



Mary Winspear Centre

## Board of Directors' Policy

### Purpose

Saanich Peninsula Memorial Park Society 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 Saanich Peninsula Memorial Park Society have agreed to manage the Society as a governance board, without direct involvement in the day-to-day affairs of the Society. The purpose of this Policy is to describe how the Saanich Peninsula Memorial Park Society Board will delegate responsibility for the ongoing management of Saanich Peninsula Memorial Park Society to the Executive Director and at the same time, fulfill stewardship and accountability duties required under the Societies Act.

### Three pillars of effective governance for Governance Boards

- 1) Clear definition of Director roles and responsibilities
- 2) Effective policies
- 3) Effective and consistent monitoring of organizational performance against established goals

# Roles and Responsibilities

## 1.1 Board Members and Executive Director are expected to:

- 1) Act honestly and in good faith, exercise due care, diligence and good judgment to enhance the best interest and advance the purposes of Saanich Peninsula Memorial Park Society
- 2) Comply with applicable laws, regulations, by-laws and Board approved policies
- 3) Not accept personal gifts of any material significance
- 4) Avoid conflict of interest, or if a conflict or apparent conflict arises, disclose it immediately to the Chair of the Saanich Peninsula Memorial Park Society Board of Directors
- 5) Avoid making public or media statements on Saanich Peninsula Memorial Park Society 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
- 6) Ensure compliance with the terms of the Trust
- 7) Ensure Saanich Peninsula Memorial Park Society retains its charitable status
- 8) At least annually, consider and potentially approve candidates for life membership to the Saanich Peninsula Memorial Park Society. This honour may be granted to volunteers who have given generously, either financially, or have provided a minimum of 5 years' service, to Saanich Peninsula Memorial Park Society or to the Mary Winspear Foundation

## 1.2 The Board's responsibilities include:

- 1) Hire and carry out a yearly performance appraisal of the ED
- 2) Collaborate with ED to set broad strategic direction for the organization
- 3) Provide input and approve operating and capital budgets
- 4) Set policies to guide and direct the organization
- 5) Provide oversight to monitor and manage organizational performance and compliance to Board policy and bylaws
- 6) Provide advice to the Executive Director, through the Chair

- 7) Refrain from involvement in day-to-day affairs
- 8) Oversee the investments as per the terms of the Investment Policy.

### 1.3 The relationship between Directors and the Executive Director (ED):

- 1) The ED is the Board's only employee
- 2) The ED receives direction from the Board as a whole communicated through board minutes or directly from the board chair
- 3) Board direction will take the form of approved plans, policies and Board resolutions
- 4) Only decisions of the Board acting as a body are binding on the ED
- 5) As necessary, a portion of Board meetings 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
- 6) 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
- 7) The ED will provide information directly to the Chair, the Board Secretary, and the Treasurer as necessary for the performance of their responsibilities
- 8) The Board members may, upon request by the ED, provide advice, but not direction to the ED
- 9) 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 Annual Review of Executive Director

- 1) The Saanich Peninsula Memorial Park Society Board will conduct an annual review of the Executive Director's performance within the first quarter of each calendar year. A written record of the Review will be given to the ED and another will be kept by the Chair.

- 2) With input from the Board, the Executive Committee shall carry out the performance assessment of the Executive Director
- 3) Members of the Executive Committee constitute the Evaluation Review Committee for the Executive Director
- 4) The Evaluation Review Committee determines, in conjunction with the Executive Director, the goals and objectives for the coming fiscal year. These goals and objectives will be presented to the Board for input and ratification and once approved, act as benchmarks for the Executive Director's performance appraisal.
- 5) In broad terms, the performance assessment should include the Executive Director's achievements and a status review of the goals and objectives previously approved by the Board.

## 1.5 Transparency

- 1) Saanich Peninsula Memorial Park Society will conduct its affairs openly and with maximum transparency
- 2) Saanich Peninsula Memorial Park Society members are invited to attend Board meetings as non-voting guests
- 3) Board members are elected at the AGM and the Board can appoint members to board positions at its discretion
- 4) The public is invited to Saanich Peninsula Memorial Park Society's AGM as non-voting guests
- 5) All significant documents such as Saanich Peninsula Memorial Park Society Trust Indenture, Saanich Peninsula Memorial Park Society Constitution and By-laws, and approved Financial Statements will be posted on the Mary Winspear Centre website

## 1.6 Risk Management

- 1) The ED will ensure Saanich Peninsula Memorial Park Society provides a safe environment and facilities for staff, customers, and the general public
- 2) 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

- 3) The ED will ensure comprehensive insurance coverage is in place
- 4) Any personal information obtained by Saanich Peninsula Memorial Park Society in the course of its business will be properly protected in compliance with applicable privacy legislation
- 5) Auditors to present post-audit report to Board

## 1.7 Planning

The ED will:

- 1) Support the Board in the preparation of its Strategic Plan
- 2) 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
- 3) Provide a year-end report detailing the achievement of goals
- 4) Support the Mary Winspear Foundation Board in preparing and carrying out its fundraising plan

## 1.8 Finance

The ED will:

- 1) Ensure Saanich Peninsula Memorial Park Society complies with the highest standard of financial practice
- 2) Prepare annual operating and capital budgets for Board approval
- 3) Oversee the preparation of monthly financial statements showing current month and year to date compared to budget and past year actuals
- 4) Support Board appointed auditors in the preparation of an annual audit and presentation to the Board
- 5) Advise the Board without delay of any development that threatens Saanich Peninsula Memorial Park Society's financial viability

## 1.9 Community and Customer Relations

The Board and ED will:

- 1) Maintain a customer and community focus as ambassadors for positive and effective relations with all stakeholders