

Saanich Peninsula Memorial Park Society (MPS) and Mary Winspear Centre Board of Director Policies

Purpose

MPS is incorporated pursuant to the BC Societies Act. This Act requires Directors of a Society to “manage or supervise the management of the activities and internal affairs of the Society”.

The Directors of MPS have decided to manage the Society as a policy board, not a “hands on” board with direct involvement in the day-to-day affairs of the Society. The purpose of this policy is to describe how the MPS Board will delegate responsibility for the ongoing management of MPS to the Executive Director and at the same time, fulfill its duties of stewardship and accountability required under the Societies Act.

Three pillars of effective governance for Policy Boards

- 1) Clear definition of Director roles and responsibilities.
- 2) Board policies.
- 3) Effective monitoring of organizational performance against established goals, and compliance with Board policy.

1 Director Roles and Responsibilities

1.1 Directors, Officers and employees are expected to:

- Act honestly and in good faith to enhance the best interest and advance the purposes of MPS.
- Exercise due care, diligence, and good judgment.
- Comply with applicable laws, regulations, by-laws and Board approved policies.
- Exercise a fiduciary duty of trust to MPS.
- Not accept personal gifts of any material significance.
- Avoid conflict of interest, or if a conflict or apparent conflict arises, disclose it immediately to the Chair of the MPS Board of Directors.
- Avoid making public or media statements on MPS matters unless specifically authorized by the Board. The Board Chair, the Vice Chair in the absence of the Chair, and the Executive Director are the only authorized spokespersons.
- Ensure compliance with the terms of the Trust.
- Ensure MPS retains its charitable status.

1.2 The Board will function as a policy board with responsibility to:

- Hire and evaluate the performance of the ED.
- Set broad strategic direction for the organization.
- Establish long and short-term goals, objectives and capital and operating budgets.
- Set policies to guide and direct the organization.
- Provide oversight to monitor and manage organizational performance and compliance to Board policy and bylaws.
- Provide advice to the Executive Director.
- Refrain from involvement in day-to-day affairs.
- Oversee the prudent investment of reserve funds in readily available cash securities which generate an attractive return with acceptable risk.

1.3 Relationship between Directors and the Executive Director (ED)

- The ED is the Board's only employee.
- The ED receives direction from the Board as a whole communicated through board minutes or directly from the board chair.
- Board direction will take the form of approved plans, policies and Board resolutions.
- Only decisions of the Board acting as a body are binding on the ED.
- A portion of every Board meeting will be set aside for in-camera discussion by Directors without the ED or staff. Any resolutions taken at this time will be recorded by the Board Secretary and relayed to the ED by the Board Chair.
- Directors may have casual conversation with the ED or staff, but will avoid discussing matters or soliciting information that ought to be communicated from the ED to the entire Board.
- The ED may provide information directly to the Board Secretary, and the Treasurer necessary for the performance of their responsibilities.
- The Board Chair, Vice Chair, Treasurer and Secretary, and other Directors may, upon request by the ED, provide advice but not direction to the ED.
- The ED's performance will be evaluated against achievement of Board approved plans, budgets, objectives, conformance with Board policies and expectations detailed in the ED's position description.

1.4 Transparency

- MPS will conduct its affairs openly and with maximum practical public transparency.
- MPS members are invited to attend Directors meetings as non-voting guests.
- MPS minutes and agendas are posted on the Mary Winspear Centre website.
- Members elect directors at MPS's AGM.
- The public is invited to attend MPS's AGM as non-voting guests.
- All significant documents such as MPS Trust Indenture, MPS Constitution and By-laws, and Audited Annual Reports will be posted on the MPS website.

2 Board Policies

2.1 Risk Management

- The ED will ensure MPS provides a safe environment and facilities for staff, customers, and the general public.
- Any notice of violation of government safety requirements, regulations, accidents, losses, potential legal action, or insurance claims shall be reported to the Board chair without delay.
- The ED will arrange for prudent and responsible insurance coverage.
- Any personal information obtained by MPS in the course of its business will be properly protected in compliance with applicable privacy legislation

2.2 Planning

The ED will:

- Support the Board in the preparation of its Strategic Plan.
- Prepare an annual plan for the approval of the Board detailing the specific actions that will be taken to achieve the multi year Strategic Plan.
- Provide a year-end report detailing the achievement of goals.
- Support the Mary Winspear Foundation Board in the preparation of its fundraising plan.

2.3 Finance

The ED will:

- Ensure MPS complies with the highest standard of financial practice.
- Prepare annual operating and capital budgets for Board approval.
- Oversee the preparation of monthly financial statements showing current month and year to date compared to budget and past year actuals.
- Support Board appointed auditors in the preparation of an annual audit.
- Advise the Board without delay of any development that threatens MPS's financial viability.

2.4 Contracting Authority

The ED is authorized to enter into:

- Revenue and expenditure contracts in support of MPS purposes to a maximum of \$25,000.00. Any contract in excess of this amount requires Board approval.
- Contracts with a term of less than 5 years.

2.5 Human Resources

The ED will inspire and lead staff and volunteers to achieve the vision and goals of MPS including:

- Preparing an organization chart for Board approval.
- Defining the duties of employees.
- Hiring employees into positions identified in the Board approved organization chart with general terms of employment approved by the Board.
- Managing and directing employee activities.
- Setting employee remuneration at levels competitive with comparable not for profit Societies.
- Appraising employee performance.
- Ensuring a positive, supportive, and respectful work environment, free of all forms of harassment.
- Encouraging employees to report unethical or illegal actions to the ED or the Board with assurance of safe, reprisal free, reporting.

2.6 Community and Customer Relations

The ED will:

- Act as MPS's principal spokesperson.
- Maintain a customer and community focus for positive and effective relations with the Community, municipal Councils, residents, and tenants.
- Establish and maintain a respected MPS "brand"
- Maintain positive media relations
- Ensure MPS has a strong web and social media presence.

2.7 Board Support

The ED will support the Board by:

- Providing accurate, relevant, and complete information.
- Providing strong advice.
- Supporting Board activities including Board committees and the AGM.

2.8 Art Acquisition

- Art may be acquired by MPS if it is donated without restriction with respect to its disposition. Charitable receipts will comply with applicable laws.
- Art donated with restrictions on its use or disposition will only be accepted if it is of high quality and suitable for display in available space in the Centre. Charitable receipts will comply with applicable law.
- Art acquired by MPS with restrictions will be shown on the MPS accounts as having a value of \$1, because of the difficulty in determining a market value of an asset that cannot be sold.
- Unrestricted acquisitions will be recorded at fair value consistent with CRA guidelines

2.9 Environment

- MPS activities and facilities will be managed in a responsible and sustainable way

3 Performance Monitoring

The Board will monitor the performance of the Executive Director and the Society in the following ways:

3.1 Financial

- Monthly review of operating and capital performance against budget.
- Engage and receive an annual report from an independent qualified auditor.
- Present financial results to MPS members and guests at the AGM.
- Present a financial update to the Joint Municipal Finance Committee.
- Annual review of bad debts.
- Specific Board approval to purchase or dispose of investments.

3.2 Risk Management

- Annual review of insurance coverage
- Reviewing all accident reports, claims, and legal action against the society.

3.3 Community and Customer Relations

- Directors will report to the Board relevant feedback they may receive from customers and community members.
- Media monitoring.
- Annual report of customer satisfaction surveys.
- Independent sources such as Trip Advisor.
- Reviewing regular monthly ED reports on new and lost clients
- Reviewing report on customer comments.

3.4 Human Resources

- Regular review of financial performance compared to budget.
- Board approval of MPS organizational structure and the form of contract for new hires.