with the Executive Director when communications are required with external parties including the media. While the authority to speak on behalf of the Society rests with the Board Chair and/or the Executive Director. This authority may be delegated by either of them to others in the Society within their specific fields of competence or knowledge.

- d. Share with the Vice Chair an ex-officio role on all Board Committees.
- e. Ensure the boundaries between Board and staff responsibilities are clearly understood and respected.
- f. Ensure the Board represents and protects the interests of the Society.
- g. Act as an initial negotiator for interpersonal conflicts between Directors.
- h. Be available to individual Board members for questions, counsel, and discussions relating to the Society.
- i. Bring to the Board requests by individual Board members to engage external resources.

## **6.2 Board Vice Chair**

- a. Assume the duties of the Chair during her absence.
- b. Share with the Chair an ex-officio role on all Board Committees.

## **7.0 COMMITTEES**

Committees have an advisory function and bring recommendations to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the Executive Director to allocate resources in support of committee activities. The Board appoints committee members annually for one-year terms.

- a. Each Committee will conduct its business as per the bylaws and will draft its own terms of reference for approval by the Board.
- b. Committees are accountable to the Board and shall present reports and recommendations to the Board of their meetings and work on a regular basis.
- c. Committees may advise the Board or Executive Director, but do not exercise authority over staff and will ordinarily have no direct dealing with staff operations.
- d. Committees may include but are not limited to:
  - i. Finance, Audit and Contracts Committee
  - ii. Executive Committee
  - iii. Governance Committee
  - iv. Community Engagement Committee

## **8.0 EXECUTIVE DIRECTOR**

The Board contracts with the Executive Director for the management and administration of the Society. The Executive Director is responsible for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved. The working relationship between the Executive Director and the Board is described in the most recent contract which has been signed by both the Executive Director and the Board Chair.

The Executive Director shall be empowered to authorize expenditures of up to \$150,000 (one hundred and fifty thousand dollars) per project without prior approval by the Board of Directors. It is anticipated that the Executive Director will report significant expenditures to the Board at its next regular meeting following the expenditure authorization.

### ***8.1 Appointment and Termination of the Executive Director***

Recruitment, selection, and appointment of an Executive Director are, along with performance monitoring, among the most important responsibilities of the Board. Appointment of the Executive Director requires the approval of two-thirds majority of the Directors. Ideally, an Executive Director's appointment should be made with the confidence of the full Board.

In the event that the Executive Director's performance is deficient or there is loss of confidence in the incumbent, the Board as a whole is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of the Executive Director shall require two-thirds majority of the Board of Directors voting in favour of dismissal at an in-camera meeting duly called to consider such an action.

### ***8.2 Executive Director's Performance Evaluation***

The Executive Director is the sole official link between the Board of Directors and the organization that it governs. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives. An annual or more frequent performance evaluation will be initiated by the Executive Committee.

# **BOARD OF DIRECTORS PROCEDURES**

## **1.0 BOARD MANAGEMENT**

### ***1.1 Meetings of the Board***

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held every second month at an agreed-upon location. Except when dealing with confidential matters “in camera,” all meetings of the Board will be open to the membership and staff of the Society.

Robert’s Rules of Order will be followed at meetings, unless the Board has explicitly substituted an alternative procedure. Discussion at meetings will be confined to those issues that clearly fall within the Board’s authority according to its policies. Board deliberation at meetings will strive to be timely, fair, orderly, thorough, and efficient.

### ***1.2 Board Member Attendance***

Carrying out the work of the Board effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from three consecutive Board meetings are automatically considered to have resigned their position. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board. The Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate.

### ***1.3 Board Work Plan***

The Board will develop a plan for its own work in support of the Society’s goals as articulated in the approved strategic plan. The Board’s annual plan will include the following:

- a) Annual General Meeting
- b) Election of officers
- c) Board orientation and education
- d) Policy evaluation, review and revision
- e) Executive Director evaluation

### ***1.4 Board Decision Making***

Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all, or at least the largest possible majority of the Board, can support. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favourable vote of a majority of the Board members present is required for approval.

Directors have the right to discuss questions before the Board and make their decision in an uninhibited atmosphere. The Board of Director Policies, the Code of Conduct and procedural

guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues and the Executive Director, maintain confidentiality as required, and support Board decisions.

### ***1.5 Board In Camera Meetings***

The following items may be considered “in camera” upon an approved motion of the Board:

- a. Personal matters about an identifiable individual (e.g., client, employee, or contractor)
- b. Acquisitions or sale of land
- c. Labour relations or employee negotiations
- d. Litigation or potential litigation
- e. Receiving advice that is subject to solicitor-client privilege
- f. Matters of conflict between members of the Board
- g. Any other matters which the public discussion of would be prejudicial to the interests of the Society or its clients, may be handled in an in-camera meeting if approved by two-thirds majority vote by the Board of Directors.

### ***1.6 Board Member Expenses***

Board members are entitled to be reimbursed for expenses incurred during activities required to carry out their duties on behalf of the Society. The Board will implement the following with respect to expenses:

- a. In accordance with accepted community standards, the Board will decide the rate at which mileage expenses are reimbursed and review that rate annually.
- b. The types of expenses allowable by the Board shall be set by the Board and reviewed annually. The Executive Director will be responsible to recommend appropriate rates of reimbursement for Board member expenses.
- c. All Board member expenses must be documented on a Board Member Expense form and be authorized by the Executive Director or the Board Chair.

## **2.0 CONFLICT RESOLUTION**

Board members are commonly recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board.

The Board chair is responsible for managing such conflicts. A neutral Board member or third party should be selected if the Board chair is party to the conflict.

## **3.0 COMMUNITY REPRESENTATION AND MEDIA RELATIONS**

The function of public relations is to assist the Society in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. To that end, the Board and Executive Director are dually responsible for representing the Society positively to the community.

In general, the Chair will represent the Society on matters of Board policy and the Executive Director will represent the Society on operational issues. Either may represent the Society on issues related to advocacy on behalf of the mandate of the Society. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions, but care should be taken by individual Directors to distinguish these from positions of the Society.

#### **4.0 DIRECTOR RECRUITMENT**

1. Recruitment will comply with Part 4 of the Society's Bylaws.
2. Governance Committee compiles a Board Matrix of current directors.
3. Board determines need and priorities for Board Directors (vacancy, skills and expertise) using Board Matrix.
4. Advertise for Board Directors
  - a. Society membership
  - b. Social media
  - c. Professional Organizations – e.g.: CHRP. CPA. BC Legal Society. etc.
  - d. SARA Website
4. Governance Committee communicates with applicant(s)
5. Governance Committee arranges preliminary meeting with interested people.
  - a. Board Chair and Executive Director meet with applicants recommended by the Governance Committee.
  - b. Board ratifies slate of Directors for presentation to the membership at the AGM.
6. Governance Committee orients new Board members.



## Board Policy & Procedure - Appendix 1

### BOARD OF DIRECTORS & COMMITTEES - CODE OF CONDUCT

Board Directors are expected to encourage the development of a spirit of cooperative decision-making, shared objectives, shared ownership of and respect for Board decisions.

I, the undersigned, understand that if the Code of Conduct is breached, I may be asked to resign from the Board and agree therefore to conduct myself in a manner that:

- a. Supports the objectives of the Society (Mission, Vision, Values, Strategic Plan)
- b. Serves the overall best interest of the Society, rather than any particular constituent/constituency
- c. Brings credibility and good will to the Society
- d. Respects the principles of fair play and due process
- e. Demonstrates respect for individuals and diversity
- f. Respects and gives fair consideration to diverse and opposing viewpoints
- g. Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and other activities on behalf of the Society
- h. Demonstrates good faith, prudent judgment, honesty, transparency and openness in all activities on behalf of the Society
- i. Identifies real or perceived conflicts of interest
- j. Conforms with the Society's bylaws and Board approved policies
- k. Publicly demonstrates acceptance, respect, and support of decisions made by the Board

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Print Name

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Signature

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Date



## Board Policy & Procedure - Appendix 2

### BOARD OF DIRECTORS & COMMITTEES – CONFIDENTIALITY

Board members are required to hold in strictest confidence all matters dealt with by the Board.

I, the undersigned, understand that if Confidentiality is breached, I may be asked to resign from the Board and therefore agree to conduct myself in a manner that:

- a. Maintains the confidentiality of SARA for Women. This includes information pertaining to current and former clients and residents, staff, volunteers, and any activities concerning the Society and its programs other than that which is public information.
- b. Ensures the safety and trust of the women, children, volunteers, board members and staff of this Society.

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Print Name

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Signature

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Date



**Board Policy & Procedure - Appendix 3**

**BOARD OF DIRECTORS & COMMITTEES –  
CONFLICT OF INTEREST**

I, the undersigned, understand that if a Conflict of Interest occurs, I may be asked to resign from the Board and therefore agree to:

- a. Comply with the Societies Act of British Columbia, Division 4.56 and 4.57  
[https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018\\_01#division\\_d1e4256](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e4256)
- b. Disclose and eliminate (if necessary) any potential or actual duality of interest or conflict of interest.

Below, I have listed all community organizations, non-profit corporations, or charitable programs that I, or a member of my immediate family, have a relationship with, that have sought or may in the future seek to do business with the Society.

The term “relationship” means involvement with a person or organization, whether financial (contract or donation of more than \$1,000), employment (volunteer, part-time or full time position, consultant or independent contractor) or fiduciary (board member or officer). The term “immediate family” means spouse, parent, children, or other individual living in the same household.

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I hereby certify that I have read, understand, and agree to the legislation and policies described in this statement, with respect to conflict of interest, and that the information given in this statement is complete and accurate to the best of my knowledge.

Signature \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

**BOARD RECRUITMENT CHECKLIST**

**Board Recruitment Checklist**

Name	
Address	
City	
Province / Postal Code	
Phone	
Email	

	Yes	No
Applicant is a member of SARA for Women Society		
Applicant is eligible to become a Director under the Societies Act of British Columbia (Part 5-Management)		
Applicant is willing to sign the SARA Confidentiality Form, Code of Conduct Form and Conflict of Interest Form.		
Applicant has the skills, knowledge and experience needed on the SARA Board at this time		
Applicant has had positive relationships with SARA when and if a prior relationship existed.		
Applicant's resume has been provided		
Applicant has been advised of Board and Committee meeting expectations		

**BOARD RECRUITMENT CHECKLIST**

Skills, knowledge and expertise in the following areas	Very Experienced*	Some Experience*	Little or no Experience
CEO or Enterprise Leadership			
Communications			
Community Relations			
Diversity			
Fundraising			
Governance / Board Development			
Government / Public Sector Relations			
Financial / Accounting / Audit			
Human Resources			
Industry / Sector			
Labour Relations			
Legal / Regulatory			
Marketing			
Not-for-Profit			
Organizational Development			
Policy Development			
Project Management			
Public Policy Advocacy			
Risk Management			
Special Events			
Stakeholder Relations			
Strategic Planning			
Other:			

1. Outline applicant’s experience as a volunteer, board, or committee member.
  
2. Other volunteer commitments the applicant currently has.
  
3. Why is the applicant interested in serving as a Board Director?

**BOARD RECRUITMENT CHECKLIST**

- 4. Committees which the applicant has expressed an interest in.
  
- 5. Does the applicant have a relationship with an organization/s that may create a conflict of interest, or an appearance of a conflict of interest, by virtue of being elected/appointed to the Board.

This applicant is recommended by the Governance Committee to the Board of Directors for nomination or appointment to the Board.

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Chair of the Governance Committee

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Date

Application approved by the Board of Directors

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Chair of the Board of Directors

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Date