



**SHARE**

**GOVERNANCE**

**POLICIES**

**JULY 2017**

# TABLE OF CONTENTS

---

---

## SHARE GOVERNANCE POLICIES

---

---

<b>POLICY TYPE: ENDS POLICY</b> .....	<b>5</b>
POLICY TITLE: GLOBAL & SECOND LEVEL ENDS .....	5
<b>POLICY TYPE: BOARD- MANAGEMENT DELEGATION</b> .....	<b>6</b>
POLICY TITLE: GLOBAL BOARD-MANAGEMENT DELEGATION BMD #1 .6	
POLICY TITLE: UNITY OF CONTROL BMD #2a .....	7
POLICY TITLE: ACCOUNTABILITY OF THE CEO BMD #2b.....	8
POLICY TITLE: DELEGATION TO THE CEO BMD #2c.....	9
POLICY TITLE: MONITORING EXECUTIVE PERFORMANCE BMD #2d....	10
<b>POLICY TYPE: EXECUTIVE LIMITATIONS</b> .....	<b>12</b>
POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT EL #1 .....	12
POLICY TITLE: TREATMENT OF CLIENTS EL #2a .....	13
POLICY TITLE: TREATMENT OF STAFF EL #2b.....	14
POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES EL #2c.....	15
POLICY TITLE: FINANCIAL PLANNING AND BUDGETING EL #2d.....	17
POLICY TITLE: ASSET PROTECTION EL #2e.....	18
POLICY TITLE: COMPENSATION AND BENEFITS EL #2f .....	20
POLICY TITLE: COMMUNICATION & SUPPORT TO BOARD EL #2g.....	21
POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION EL #2h (i) .....	23

# TABLE OF CONTENTS - CONT'D

---

---

## SHARE GOVERNANCE POLICIES

---

---

POLICY TITLE: EXECUTIVE SUCCESSION EL #2h (ii) .....	25
POLICY TITLE: NEW SOCIAL ENTERPRISES EL #2i.....	25
POLICY TITLE: STRATEGIC ALIGNMENTS & PARTNERSHIPS EL #2j.....	26
POLICY TITLE: EXECUTIVE CONFLICT OF INTEREST EL #2k.....	26
<b>POLICY TYPE: GOVERNANCE PROCESS .....</b>	<b>28</b>
POLICY TITLE: GLOBAL GOVERNANCE PROCESS GP #1 .....	28
POLICY TITLE: GOVERNING STYLE GP #2a .....	29
POLICY TITLE: BOARD JOB DESCRIPTION #2b .....	30
POLICY TITLE: CODE OF CONDUCT #2c .....	32
POLICY TITLE: CHAIR'S ROLE #2d .....	36
POLICY TITLE: BOARD MEMBER RECRUITMENT & QUALIFICATIONS #2e...	37
POLICY TITLE: EXITING THE BOARD #2f .....	39
POLICY TITLE: BOARD SECRETARY'S ROLE #2g .....	40
POLICY TITLE: BOARD COMMITTEE PRINCIPLES #2h .....	41
POLICY TITLE: BOARD COMMITTEE STRUCTURE #2i.....	43
POLICY TITLE: ANNUAL PLANNING #2j.....	44
POLICY TITLE: GOVERNANCE INVESTMENT #2k.....	46
<b>APPENDIX.....</b>	<b>47</b>



## **Introduction to SHARE Board Governance Policies**

These Policies have been created, reviewed and adopted by the Board.

### **Governance Process and Board-Management Delegation**

- These two (2) Policy types (Governance Process and Board-Management Delegation) guide and direct the Board's process and performance.
- The Board will monitor and regularly discuss its own performance.

### **Ends and Executive Limitations**

- These two (2) Policy types (Ends and Executive Limitations) are the Board's instruction to the CEO.
- The Board will monitor and evaluate the CEO's performance annually.
- The assessment of the CEO's performance is partially derived from the organizational performance.

### **Policy Design**

- The first Policy in each of the four types (Ends #1, GP#1, EL#1, BMD#1) is structured as a broad statement, value or perspective.
- The following Policies in each type further explain and interpret its instruction.
- This Policy design is such that the first Policy broadly addresses identified possible topics or issues, even though it may not be addressed in the following Policies.

### **Use of these Policies**

- Good governance provides that Board members be very familiar with Board Policies.
- Board members must know and reference these Policies when working executing its responsibilities.
- The Board may reference more than one of the relevant Policies.



POLICY TYPE: ENDS POLICY

Ends #1

POLICY TITLE: GLOBAL & SECOND LEVEL ENDS

Date Adopted by Board: May 2011 *(Reviewed July 2017)*

---

**Level One: Uprooting Poverty (Mission Statement)**

Individuals and families will be able to meet their basic needs.

**Level Two: (Vision Statement)**

SHARE Family & Community Services exists so that vulnerable individuals and families (“Individuals and families”) in Coquitlam, Port Coquitlam, Port Moody, Anmore and Belcarra have the opportunity to pursue the life they choose.

**Level Two: Social Well-Being**

Individuals and families are able to build supportive relationships, deal effectively with challenges and develop their own potential.

**Level Two: Inclusive Communities**

Individuals and families will feel welcome and have the opportunity to be involved in shaping the community.



POLICY TYPE: BOARD- MANAGEMENT DELEGATION

BMD#1

POLICY TITLE: GLOBAL BOARD-MANAGEMENT DELEGATION

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

The Board's sole official connection to the operational organization, its achievements, and conduct will be through a chief executive officer, titled the CEO.



POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD#2a

POLICY TITLE: UNITY OF CONTROL

Date Adopted by Board: March 2010 (*Reviewed May 2014*)

---

Only officially passed motions by the Board relative to Policies are binding on the CEO.

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO. The CEO reports directly to the Board. The Chair is authorized to provide direction, instructions and authorize the CEO as specific policies require.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the CEO may refuse such requests that, in the CEO's opinion, require a material amount of staff time or funds, or are disruptive.



POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD#2b

POLICY TITLE: ACCOUNTABILITY OF THE CEO

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

The CEO is the Board's only link to the organization's operational functionality, achievements and conduct. All authority and accountability of staff is the responsibility of the CEO.

1. The Board, including its Chair will not give instructions or direction to persons who report directly or indirectly to the CEO.
2. The Board will not evaluate, either formally or informally, any management or staff other than the CEO.
3. The organizational accomplishment of Board-stated Ends, and avoidance of Board-prescribed Means will be viewed as an indication of successful CEO performance.
4. Board members may be invited by the CEO to work on operational/CEO committees, and in doing so Board members act as volunteers working under the authority of the CEO.



POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD#2c

POLICY TITLE: DELEGATION TO THE CEO

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

The Board will instruct the CEO through written policies that:

- a. Prescribe the organizational Ends to be achieved, and
  - b. Prescribe organizational situations and actions to be avoided (Executive Limitations) allowing the CEO to use reasonable and prudent interpretation of these policies.
1. **Ends Policies:** The Board will develop Policies instructing the CEO to achieve certain results, for certain customers, at a certain worth or cost. These Policies, called Ends, will be developed systematically from the broadest, most general level to more defined levels. All issues that are not Ends issues, as defined here, are Means issues.
  2. **Executive Limitations Policies:** The Board will develop Policies that limit the latitude the CEO may exercise in choosing the organizational Means. These limiting policies will describe identified practices, activities, decisions and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations Policies. The Board will not prescribe organizational Means delegated to the CEO. Therefore all Means are considered pre-approved by the Board unless explicitly prohibited in the Executive Limitations Policies.
  3. As long as the CEO uses a reasonable and prudent interpretation of the Board's Ends and Executive Limitations Policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if proclaimed by the Board.

The Board may change or amend its Ends and Executive Limitations Policies, thereby shifting the boundary between Board and CEO domains. By so doing, the Board changes the latitude of choice given to the CEO. But so long as any particular delegation (Policy) is in place, the Board and its members will respect and support the CEO's choices.



POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD #2d

POLICY TITLE: MONITORING EXECUTIVE PERFORMANCE

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

Systematic and rigorous monitoring of the CEO Job performance will be predominantly against the only expected CEO Job products: organizational accomplishment of Board Policies on Ends and organizational operation within the boundaries established in Board Policies on Executive Limitations.

1. Monitoring is to determine the degree to which Board Policies are being met. Information that does not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring information by one or more of three methods by:
  - A. **INTERNAL REPORT:** in which the CEO discloses interpretations and compliance information to the Board,
  - B. **EXTERNAL REPORT:** in which an external, disinterested third party selected by the Board, assesses compliance with the CEO's interpretation of Board Policies,
  - C. **DIRECT BOARD INSPECTION:** in which a designated Board member or members of the Board assess compliance with the CEO's interpretation of the appropriate policy criteria.
3. The Board will make any final determination as to the reasonableness and prudence of the CEO's interpretation, and whether data and other evidence demonstrates accomplishment of the interpretation.
4. The standard for compliance shall be reasonable, and prudent interpretation made by the CEO of the Board Policy being monitored. The Board will at all times evaluate with a "reasonable person" test rather than with interpretations favoured by individual Board members or by the Board as a whole. The CEO must be able to prove to a majority of the Board that his/her interpretation is reasonable and prudent.

5. All Policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor organizational compliance with any Policy at any time by any of the above 3 methods, but will ordinarily depend on a routine schedule as follows:

<u>Policy</u>	<u>Frequency</u> (Times per year)	<u>Method</u> (See legend below)
---------------	--------------------------------------	-------------------------------------

<u>Policy</u>	<u>Frequency</u> (Times Per Year)	<u>Method</u> See Legend Below)
---------------	--------------------------------------	------------------------------------

---

<b>ENDS</b>	1X/yr	IR
EL #1 Global Executive Constraint	1X	IR
EL #2a Treatment of Clients	1X	IR
EL #2b Treatment of Staff	1X	IR
EL #2c Compensation and Benefits	1X	IR
EL #2d Financial Condition and Activities	4X	IR
	1X	ER
	2X	BDI
EL #2e Financial Planning and Budgeting	1X or as needed	IR
EL #2f Asset Protection	1X	IR
EL #2g Communication and Support to the Board	1X	IR
	1X	BDI
EL #2h Emergency Executive Succession	1X or as needed	IR

**Methods:** IR = Internal CEO Report  
ER = External Report  
BDI = Board Direct Inspection



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #1

POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT

Date Approved by Board: March 2010 *(Reviewed July 2017)*

---

The CEO shall not cause or allow any organizational practice, activity, decision or circumstance, which is either:

- Unlawful,
- Imprudent, or
- In violation of commonly accepted business and professional ethics.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2a

POLICY TITLE: TREATMENT OF CLIENTS

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

With respect to interactions with clients or those applying to be clients, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, disrespectful, unnecessarily intrusive or which breach confidentiality.

Specifically, the CEO shall not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
3. Operate facilities without appropriate accessibility and privacy.
4. Allow clients to be unaware of what may be expected and what may not be expected from the service offered.
5. Allow clients to be unaware of this Policy or operate without a complaints process for persons who believe that they have not been accorded a reasonable interpretation of their rights under this Policy.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2b

POLICY TITLE: TREATMENT OF STAFF

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

With respect to treatment of paid and volunteer staff, the CEO shall not cause or allow conditions, which are unfair, unethical, undignified, disorganized or unclear.

The CEO shall not:

1. Operate without written personnel policy procedures that:
  - a. Clarify rules for staff,
  - b. Provide for effective handling of grievances;
  - c. Protect against wrongful conditions (such as nepotism and grossly preferential treatment for personal reasons.)
2. Retaliate against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Directors (per the grievance procedure in the personnel manual) acts or omissions by SHARE personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of provincial or federal law or a governing Policy of the Board. (Note: This is our “Whistleblower” Policy)
3. Allow staff to be unprepared to deal with emergency situations.
4. Allow staff to be unfamiliar with the CEO’s interpretations of their protections under this Policy.
5. Terminate the employment of excluded staff without prior consultation with SHARE’s legal.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2c

POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

Date Adopted by Board: March 2010

Last Date Revised: April 2016 (*Reviewed July 2017*)

---

With respect to the actual, ongoing financial condition and activities, the CEO may not cause or allow the development of:

- a. Fiscal jeopardy or
- b. A material deviation of actual expenditures from Board priorities established in Ends Policies.

The CEO shall not:

1. Incur debt or lease commitments in an amount greater than \$60,001 without prior board approval.
2. Expend more funds than have been received in the fiscal year to date unless the resulting deficit can be repaid by certain and otherwise unencumbered revenues within 60 days.
3. Expend without Board approval any cash reserves that have been designated by the Board as restricted.
4. Allow payroll, debts and regulatory (stator) remittances and filings to be overdue, or inaccurately or late filed.
5. Make a single unbudgeted purchase or commitment of greater than \$30,000. Single unbudgeted purchases or commitments from \$30,001 to \$60,000 can be approved by the CEO in consultation with the Board Chair or the Board Chair's designate. Splitting orders to avoid this limit is not acceptable.
6. Acquire, encumber, or dispose of real estate or enter into a lease or license to occupy real estate for a committed time period of more than six months.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2d

POLICY TITLE: FINANCIAL PLANNING AND BUDGETING

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

The CEO shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to:

- a. Deviate materially from Board priorities;
- b. Risk financial jeopardy or
- c. Fail to be derived from a multi-year plan

The CEO will not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in the Executive Limitations Policy entitled Financial Condition & Activities.
2. Omit:
  - a. Credible projection of revenues and expenses.
  - b. Separation of Capital and Operational items.
  - c. Cash flow analysis, and;
  - d. Disclosure of planning assumptions.
3. Provide less than 0.5% of total annual budget for Board prerogatives during the year than is set forth in the Governance Investment policy (the Board will continue to discuss this to determine (a) reasonable amount and (b) what this should consist of.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2e

POLICY TITLE: ASSET PROTECTION

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

The CEO shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily at risk.

The CEO shall not:

1. Allow the organization, Board members, staff and volunteers to be uninsured against theft, fire and casualty losses to a prudent replacement value and against liability losses.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its Board, or staff to claims of liability.
4. Receive, process or disburse funds and assets under controls that are insufficient to meet the Canadian Generally Accepted Accounting Principles (GAAP) and reasonable systems of internal control.
5. Allow intellectual property, information or files to be exposed to loss, improper access or significant damage, or operate without maintaining records in accordance with a Records Retention Schedule approved by the CEO.
6. Invest or hold operating capital in insecure instruments, including uninsured cheque accounts and bonds of less than R-3 rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
7. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
8. Change the organization's name or substantially alter its identity in the community.
9. Compromise the independence of the audit or other external monitoring.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2f

POLICY TITLE: COMPENSATION AND BENEFITS

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO may not cause or allow jeopardy to SHARE's fiscal integrity or public image.

The CEO Shall not:

1. Change the CEO's own compensation and benefits.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
3. Create obligations over a longer term than revenue can be reasonably projected.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2g

POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

Date Adopted by Board: March 2010 *(Reviewed July 2017)*

---

The CEO may not permit the Board to be uninformed or unsupported in its work.

The CEO shall not:

1. Neglect to submit monitoring data required by the Board according to its Policy "Monitoring CEO Performance" in a timely, accurate and understandable fashion, directly addressing provisions of the Board Policies being monitored, and including the CEO's interpretations consistent with the "Delegation to the CEO" Policy, as well as relevant data.
2. Permit the Board be unaware of any significant incidental information it requires including anticipated adverse media coverage, threatened or pending lawsuits and material external and internal changes.
3. Let the Board to be unaware that in the CEO's opinion, the Board is not in compliance with its own Policies on Governance Process or Board-Management Delegation, particularly in the case of Board behaviour, which is detrimental to the work relationship between the Board and CEO.
4. Allow the Board to be without decision information required periodically by the Board or let Board be unaware of relevant trends.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Allow the Board to be without internal support for official Board, officer or committee communications.
7. Deal with the Board in a way that favours or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

8. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations Policy of the Board regardless of the Board's monitoring schedule.
9. Fail to submit to the Board a Consent Agenda containing items delegated to the CEO yet required by law or contract to be Board approved, along with applicable monitoring information.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2h (i)

POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION

Date Adopted by Board: March 2010 (***Revised May 2014***)

---

This Policy is specific to an emergent nature and is intended to be of a short-term to mid-term in length.

In order to protect the Organization from the sudden loss of its CEO, the CEO shall at all material times not permit there to be fewer than two (2) other senior executives sufficiently familiar with Organization, Board and CEO mandate, responsibilities and procedures to enable that person to take over with reasonable proficiency as an interim CEO.

If at any time it is evident that the Organization is not in compliance with this Policy, the Board shall be made aware of this fact immediately.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2h (ii)

POLICY TITLE: EXECUTIVE SUCCESSION

Date Adopted by Board: **tbd**

---

This Policy is specific to a change in the executive position of CEO of the Organization. This change may occur in a number of circumstances including; the resignation of the current CEO, dismissal of the CEO for cause or otherwise by the Board and the death or permanent incapacity of the current CEO.

**This policy to be developed and approved by 2014-2015 Board.**



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2i

POLICY TITLE: NEW SOCIAL ENTERPRISES

Date Adopted by Board: March 2010 (***Revised May 2014***)

---

The CEO may not contract or invest human or financial capital or assets of the Organization in new social enterprises that will or may cause or allow jeopardy to the fiscal integrity or public image of SHARE.

Accordingly, the CEO shall not allow new endeavors:

1. That are inconsistent with the Board's Ends Policies,
2. That will or may have a negative impact on the image of SHARE,
3. That are inconsistent with the values of social responsibility,
4. That are initiated without a business plan that reviews financial risk, fiscal projections, sources of capital and an analysis of the potential impacts both positive and negative in respect of SHARE's public image, integrity and fit into the accepted Strategic Plan of the Organization, AND
5. About which the Board is uninformed in a timely manner, in advance.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2j

POLICY TITLE: STRATEGIC ALIGNMENTS AND PARTNERSHIPS

Date Adopted by Board: March 2010 (***Revised May 2014***)

---

With respect to partnerships or strategic agreements with other agencies, businesses, organizations, entities, ventures of any kind, the CEO may not contract, enter into any such relationship(s) or commit SHARE's resources of any kind that will or may cause or allow jeopardy to the public image of SHARE or to the ability of SHARE to accomplish its mission.

Accordingly, the CEO may not contract, engage in partnerships or commit SHARE's resources of any kind without ensuring that the:

1. The other entity's values are complementary to those of SHARE,
2. The other entity is aware of SHARE's values and is documented in any agreement (contract), AND
3. The relationship is managed with honesty, ethics and integrity.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2k

POLICY TITLE: EXECUTIVE CONFLICT OF INTEREST

Date Adopted by Board: March 2010 (*Revised May 2014*) **tbd**

---

**TO BE DEVELOPED AND APPROVED BY 2014-2015 BOARD.**



POLICY TYPE: GOVERNANCE PROCESS

GP #1

POLICY TITLE: GLOBAL GOVERNANCE PROCESS

Date Adopted by Board: March 2010 (***Revised May 2014***)

---

The purpose of the Board is to:

1. Represent the interests of the moral ownership, defined as the people living in Coquitlam, Port Coquitlam, Port Moody, Anmore and Belcarra.
2. Determine the benefits that the organization will provide, keeping a long term, strategic perspective, (the Ends Policies) AND
3. Monitor the operations to ensure that the Executive Limitations Policies are being complied with and that the Ends Policies are being accomplished, according to the Board-Management Delegation Policies.



POLICY TYPE: GOVERNANCE PROCESS

GP #2a

POLICY TITLE: GOVERNING STYLE

Date Adopted by Board: March 2010 (*Revised May 2014*)

---

The Board follows a hybrid Policy governance model and will approach its responsibilities with a style that emphasizes vision and strategic leadership. The Board delegates the administrative detail to management and staff and will concentrate its efforts and resources on how the community will be impacted by the services and initiatives of SHARE Family & Community Services.

In this spirit, the Board shall:

1. Focus chiefly on intended impacts on the community within which SHARE operates, i.e. ENDS, and not on the Means of attaining them.
2. Inspire SHARE Family and Community Services through careful establishment of the broadest organizational values and perspectives.
3. Exercise discretion, professionalism and discipline to govern and lead with excellence. The Board will monitor itself to ensure it is on task and is following its own Policy making principles.
4. Monitor and regularly discuss its own process and performance which shall include an annual Board Assessment of each Board Member and as a whole.
5. Be an initiator of Policy. It is the Board's vision, not the initiatives of staff or outside parties that is the primary guide for Board action.
6. Be accountable for the accomplishment of its functions as a whole. It will not allow any Officer, individual Director, or Committee of the Board to usurp or hinder the Board.



POLICY TYPE: GOVERNANCE PROCESS

GP #2b

POLICY TITLE: BOARD JOB DESCRIPTION

Date Adopted by Board: March 2010 (***Revised May 2014***)

---

The responsibility of the Board is to make contributions which lead SHARE Family & Community Services to its stated Strategic Plan. The Board's specific contributions are unique to its trustee role and are necessary for the proper governance, management and oversight of SHARE.

The Board also recognizes that sometimes SHARE's Ends might best be addressed through participation in one or more partnerships (relationships) with other agencies, entities, businesses or organizations. There may also be opportunities in which the Board will participate in and negotiate a Board-to-Board partnership (relationship) to further the Board's work.

Consequently, the contributions of the Board shall be:

1. To produce the link between SHARE and the community by engaging in a variety of linkage activities including:
  - a. Participating in discussions with community (ownership) such as focus groups, or forums,
  - b. Reading reports and summaries that present ideas, concerns and perspectives of ownership.
2. To establish written governing Policies based on organizational values and perspective, which addresses:
  - A. GOVERNANCE PROCESS: Specification of how the Board conceives and carries out and monitors its own responsibilities.
  - B. BOARD-CEO RELATIONSHIP: How authority is delegated and is monitored.
  - C. ENDS: Organizational products, impacts, benefits, outcomes, i.e. what good for which people at what cost.

- D. EXECUTIVE LIMITATIONS: Constraints on executive authority which establish prudent and ethical boundaries within which lie acceptable strategic and management activity and decisions.
3. To monitor the performance and actions of the CEO and to ensure compliance with Board Policies.
  4. To assist the CEO with donor development and public acceptance of donations, as well as advocacy.
  5. To cultivate, identify and develop prospective Board members in accordance with the Board's Policy and needs.
  6. To keep current on issues and developments related to Board governance and responsibilities including reviewing relevant material and participating in Board education initiatives, seminars and conferences as appropriate.



POLICY TYPE: GOVERNANCE PROCESS

GP #2c

POLICY TITLE: CODE OF CONDUCT

Date Adopted by Board: March 2010 (*Revised May 2014*)

---

The Board Directors shall conduct SHARE business in accordance with the Society Act of British Columbia and the By-Laws and Constitution of SHARE Family & Community Services. This commitment requires the Board Directors to act ethically and with proper decorum as a group and when acting as individual Directors.

1. Directors shall demonstrate undivided loyalty to the interests of SHARE Family & Community Services Society. This loyalty supersedes the personal interest of any Director acting as an individual consumer of SHARE's services.
2. Directors must avoid any conflict of interest with respect to their fiduciary responsibilities.

There must be no conduct of business between SHARE and:

- i. a Board Director as a private individual, or
  - ii. Any organization in which a Board Director has a personal interest.
3. Directors shall not use their position to obtain employment within SHARE for themselves, family members or close associates.
  4. Directors must not attempt or to exercise any form of authority over SHARE Family & Community Services except as explicitly set forth in Board Policies.
    - A. Directors must recognize their lack of authority in dealings with the CEO, the public, or the media.
    - B. Directors, except for the Chair, are not to speak for the Board except as authorized by the Board or delegated through the Chair.
  5. Directors shall respect the confidentiality appropriate to issues of a sensitive nature.

6. Directors shall be properly prepared for Board deliberation.
7. Directors shall support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the Directors' personal position on the issue.

**Attachment to Code of Conduct Policy**

1. All Directors shall serve as stakeholders of SHARE Family & Community Services Society in accordance with the Human Rights Act as it relates to the individual's race, ethnicity, language, religion, marital status, gender, sexual orientation, age, disabilities, economic status, political affiliation or national ancestry.
2. All Directors shall treat one another and all persons associated with SHARE Family & Community Services Society in such a way as to preserve their dignity and communicate respect and fairness.
3. All Directors shall protect the confidentiality of all information, records, and material acquired through their service with SHARE Family & Community Services Society by understanding and adhering to the SHARE Family & Community Services Society Board Policies, the Federal Privacy Act, the Freedom of Information and Protection of Privacy Act, and any other relevant government acts and regulations enacted from time to time in addition to confidentiality and fiduciary duties in common law.
4. All Directors are prohibited from acting in any manner whatsoever that would reasonably pose a real or perceived conflict of interest during their service with respect to services, business practices, referrals, information, records and materials recorded in any medium. All former Directors shall respect the continuation of their fiduciary duties which includes but limited to refraining from using for the person's own or a related party's purpose information, data and strategic planning of the organization and further that such duties include the prohibition on disclosure to any other party.
5. All Directors accept full and complete accountability and responsibility for their own acts and omissions, exhibiting self-discipline and the pursuit of excellence in all activities.
6. All Directors are prohibited from giving, receiving, petitioning and influencing or attempting to influence preferential treatment for the Society's services.
7. All Directors shall respect the professional work and ideas created by others by giving full credit and citations when reproduced in any form.

I, \_\_\_\_\_ (please print name) have read, understand and agree to the Code of Ethics detailed above. I acknowledge

that I am subject to this Code of Ethics while I am in the service of SHARE Family & Community Services Society and beyond in these matters that extend past my service. ***(All Board members need to renew/resign this annually).***

\_\_\_\_\_  
**Print Name**

\_\_\_\_\_  
**Signature**

\_\_\_\_/\_\_\_\_/\_\_\_\_

**Date**

\_\_\_\_/\_\_\_\_/\_\_\_\_

**Date**



POLICY TYPE: GOVERNANCE PROCESS

GP #2d

POLICY TITLE: CHAIR'S ROLE

Date Adopted by Board: March 2010 (*Reviewed May 2014*)

---

The responsibility of the Chair is to ensure the integrity of the Board's process and to represent the SHARE Family & Community Services to outside parties. The Chair is the only Board Director authorized to speak for the Board, except in specific pre-authorized circumstances.

1. The Chair's job is to ensure that the Board behaves within its own Policies and rules.
  - A. Meeting discussions will be limited to those issues which clearly belong to the Board, as directed by Policy. These discussions are ENDS focused, not Means focused.
  - B. Deliberation will be timely, fair, focused and orderly and within its own rules.
  - C. Roberts' Rules of Order will be observed except where the Board Policy clearly articulates an alternative.
2. The Chair's authority lies in making any decision on behalf of the Board which falls within and is consistent with Board Policies on Governance Process and on Board Executive Relationship.
  - A. The Chair is empowered to Chair Board Meetings.
  - B. The Chair's authority does not extend to making decisions within Ends and Executive Limitations Policy areas. Therefore, the Chair's authority does not extend to supervising or interpreting Ends or Executive Limitations Policies, or to otherwise directing the CEO.
  - C. The Chair may represent the Board to outside parties in announcing Board stated positions or decisions.



POLICY TYPE: GOVERNANCE PROCESS

GP #2e

POLICY TITLE: BOARD MEMBER RECRUITMENT & QUALIFICATIONS

Date Adopted by Board: March 2010 (*Reviewed May 2014*)

---

New Board members will be chosen with care for their ability to participate constructively in the process of governing. To the greatest extent possible, where Board candidates meet the criteria equally, the Board will attend to the Board composition relative to the community demographics.

The nomination process will determine (see attached recruitment protocol) that any potential Board member possess qualities befitting the Board's task, including:

1. Understanding the Board's approach to governance, accepting the Board's Policies relating to discipline and attendance.
2. Able to join assertively in the debate of Board-level issues, with no reluctance to express dissent.
3. Willing to commit time to official external functions such as ownership focus groups, committee work and donor development.
4. Willing to stand behind the Policies of the Board regardless of personal stands taken prior to the vote.
5. Willing to support the CEO when she or he has acted in compliance with Board Policies.

New members will be oriented thoroughly to the Board's process of governance prior to assuming their Board position.

### **Recruitment Protocol**

#### **1. The Recruitment Phase**

Candidates for vacancies on the Board of Directors may be sought by current Board members and by others, in accordance with guidelines established to maintain appropriate representation of Coquitlam, Port Coquitlam, Port Moody, Anmore and Belcarra and meet other special needs.

## 2. The Orientation Phase

With a view to asking newly appointed Directors to become knowledgeable of SHARE's administration and programs; the procedures described in the Board Policies and Procedures Manual – Board Orientation - Section 1, should be undertaken prior to a candidate's attendance at a regular Board meeting.

## 3. The Integration Phase

Ample time should be provided for a new Director to adjust and become a part of the Board "team". If feasible, support could be provided by a volunteer, established, Board member in the role of "Board buddy".

### Recruitment Documents

1. Board Skills/Experience Matrix (see Appendix)

### Criteria for Membership on the Board

The following criteria have been established by the Board of SHARE Family & Community Services Society, for people wishing to serve on the Board.

1. Willingness to govern by the established Policy framework of the Board (Policy governance) and within beliefs of the Society
2. Ability to contribute to the diversity of input to the Board's deliberations while representing a broad perspective of the needs of individuals and families in SHARE's activities.
3. Previous Board experience including experience with Policy Governance.
4. Commitment to form linkages with other Boards for the purposes of fulfilling the Society's goals and objectives.
5. Ability to attend Board meetings and to be available via electronic media (telephone, fax or email). Board members must attend at least 75% of all Board meetings except under special circumstances.



POLICY TYPE: GOVERNANCE PROCESS

GP #2f

POLICY TITLE: EXITING THE BOARD

Date Adopted by Board: March 2010 (***Reviewed May 2014***)

---

There are at least three conditions under which a Director may leave the SHARE Family & Community Services Board:

1. S/he may complete one three-year term and choose not to stand for a second term.
2. S/he may complete two three-year terms (for a total of six years) and then, as stipulated by Policy, be required to take at least a one year hiatus from participating as a Board member.
3. S/he may choose to resign from the Director position (prior to the end of the two 3-year terms).
4. S/he may be requested by the Board Chair to step down from a Board position.

The SHARE Board of Directors is interested in hearing from exiting Board Directors ideas, feedback and thoughts on their experience serving on the Board.

Therefore, the Board will assign a Board representative (either a Director or a consultant) to interview each exiting Director. The Board will use a standardized interview format; the interview will be documented and a summary of the comments will be shared with the Board. The summaries will be maintained in a Board file and will be reviewed annually in order to bring forward Board discussion recommendations that might arise from the discussion.



POLICY TYPE: GOVERNANCE PROCESS

GP # 2g

POLICY TITLE: BOARD SECRETARY'S ROLE

Date Adopted by Board: March 2010 (***Reviewed May 2014***)

---

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

1. The assigned result of the secretary's job is to see that all Board documents and filings are accurate and timely.
  - A. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Board member recognitions need not be placed in Policy. Policies will follow Policy Governance principles.
  - B. The Secretary will ensure that the CEO (or designated minute-taker) is informed of the Board's requirements for format, brevity and accuracy of Board minutes. The Secretary is responsible for reviewing draft Board minutes and recommending them to the Board.
  - C. The Secretary will ensure that Bylaw elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.



POLICY TYPE: GOVERNANCE PROCESS

GP

#2h POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Date Adopted by Board: March 2010 (*Reviewed May 2014*)

---

Board committees, when used, will be assigned to help the Board do its job, to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to CEO.

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing Policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff. The CEO works for the full Board, and will therefore not be required to obtain approval of a Board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee, which has helped the Board create Policy on a particular topic, will not be used to monitor organizational performance on that same subject. The Board retains responsibility and authority to monitor organizational performance on the same subject.
5. This Policy applies to any group that is formed by Board action whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.
6. This Policy applies to any group that is formed by Board action whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of

the CEO.

7. There are three (3) Standing Committees, Executive Committee, Governance and Nominating Committee and Finance and Audit Committee. Other committees will be used as appropriate, sparingly and ordinarily in an ad hoc capacity.



POLICY TYPE: GOVERNANCE PROCESS

GP #2i

POLICY TITLE: BOARD COMMITTEE STRUCTURE

Date Adopted by Board: March 2010 (***Reviewed May 2014***)

---

A Committee is a Board Committee only if its existence and charge comes from the Board, regardless whether Board members sit on the Committee. The only Board Committees are those which are set forth in this Policy. Timely reporting to the Board shall be by submission of a written report, prior to the next Board meeting, with appropriate verbal comment by the Committee chair.

**Composition:** All Committees shall include a minimum of 2 Board members whose terms are not up for renewal within the year.

The authorized Committees of the Board include:

1. *Governance and Nominating Committee (Standing)*
2. *Finance and Audit Committee (Standing)*
3. *Executive Committee (Standing)*
4. *Human Resources Committee (ad hoc)*
5. *Fundraising Committee (ad hoc):*

All Board Committees must have an approved Terms of Reference prior to the commencement of any work on the Board's Behalf.



POLICY TYPE: GOVERNANCE PROCESS

GP #2j

POLICY TITLE: ANNUAL PLANNING

Date Adopted by Board: March 2010 (*Reviewed May 2014*) **To be reviewed 2014-2015 Board**

---

To accomplish its job with a governance style consistent with Board Policies, the Board will follow an annual agenda that:

- a. Completes a re-exploration of Ends Policies annually; and
  - b. Continually improves Board performance through Board education and enriched input and deliberation.
1. The cycle will conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term Ends.
  2. The cycle will start with the Board's development of its agenda for the next year.
    - A. Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the 1st quarter, to be held during the balance of the year
    - B. Governance education and education related to Ends determination (e.g. presentations by futurists, demographers, advocacy groups, staff and so on) will be arranged in the 1st quarter, to be held during the balance of the year.
    - C. A Board member may recommend or request an item for Board discussion by submitting the item to the Board Chair no later than 5 days before the Board meeting.
  3. Throughout the year, the Board will attend to Consent Agenda items as expeditiously as possible.

4. CEO remuneration will be decided annually, or at an interval determined by the Board, after a review of monitoring reports received in the previous year. While CEO remuneration may be reconsidered more than once per year, CEO performance review, based on the review of monitoring reports, must be at the end of every 12 month period.

CEO monitoring will be on the Agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangement for third-party monitoring must be prepared.



POLICY TYPE: GOVERNANCE PROCESS

GP #2k

POLICY TITLE: GOVERNANCE INVESTMENT

Date Adopted by Board: March 2010 (***Reviewed May 2014***)

---

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
  - A. Training and retraining will be used liberally to orient new Board members and candidates for Board membership, as well as to maintain and increase existing Board member skills and understandings.
  - B. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to financial audit.
  - C. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
  - D. Administrative costs of operating the Board, e.g. Stationary supplies, website, meetings, etc.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
3. The Board will establish its cost of governance budget which will be included in the organization's Master Budget for each fiscal operating cycle.



**SHARE**  
**FAMILY & COMMUNITY SERVICES**

**APPENDIX**