



## **BOARD OF DIRECTORS POLICY**

### **PREAMBLE**

The role and responsibilities of the Board of Directors of Doorsteps are based on the principle that the Board of Directors are stewards of the organization. The unique contributions of the Board in governing the organization include:

1. Approval and monitoring of vision, mission and strategic priorities.
2. Establishing and monitoring the organization's ethical values.
3. Evaluating the performance of the Executive Director (ED) in accomplishing the goals of Doorsteps within established Board Policy.
4. Monitoring and reviewing organizational policies.
5. Overseeing external communications and partnerships.
6. Assessing the Board's progress.

To ensure continuity and clarity in Board functioning, the Board of Directors articulates these responsibilities through a set of Board policies.

### **A. GOVERNING STYLE**

It is the intention of the Board to strive to be proactive; to encourage diversity of viewpoints and styles; to provide leadership; to be respectful in its activities; to strive for consensus in its decision-making; and to keep Doorsteps' mission as the main goal..

In this spirit, the Board will:

1. choose a selective focus based on long term planning;
2. reinforce the need to govern with excellence and to continually learn to develop as a Board;
3. monitor and discuss on a regular basis the Board's own process and performance.

### **B. BOARD ROLE DESCRIPTION**

The Board, in its leadership role as a trustee, is to set direction and respond to its members' and communities' needs through its policies and procedures. The Board holds itself accountable to our:

- members and clients,
- community,
- funders,
- government,
- other agency partners and professionals,
- Board and staff.

Consequently, the Board will provide:

1. the link between the organization, its members and the community at large – positively promoting Doorsteps in the community and in the media;
2. written governing policies which, at the broadest levels, address:
  - i. Vision, Mission, Values and Strategic Priorities: Focus on the outcomes or results of Doorsteps' efforts;
  - ii. Executive Director Limitations: Constraints on ED authority which establish the ethical, fiscal and legal limitations of ED activity;
  - iii. Board Governance Process: Specification of how the Board manages and evaluates its own task and functioning;
  - iv. Board-ED Relationship: How power is delegated and its proper use monitored;
3. the assurance and monitoring of ED performance as measured against the Mission and Board Policies;
4. the support to ensure that Doorsteps has sufficient resources to achieve its mission.

The Board of Directors is responsible for:

1. developing and approving the vision, mission, values and strategic priorities of the organization (in partnership with staff);
2. approving short and long term plans for the organization to enable it to carry out its goals in an effective manner;
3. reviewing and approving capital and operating budgets;
4. ensuring that the assets of Doorsteps and any funds are used with integrity;
5. representing Doorsteps, positively, to the community;

6. listening and responding to the community's issues.

### **C. BOARD MEMBER QUALIFICATIONS**

The Board attempts to seek individuals for presentation to the membership as a slate of potential Board Members who complement the skill set of the existing Board such that the candidates' skills add to the overall expertise of the full Board.

Availability and commitment to attend Board meetings plus additional committee meetings and functions are important considerations.

For more information on this section please see Doorsteps Bylaw 5 section 4

### **D. BOARD COMPOSITION**

For more information on this section please see Doorsteps Bylaw 5 section 4: 4.2

### **E. TERMINATION OF POSITION AS BOARD MEMBER**

For more information on this section please see Doorsteps Bylaw 5 section 4: 4.4

### **F. EXPECTATIONS OF BOARD MEMBERS**

Board Members need to work together as a team so that they can govern effectively. This means that the Board shares its collective legal and fiscal responsibilities. In the spirit of team work Members need to contribute and participate fully and be respectful of one another's contributions.

The following ground rules reinforce this spirit:

1. Cultivate a sense of humour.
2. Practice mutual respect.
3. Accept conflict/tension as healthy and handle both creatively.
4. Deal with problems promptly.
5. Encourage and affirm each member's unique potential.
6. Make use of individual skills. Delegate tasks appropriately.

7. Encourage ALL members to participate in discussions – listen to and value diverse opinions.
8. Emphasize that it is okay to make mistakes.
9. Keep an open mind.
10. Treat each person with courtesy.
11. Never monopolize, interrupt or intimidate during discussions.
12. Take a collegial approach to the tasks.

These are the expectations that Members have of each other so that they can fulfill their important governance role:

1. Attend orientation sessions.
2. Attend Doorsteps events.
3. Be committed to the vision and mission of Doorsteps.
4. Attend meetings and participate actively (cannot miss three consecutive or 50% of Board meetings per year. If unable to attend, call in regrets.)
5. Serve on committees and attend over 50% of scheduled meetings.
6. Be prepared – do your readings and bring materials to meetings.
7. Maintain confidentiality.
8. Declare any conflict of interest.
9. Ensure ethical behaviour.
10. Take advantage of opportunities to learn about Doorsteps and its environment.
11. Participate in Board development and education.
12. Respect and support Board decisions.

For more information on this section please see Doorsteps Bylaw 5 section 4.15

#### **G. EXECUTIVE OFFICER ROLES**

For more information on this section please see Doorsteps Bylaw 5 section 5

#### **H. COMMITTEE PRINCIPLES**

The Board may establish standing or ad hoc committees to help it carry out its responsibilities. To preserve Board authority, committees will be used only as required to support the Board's responsibilities.

1. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be stated through terms of reference;
2. Board committees are to assist the Board in doing its job by recommending, analysing, deciding and/or acting as directed by the Board;
3. Board committees cannot exercise authority over staff and operations and must work within Doorsteps' mission and policy framework;
4. Board committee terms of reference, staffing, reporting, timelines, etc. will be defined by the Board as the committee is established.

## **I. ROLE OF COMMITTEE CHAIRS**

1. Authority and Responsibility
  - i. The Committee Chair is responsible to the Board for the effective operation of the committee according to the committee's terms of reference.
2. Requirements
  - i. Experience and skill in working with a team and chairing meetings (unless there is support for a learning situation);
  - ii. Willingness and ability to attend Committee Meetings.
3. General Duties
  - i. Reviews the terms of reference and ensures they are achieved as outlined and authorized by the Board;
  - ii. Orients new members to the work of the committee and Board policies;
  - iii. Understands staff members' role and encourages staff to give input;
  - iv. Plans and evaluates the work of the other relevant information are recorded and filed;
  - v. Reports the committee's progress to the Board on a regular basis.
4. Feedback
  - i. The Board Chair and Board will provide feedback on the Committee Chair's performance to ensure the committee's functioning and follow through.

## **J. BOARD OF DIRECTORS' CODE OF CONDUCT**

1. The Board expects of itself and its members ethical, businesslike and lawful conduct. The commitment included proper use of authority and appropriate group and individual behaviour when acting as Board Members.
2. Board Members are expected to consider and represent the interests of Doorsteps, its membership and its community as a whole in preference to any other interests which that member may also have or represent;
3. Board Members must declare a conflict of interest with respect to their fiduciary (trustee) responsibility;
  - i. There must be no conduct of private business or personal services between any member and Doorsteps, except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information;
  - ii. Board Members must not use their position to obtain for themselves, family members or close associates, employment of any kind within the organization;
  - iii. Should a Board Member be contemplating applying for employment with Doorsteps they must first resign from the board.
  - iv. Where a Board Member has an interest in Doorsteps business involving potential monetary or non-monetary effect, either business or personal, member must declare that conflict and the Board shall consider the conflict and determine whether the Member may participate in discussion or voting on that issue.
4. Board Members may not attempt to exercise individual authority over Doorsteps except as explicitly set forth in Board policies or Bylaws.
  - i. Board Member’s interaction with the ED or with staff must recognize the lack of authority in any individual member or group of members, except as noted above – i.e. only the Board as a whole has authority;
  - ii. A Board Member’s interaction with the public, press or other media entities must support decisions taken by the Board as a whole
  - iii. Board Members will make no judgements on the ED or staff performance except as that performance is assessed against explicit Board policies.

#### **K. IN-CAMERA SESSION**

The purpose of an in-camera (or closed) session consisting of Board Members and the ED is to receive clarification around a sensitive issue so that it can be taken back to the general meeting. A motion from the floor must be tabled, and approved by a majority of those present at the Board meeting, in order to adjourn to an in-camera session. A motion

from the Board regarding who should attend the session (ED, staff, specific Board members may be excluded) must be approved by the Board (simple majority). See Bylaw 5 for clarification on voting see sections 3.10- 3.11, 4.9.

The following situations may or may not necessitate adjournment to an in-camera session:

1. Performance conflict or salary issues which pertain to specific individual member(s) or staff or the Board who may or may not attend the in-camera discussion.
2. Matters pertaining to purchase of property.
3. Matters pertaining to budget negotiations and negotiating strategy.
4. Matters pertaining to legal issues.
5. Conflict of interest issues.

In such instances, the Board would be required to report in the minutes that an in-camera session took place, and record any motions that were approved.

Discussions are not generally recorded.

#### **L. COMPENSATION**

No member of the board shall be compensated for their volunteer duties. Where possible, each member will be allowed the following:

- i. Taxi fare to get to and from board meetings
- ii. Funds to cover the cost of childcare. Funds will be paid directly to childcare provider upon receipt of an invoice.
- iii. Meal for board meeting to a maximum of \$10 per board member and additional \$10 per invited guests.
- iv. Where possible, each member will be allotted a maximum of \$300 to be used for professional development that matches their duties. Board members wishing to use these funds must first seek approval from the board. To do so they must provide a rationale to the board. The board must then move IN CAMERA without the member and make its decision.

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