



# County of Wellington

## Board of Directors Handbook

A tool for Guelph and Wellington County Board of Directors and Supervisor

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## Introduction

### Purpose

Board of Directors for Non-Profit organizations are made up of volunteers who work together to oversee the organization. A Board of Directors is selected or elected from the general membership and is accountable to that same group. Being a Board member entails serious obligations.

The primary purpose of this resource is to assist Board of Directors in fulfilling their responsibility as a Board of Director. The intended outcome is for all community agencies to have Board and management structures in place that contribute to good governance and accountability, resulting in high quality service delivery.

There are two essential elements that determine the effectiveness of Board members. How well they are oriented before they start and how well they are kept informed throughout their term.

The Board of Directors:

- Are Involved in oversight of the programme's organization on behalf of the general membership
- Is a governing body that approves policies and makes decisions
- Has the powers and responsibilities stated in the programme's by-laws and articles of incorporation or letters patent
- Must comply with the legal requirements set out in relevant legislation
- Defines short-term and long-term goals for the organization

The composition of the Board of Directors is an important decision that is embedded in the organization's by-laws. In many community-based organizations (or programmes), parents/guardians using the programme fill the majority of positions on the Board of Directors. The Board of Directors may also include members of the community who are not users of the child care programme. The Supervisor should **always** be included as a member of the Board of Directors.

## Disclaimer

The information contained in this manual is intended as a general guide only.

This document is a resource only and does not have force and effect of ministry legislation or regulations.

References concerning specific policies and legislation are current as of publication date, however are subject to change.

References to resource and reference materials, internet sites and organizations are included for information only. The County of Wellington does not require or endorse their use. The information in these materials does not necessarily represent the position or policies of the County of Wellington or the provincial government.

The County of Wellington is not responsible for the content or for ensuring that the content of the materials on internet sites listed is up-to-date.

Please note that while samples and templates are provided at the end of this handbook, these are to be used as tools. Organizations should create their own policies.

## Responsibilities

### Board of Director Responsibilities

Boards have a great responsibility governing the operation of the organization **BUT** the people on the front lines of the programme are the staff. It is the responsibility of the Board to ensure that the centre is well managed. This means the Board **governs**. The Director or Supervisor **manages** the operations of programmes on a daily basis. Both parties must clearly understand this.

Employment of the Supervisor:

The most important responsibility of the Board is the selection of the Supervisor. The knowledge, skill and leadership of the person employed will determine to a significant extent the organization's effectiveness and competence in carrying out its mission. The Board must establish its expectations for the position including:

- The qualifications
- Salary and other benefits
- Job Description
- Evaluation process

### Basic Responsibilities Include

- Being prepared for Board meetings by reading agendas, minutes and other pertinent reports
- Attending all meetings
- Active participation in all meetings-includes asking questions and sharing views
- Abide by and support decisions of the Board-in instances where Board members strongly oppose decisions of the Board, a Board member may formally register an opposition but the obligation to support the decision outside the Board meeting remains the same
- Knowledge and demonstration of commitment to the organization's programmes, mission and strategic direction
- Keeping informed of the trends and issues that may affect the organization
- Participation in all Board development activities
- Supporting fundraising efforts and special events
- Ensuring the organization is in compliance with all legal and regulatory requirements
- Ensuring conflicts of interest are avoided
- Maintaining confidentiality

Each Board member should be familiar with the Articles of Incorporation or Letters Patent, by-laws and the legislation of the province under which the organization operates.

### Supervisor Responsibility:

The Supervisor is responsible for the day-to-day operations of the organization. Key responsibilities include:

- Supervise, motivate, mentor and support staff-includes completing staff performance evaluations
- Recruit, hire, orient and train all new staff
- Participation in Board’s policy development process
- Implement all policies
- Provide leadership and direction for the organization
- Oversee programme and service delivery
- Financial management
- Communication and public relations
- Key contact for parents including parent orientation
- Oversee compliance with all legislative requirements (including municipal, provincial and federal)
- Keeping current with emerging trends and best practices-includes providing information to the Board
- Participating with Board meeting which includes joint responsibility of Board agendas along with Board President
- Encouraging, promoting and facilitating staff professional development and training
- Engaging in professional development and training
- Provide monthly updates at Board meetings which include community initiatives, programme updates, monthly inspections that may occur, challenges, successes, etc.

### Whose Role Is It?

Board	Supervisor
Approve policies	Implement policies
Support programming direction	Implement programming
Oversee strategic direction	Follow through on strategic direction
No involvement with daily operation	Manage and oversee daily operation
Complete Supervisor performance evaluation	Complete staff performance evaluations
Receive reports pertaining to legislative requirements	Ensure compliance with legislative requirements

### Board of Director versus Supervisor Role and Responsibility

In an effective organization, the two groups work together as partners. The Board sets the goals and direction for the organization and the Supervisor and staff takes on the responsibility for achieving the goals.

The Board should employ the best possible Director or Supervisor and support the Supervisor as he or she employs the staff. Day-to-day operations of the organization are the responsibility of the Supervisor

and the staff. The Board determines staffing policies along with the Supervisor which govern the employees in performing their duties. Although the Board and the Supervisor have different areas of authority, the Supervisor should be included in the development of policies. The Supervisor is the expert in the field and has the knowledge of legislative and regulatory requirements.

The Board should be careful not to infringe upon the responsibilities of the Supervisor and the staff. While the Board must be satisfied that the employees are competent and capable of handling responsibility, Board members should not attempt to exercise any authority over staff. Such behaviour undermines the authority of the Supervisor.

## Governance

### The Board will:

- Govern the operation of the programme

### The Supervisor will:

- Manage the operations of the programme on a day-to-day basis

## Legal

### The Board will:

- Ensure compliance with legal requirements by reviewing:
  - Incorporation
  - By-Laws
  - Policies
  - Other Municipal; Provincial; Federal legislation
  - License Inspections
  - Lease Agreements
  - Insurance
  - Purchase of Service Agreements

### The Supervisor will:

- Ensure the programme meets legal requirements by monitoring compliance with:
  - Child Care and Early Years Act, 2014 (CCEYA)
  - Public Health
  - College of Early Childhood Education
  - Purchase of Service Agreements
  - Child and Family Services Act
  - Other Municipal; Provincial; Federal legislation
- All written inspection reports will be presented at Board of Director monthly meetings

## Planning

### The Board will:

- Review the mission, vision and values of the programme annually



- Review the programmes' strategic plan including all short and long term goals annually or as needed. Revise as applicable
- Develop a succession plan for recruitment of Board members including orientation of Board members
- Engage in an annual Board of Director performance evaluation

**The Supervisor will:**

- Implement the programme in a manner that is consistent with the mission, vision, values and goals
- Coordinate and implement an annual programme evaluation for families. Findings are reported to the Board of Directors

**Personnel**

**The Board will:**

- Hire a qualified and competent Supervisor
- Provide the Supervisor with a current job description which outlines authority and responsibility
- Provide a written contract to the Supervisor
- Establish a close working relationship with the Supervisor
- Facilitate an annual performance review of the Supervisor
- Annually negotiate staff salaries, benefits and working conditions
- Ensure that fair hiring and personnel policies are established and implemented
- Create or review a personnel manual with input from Supervisor to clearly define job descriptions and personnel policies
- Delegate staff hiring and supervision to the Supervisor

**The Supervisor will:**

- Implement personnel policies
- Hire programme and support staff
- Maintain open communication with staff through regular supervision
- Provide mentorship and coaching by role modelling while being physically present in the programme on a daily basis
- Facilitate training and professional development for staff
- Develop and implement annual staff performance appraisals
- Recommend probation, permanent status or termination of staff to Board of Director/personnel committee

**Programme**

**The Board will:**

- Be well informed on current research and best-practices in the field of Early Childhood Education
- Support the staff and Supervisor in their implementation of a high quality programme based on current research and best practice

**The Supervisor will:**

- Be well informed on current research and best-practices in the field of Early Childhood Education
- Provide leadership in the implementation of a high quality programme based on current research and best practices

## Financial

### The Board will:

- Ensure the financial viability of the centre by developing and approving financial plans
- Monitor financial records and reports
- Establish spending policies
- Secure adequate financial resources
- Prepare accurate financial information for the Board (and/or finance committee)

### The Supervisor will:

- Prepare monthly financial reports
- Assist in the development of financial plans
- Monitor financial records
- Implement financial fee/revenue collection
- Assist with establishment of spending policies

## Complaints-Who is Accountable?

Accountability does not imply authority. In a respectful workplace, individuals whether employees or volunteers should be encouraged to speak to an individual if there is a conflict or if they have a concern with another individual. If after doing so the situation is not resolved, the following are examples of the appropriate paths:

- If a Board member has a complaint about a staff, they should speak to the Supervisor. If the complaint is about the Supervisor, they should go to the Board President or Chairperson.
- If a Board member has a complaint about another Board member, they should go to the Board President or Chairperson.
- If the Supervisor has a complaint about a Board member, they should go to the Board President or Chairperson. If the complaint is about the Board President, they should go to the Vice-President.

## **Board of Director Accountability**

### **Statutory Duty of Care of Directors**

Directors will be held accountable through a statutory duty of care in the Not-for-Profit Corporations Act. This will require Board of Directors to act honestly and in good faith with a view to the best interest of the corporation, and to exercise reasonable care, diligence and skill.

### **Minimum Number of Directors**

The Act requires having a minimum of three Directors. A Public Benefit Corporation (PBC) shall have no more than one-third of the Directors who are employees of the corporation or of any of its affiliates.

### **Legal Responsibility**

From a legal standpoint, Board of Directors are responsible for all debts, salaries, accidents, crises and liabilities. Board are strongly encouraged to obtain directors liability insurance.

### **Standard of Care**

Board of Directors are required to exercise at least the level of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Board members are also required to act honestly, in good faith and with a view to the best interests of the corporation, rather than in their own personal interest. This is known as an objective standard of care. When a court must determine whether a Board of Director has breached his or her duty to the corporation, it will test the person's actions against those of a reasonably prudent person. In meeting this duty, Board members may rely in good faith on reports prepared by professionals. Directors may also rely on the corporation's financial statements prepared by the corporation's public accountant.

### **Duty to Comply**

Directors are required to comply with the ONCA and its regulations, the articles or letters patent, by-laws and any unanimous member agreement. Board members are also subject to additional duties under the ONCA. For example, Directors are required to remain informed about the corporation's activities and to ensure the lawfulness of the articles and the purpose of the corporation.

### **Liability**

As part of the role of the Board member, Directors accept a degree of financial responsibility for their decisions and actions. The best practices to ensure Board members are meeting their legal responsibility are to perform the duties as a Director with care, diligence, honesty and integrity. This includes attendance at all meetings, reading of minutes, participation in discussion and exercising the right to vote. It is also appropriate for Board members to insist on professional advice when appropriate.

### **Indemnification of Director**

Indemnification (protection to minimize personal liability) includes:

- Former Board of Directors

- Clarifies that Directors may be indemnified in respect of civil, criminal, administrative, investigative matters **if the Director acted honestly, in good faith, with a view to best interests of the corporation**
- In cases of criminal or administrative proceedings enforceable by monetary penalty, the Director **had reasonable belief that the conduct was lawful**
- Corporation may also advance money to a Director for costs of action

### Conflict of Interest

Board members must never allow their interests to conflict with their duty to the organization. Conflict of interests occurs when Board members participate in discussions or decision making about a matter that may benefit them or someone close to them. In the event where a Board level decision is being discussed or voted on, the individual Board member should declare a conflict of interest and remove themselves from the discussion and voting process. The conflict of interest must also be disclosed in writing whereby any personal interest may exist. This should always be recorded in the minutes of the meeting. If a Director fails to make a disclosure, the corporation or a member may apply to a court to request that the contract be set aside and that the Director repay any profits or gains realized by the contract.

## Board Recruitment and Orientation

Board members change with frequency depending on length of terms identified in the by-laws. It is important for Boards to plan for Board member changes. Being aware of upcoming vacancies will help with succession planning and identify if there are particular skill sets, experiences, expertise and attributes that are required.

Before any volunteer or staff member takes a position with the organization, they need to be properly oriented. The Board orientation should be in combination with the Board President and Supervisor. Items to include (but not limited) are:

- Programme philosophy, mission, vision and values statement
- General description of the programme and services
- Strategic plans including goals
- Articles of Incorporation or letters patent
- By-laws
- Annual budget
- Structure of the organization
- Staff job descriptions
- Regulatory governing bodies (e.g. Ministry of Education; County of Wellington; Public Health)

## Confidentiality/Non-Disclosure

Board of Directors need to have a clear written confidentiality policy that all staff and volunteers including Board of Directors are familiar with and sign off on. The policy should clearly state the consequences of a serious breach of confidentiality. In severe cases, this may result in removal from a Board position or termination of employment for staff members. Disclosure of confidential information without the proper consents could put the organization in violation of the Personal Information Protection and Electronic Documents Act (PIPEDA). This includes the electronic dissemination of confidential information.

If during a Board of Director meeting an item needs to be discussed that is confidential, it should be identified on the agenda as “in camera discussion”. This is a formal terms which means in private or closed session. Anyone in attendance that is not part of the regular Board should be asked to leave. Any detailed minutes of the in camera session should not be circulated or made available to the general public.

Before any discussion of a confidential manner, it should be clearly stated that the matter is confidential.

In the event there is a breach or disclosure, it should be addressed with the individual immediately which includes a decision on the severity of the breach and actions required.

## Board of Director Checklist

It is the responsibility of the Board to ensure that the organization/programme is well managed. Therefore, the Board must:

- Review the mission, vision, values that govern the programme on an annual basis
- Review the policies that govern the programme on an annual basis
- Ensure that the programme meet all legal requirements
- Ensure that fair hiring and personnel policies are established and implemented
- Create or approve a personnel manual to clearly define job descriptions and personnel policies with input from the Supervisor
- Review all short and long term goals; strategic plans and revise as needed
- Develop and set the annual budget; monitor the budget by reviewing the organization's financial status on a quarterly basis at minimum
- Hire a fully qualified and competent Supervisor
- Have a written contract with the Supervisor which defines qualifications, authority and responsibilities of the Supervisor along with outcomes expected
- Negotiate staff salaries, benefits and working conditions on an annual basis
- Establish a close working relationship with the Supervisor
- Facilitate an annual performance review of the Supervisor based on the job description and performance expectations previously established
- Engage in an annual Board of Director performance evaluation
- Ensure the Supervisor coordinates and implements an annual programme evaluation for families; reports finding to the Board

## Additional Resources/Samples

### Sample Board of Director Job Description

SAMPLE-Please refer to your organization’s articles of incorporation/letters patent and by-laws when using this sample to develop your organization’s Board of Director Job Descriptions.

Organization name:

Job Description: Board of Director

<b>Position</b>	Board member
<b>Qualifications and Skills</b>	<ul style="list-style-type: none"> <li>• Commitment to the mission of the organization</li> <li>• Experience and/or willingness to participate in fundraising</li> <li>• Ability to work as a team member</li> <li>• Ability to work as a cooperating member of the Board</li> <li>• Ability to attend meetings consistently</li> </ul>
<b>Requirements</b>	<ul style="list-style-type: none"> <li>• Time commitment between 2-5 hours per month for Board meetings, committee meetings and special events</li> <li>• Attendance at each Board meeting (one per month between September and June)-time will be reviewed and agreed upon in September</li> <li>• Attendance at the Board orientation session in September</li> <li>• Attendance and assistance with the Annual General Meeting (AGM)</li> <li>• Attendance at the annual strategic planning session (half day)-time reviewed and agreed upon in September</li> </ul>
<b>Duties and Responsibilities</b>	<ul style="list-style-type: none"> <li>• Understand and demonstrate a commitment to the mission and programme/services of the organization</li> <li>• Attend all meetings of the Board-includes being prepared and participating</li> <li>• Follow through on assigned tasks</li> <li>• Conduct all business of the Board in a professional manner</li> <li>• Understand and maintain confidentiality</li> <li>• Oversee the financial management of the organization</li> <li>• Contributes skills, knowledge, influence and other assets</li> <li>• Be informed of the issues and trends that affect the organization</li> <li>• Review and approve the organization’s annual operating budget, interim financial reports and annual audit (where applicable)</li> <li>• Ensure the organization is complying with all legal and regulatory requirements</li> <li>• Participate in the selection, support and evaluation of the Supervisor or Director</li> <li>• Review and approve contracts and agreements for the organization</li> <li>• Participate in the organization’s fundraising and special events</li> <li>• Represent the interests of the organization when making decisions</li> <li>• Participate on one or more committees of the Board (where applicable)</li> </ul>

<b>Position</b>	Board member
	<ul style="list-style-type: none"> <li>• Provide advice and consultation to other Board members and the Supervisor</li> <li>• Review all Board policies</li> <li>• Review the organizations by-laws</li> <li>• Participate in the development and/or review of the strategic plan for the organization</li> <li>• Avoid any potential conflicts of interest</li> <li>• Be an advocate for the organization</li> </ul>
<b>Term</b>	<ul style="list-style-type: none"> <li>• Minimum two (2) year term</li> <li>• Board members are elected at the AGM</li> <li>• Board members may serve a maximum of 6 years</li> <li>• Board members may be appointed to the Board to fill vacancies until the next AGM</li> </ul>
<b>Evaluation</b>	<ul style="list-style-type: none"> <li>• An annual Board of Director evaluation is completed</li> </ul>

**Date reviewed:** \_\_\_\_\_

**Board of Director Name:** \_\_\_\_\_

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

**By signing the following job description, the Board member agrees to the duties and responsibilities as well as the term.**



## Sample Board President Job Description

SAMPLE-Please refer to your organization's articles of incorporation/letters patent and by-laws when using this sample to develop your organization's Board of Director Job Descriptions.

Organization name:

Job Description: Board President/Chairperson

In addition to the general Board of Director job description, the Board President agrees to take on additional responsibilities:

Additional Responsibilities
<ul style="list-style-type: none"><li>• Coordinates the work and overall planning of the Board</li><li>• Chairs all Board meetings and manages the decision making process</li><li>• The President agrees to be at every meeting; when this is not possible the President must arrange for the Vice-President or Secretary to take his/her place</li><li>• The President should attend the AGM</li><li>• Ensures the Board fulfills its responsibilities and hold Board members accountable</li><li>• Participate in the hiring and evaluation of the Supervisor</li><li>• Facilitate communication between the Board and the Supervisor</li><li>• The President serves as an ex-officio member of Board committees. He/she serves as a voting member of the committee (if specified in the by-laws), identifies problems and assists the committee chairperson to resolve them. Ex-officio refers to the process by which the Board President automatically becomes of member of Board committees without being elected or voted upon.</li></ul>

The President is responsible for directing meetings of the Board. This includes:

- Creating the agenda along with the Supervisor; distribute to all Board members in advance of the Board meetings
- Keep the meeting on time and on agenda
- Encourage participation from all meeting participants
- Call for conflicts of interest to be declared following the review of agenda
- When a decision is required, organizations by-laws are followed which should include a motion and voting process. This also requires the President to ensure when necessary quorum is met (as identified in by-laws).
- Ensure that all relevant information is brought forward
- Maintain order and resolve conflict when required
- Summarize discussion points
- Call for a decision to be made when needed
- Delegate responsibility for follow through on decisions
- Ensure minutes are taken and distributed shortly after the meeting date
- Request approval of agenda and past minutes at the beginning of each meeting

Date reviewed: \_\_\_\_\_

Board President Name: \_\_\_\_\_

Signature: \_\_\_\_\_

**By signing the following job description and list of responsibilities, the Board President agrees to the duties and responsibilities as well as the term.**

## Characteristics of effective Board meetings:

- Board members and the Supervisor contribute to the agenda
- Agenda items are prioritized
- Organizational priorities are used to determine what should take priority on the agenda (if required)
- Appropriate people are invited to the meetings
- Discussions are kept on track
- Disagreements are handled openly and respectfully and are used to check out and modify plans
- The Board periodically reviews what has occurred during and between Board meetings to ensure efforts are in line with organizational priorities
- Board members are periodically asked to evaluate meetings in terms of how satisfying and productive the meetings have been
- Evaluation of effectiveness of Board meeting time results in identifying changes or improvements if necessary
- Board members are given a chance to express their ideas and feelings
- Board members say what they think and feel during the meetings in a respectful way that contributes to problem solving and planning
- The Board President ensures that disagreements are handled in a way that is respectful of the other members and productive for the task
- There are materials and programmes to orient Board members to the role of the Board and to relationships with staff and committees. These are reviewed annually with the Board
- Board members receive relevant information far enough in advance of Board meetings in order to prepare for meetings
- There are agreed to procedures for evaluating Board meetings and for handling conflict
- Members have and use good communication and conflict management practices
- Members provide each other with support and feedback as they try out new knowledge and skills

## **SAMPLE Board of Director meeting Agenda**

### **SAMPLE AGENDA**

**Name of Organization**

**DATE and TIME**

**LOCATION**

1. Chair (Board President)-Opening remarks; welcome Board members
2. Complete roll call; record any regrets in minutes
3. Review of last minutes; accept if no additions, deletions or corrections are identified
4. Introductions of guests (if any are in attendance)
5. Treasurer's report-review of financial statements
6. Additional reports as required (e.g. fundraising committee; evaluation committee)
7. New Business
8. In Camera discussions (if required or identified prior to meeting)
9. Any new business to be added to next agenda
10. Confirmation of next meeting date, time and location
11. Adjournment

## SAMPLE Board of Director meeting Minutes

### SAMPLE MINUTES

Name of Organization

DATE and TIME

LOCATION

**Present:** Identify all those in attendance including Board members; guests; names of staff members

**Regrets:** Identify Board members absent from meeting who would normally be in attendance

**Opening remarks/welcome-**Board President welcomes all in attendance

**Approval of Minutes from the previous meeting-**The meeting minutes of (date) are accepted. (Two members of the Board must move to accept and their names be recorded in the minutes.)

**Treasurer's Report-**monthly and year-to-date financial reports reviewed. Any questions and suggestions for the financial reports must be added into the minutes.

**Additional Report-**any additional reports presented to the Board are added into the minutes. Any discussions, questions and suggestions must be added into the minutes.

**New Business-**all items discussed as new business are added into the minutes including discussions, questions, and action items identified.

**In-Camera discussion-**if no In Camera discussions occurred, this is recorded into the minutes.

**New Business for next meeting-**all items identified are added into the minutes.

**Confirmation of next meeting-**date, time and location are added into the minutes.

**Meeting Adjourned-**time of adjournment added to minutes.

## Committees

On some Boards, much of the work that is accomplished is likely carried out by committees. In general, committees are used to deal with tasks that are too complex and/or numerous for the entire Board to manage. Some of the specific functions that Board committees can serve:

- Making recommendations to the Board (e.g. recommendations based on results of parent survey; staff salary increases)
- Carrying out special tasks delegated by the Board (e.g. Board evaluation; fundraising)
- Recruiting future Board members

With committees accomplishing these functions, the Board is able to focus their time on the strategic direction and long term goals of the organization.

### How do committees work?

Committee structures will vary from one organization to another depending on the size and needs of the organization.

There may be two types of committees or sub-committees:

1. **Ad Hoc Committees**

Ad Hoc committees are established for specific limited purposes and no longer meet or operate once the task is complete. The Board evaluation or annual staff salary increases are examples of Ad Hoc committees.

2. **Standing Committees**

Standing committees are appointed or elected to carry out particular on-going activities and functions. Standing committees may include a finance committee, personnel (organization's employees) or Board recruitment and succession planning.

Committees are generally formed around a particular function of the Board or organization.

Committees need to be provided with clear roles and objectives in order to fulfill their responsibilities.

To ensure Board members feel they are using their time effectively and efficiently as well as meeting their mandate, committees need structure and guidelines. Terms of reference should be developed and followed as a guide. The terms of reference will provide committees with their purpose; identify who should be represented on the committee which should always include a Chair; identify specific responsibilities; provide timelines and reporting deadlines and frequency of meetings. Standing committees should be a standing item on the monthly Board meeting agenda which will provide the Board of Directors with updates of each committee. There may be months when a standing committee does not meet which would be identified at the monthly Board of Directors meeting.

## SAMPLE Committee Terms of Reference template

**Committee Name:**

**Type:** (standing; Ad Hoc)

**Chair:**

**Composition/Committee members:** (Board member, employees, community reps, parents, etc.)

-  
-  
-

**Purpose:**

**Responsibilities:**

- 1.
- 2.
- 3.

**Timeframes, Reporting and Deadlines:** (includes duration, # of meeting/month, report dates, project deadline)

**Resources:** (meeting space, budget)

## Annual General Meeting (AGM)

The Annual General Meeting is a legal requirement of a non-profit organization. Board members should refer to the organization's by-laws to determine the rules for notification, voting, documentation, etc.

Board of Directors of organizations need to ensure the by-laws are in compliance with the Not-for-Profit Corporations Act. Some of these requirements include (but are not limited to):

- Financial statements are to be available at least 21 days before the Annual General Meeting
- Financial Statements must be approved by the Board of Directors and cannot be in draft form
- Annual General Meeting must be within 6 months of year-end

Other requirements of an AGM:

- Minutes must be taken
- Record results of all votes
- Ensure quorum can be met by those present in person or by proxy; this will be in accordance with the organizations' by-laws
- Approval of agenda
- Acknowledge receipt of reports (if applicable)
- Review of year-end financial statements and approval; may be completed by the organization's auditor
- Appointment of auditor for upcoming year
- Approval of the budget for the upcoming year
- Election of Directors (must identify term)
- Other business
- Adjournment of AGM

After the AGM, Board member changes must be filed with the appropriate agencies. Board members must be filed with:

- Ministry of Education
- County of Wellington-Children's Early Years Division
- Ministry of Government Services-Corporations Information Act
- Any other agencies; organizations as required according to organizational agreements

The changes must be filed within 15 days of a change. Changes, additions and deletions are reportable.



## Annual Work Plan

A work plan is an outline of a set of goals and processes by which a team and/or person can accomplish those goals.

Things to consider in an annual work plan:

- Review of strategic plan
- Review of strategic directions
- Review mission, vision
- Review short and long term goals; update as necessary
- Orientation of new Board members
- Review of Board Handbook
- Review of Board job descriptions
- Review of organizational performance targets
- Preparation of annual budget
- Approval of annual budget
- Determine compensation for the auditor
- Approve audited financial statements
- Evaluate auditor and recommend to members on appointment of auditor
- Review of quarterly financial statements
- Review of financial policies and procedures
- Review fund development plan
- Complete and approve performance evaluation of Supervisor
- Establish goals for the Supervisor
- Review succession planning
- Review/approve terms of reference and work plans for committees
- Receive monthly reports from committees
- Receive monthly operations reports from Supervisor
- Review governance policies; make changes as necessary
- Set date for AGM; send out required announcements and reports in preparation
- If necessary, approve by-law changes to recommend to members
- Appoint/elect Board members
- Conduct Board evaluation survey; review results and make changes as required
- Prepare and approve annual Board work plan
- Set Board professional development activities

Tasks identified in the work plan should be organized so that the work load is distributed throughout the year. Certain tasks must be completed in specific months (e.g. AGM preparation; appointment of auditor).

## SAMPLE Board Evaluation

How are we doing on these factors which help make a Board effective? Read through each statement and answer where you believe each statement fits best.

To be completed by each Board member including the Supervisor

STATEMENT	YES	NO	NEEDS WORK
We spend adequate time considering community needs and relating our plans and priorities to meet the needs.			
We ask people in our organization what they think our organization needs and what our priorities are.			
We are interested in how people feel about working here.			
We consider past performance, needs, our resources, and then set objectives.			
Our plans clearly identify objectives, tasks, who will do what and target dates for review and completion.			
Every year, we review the previous year's objectives, accomplishments and methods to identify needed changes.			
Board members know and understand their legal roles and responsibilities.			
Each Board position has a current job description outlining their responsibilities.			
Every Board member signs a code of ethics, conflict of interest and confidentiality/non-disclosure agreement.			
Board members are knowledgeable about the business of the organization and the programmes/services it provides.			
Board members are aware of their legal and personal responsibilities to the organization.			
The Board reviews the by-laws annually.			
The Board has current terms of reference for all committees.			
The Board plans, sets and monitors the budget along with ensuring best practices and due diligence are followed.			
There is a process for policy review to ensure policies and procedures are updated as necessary.			
Board members understand the organization's legal obligations as an employer.			
The Board ensures it has all the necessary employment practices and human resource policies in place.			
Board members understand their role, responsibility and relationship to the Supervisor.			
Board meetings are organized and focused on business which affects the organization.			

STATEMENT	YES	NO	NEEDS WORK
The Board ensures it retains accurate minutes and motions.			
Board meetings are evaluated for efficiency and effectiveness on a regular basis.			
The size of the Board and the composition is in compliance with all regulatory requirements and in accordance with the organization's by-laws.			
The Board meets monthly and members attend the Board meetings as required.			
Agendas, minutes and reports are circulated in a timely fashion.			
Board members engage in strategic planning to ensure the future viability of the organization and; has a vision of how the organization should continue to evolve.			
The organization has set clear long and short term goals and objectives.			
The Board has a risk management plan to identify possible risks the organization might face and how to deal with them. (e.g. loss of funding)			
The Board reviews all insurance policies, lease agreements, licensing agreements, Purchase of Service Agreements, and other legal documentation annually.			
The Board actively recruits new Board members based on a nominating process and succession planning.			
The Board has an orientation and training for both new and longer standing Board members.			
The organization has a clear written statement of its purpose or mission.			
The Board reviews an annual work plan to ensure tasks, goals and objectives are being met.			
There is a Board manual given to each Board member which explains their duties and responsibilities as well as other important information.			
Board members take part in appropriate training and development activities within the organization and in the community.			
There is a clear understanding of what the Board members tasks are and what the Supervisors tasks are-this includes understanding the difference between the two.			
Board meetings deal most with setting policy, reviewing plans and evaluating the work of the organization rather than day-to-day operating matters.			
The Board helps to secure financial support for the organization.			
The Board keeps up with local, provincial and national trends and upcoming changes which potentially may impact the work of the organization.			

## Mission, Vision and Values Statements

Mission, vision and values can define and guide an organization. It is important to understand the difference between a mission statement and a vision statement. An organization's vision statement is about what is possible and the potential. The mission is what it takes to make the vision come true.

### Vision Statement

If vision statements are statements of what is possible, the picture of the future you want for the organization, the critical question is who is the vision for? For what? Why do you want to do this? The organization's vision is for the future of the organization, what it wants to create for the community and how it wishes to impact.

An effective vision statement will therefore identify where the organization would like to be in the future. It should answer, why are you doing what you're doing? It is a desired position specified in sufficient detail so the organization recognizes it when they reach it.

### Mission Statement

A mission statement will turn the vision into practice. The mission statement is the one that will actually do the work. In developing a mission statement, consider starting with the vision statement as the lead to the mission statement. The mission statement describes the organization's goals, the people it serves and what make the organization distinctive. It should answer "what do we do?"; "how do we do it?"; "whom do we do it for?"; "why are we doing it?".

### Values Statement

A values statement ensures the organization works towards achieving the mission, vision and goals in a way that follows universally shared values. It is a statement and commitment to how the organization will meet the mission and vision. For example, if an organization values inclusiveness, it will not turn anyone away regardless of race; cultural background; religion; socio-economic status; gender; abilities; etc. This will often guide many of the organization's policies.

Some values statements Boards may consider when determining what their values are:

- We always want the community to be able to say \_\_\_\_\_ about the way the organization does its work.
- What are the organization's priorities? What is most important to the organization?
- What values does the organization want to be publicly associated with?
- If the organization was faced with a year of tight budget constraints, what would be sacrificed/not sacrificed? (e.g. programme quality; number of programmes provided; staff wages)
- What standards does the organization want employees to follow when making their own decisions? What values are these based on?
- What behaviours does the organization want employees and Board members to model for programme participants and clients?

- What does the organization want employees and volunteers to say about the organization after they leave?

## Strategic Planning

### Strategic Planning is:

- An activity that is guided by the Board of Directors to determine the future vision and how the organization will achieve its strategic goals;
- A process that builds commitment from the organization to a specific direction that will guide the future work of the organization; and
- Utilizing the organization's strengths and improves capacity in areas of weakness and will lead the agency in practical ways towards the achievement of the vision.

### When preparing for Strategic Planning-Questions to consider:

- Does my organization have written mission, vision and values statements? Do they provide a clear understanding about the organization's purpose, in what direction the organization is heading and what the organization believes in?
- Based on how business is conducted in our organization, is it consistent with the mission, vision and values?
- When was the last time our mission and vision were reviewed? Are the mission and vision statements still appropriate?
- Does the organization have a strategic/long term plan?
- If so, when was it developed?
- Does the plan further the organization's mission and the achievement of its vision, both in the short and long term?
- Does the plan have targets that are realistic, achievable and measurable?
- How often is the plan evaluated and who is involved in the evaluation?
- When the Board is planning, making decisions and/or responding to any risks and opportunities facing the organization, is the strategic/long term plan used?

### Steps to consider in a Strategic Planning model:

1. Create a vision and mission statement (if neither exists).
2. Create a list of short term goals. Short term goals are those that can be accomplished within the first year or two of a 5 year strategic plan.
3. Create a list of long term goals. These goals are to be met within a 5 year time period. Long term goals may be implemented in phases (e.g. introducing new services).  
\*when creating short and long term goals, make sure they are achievable and measurable
4. Outline possible ways to meet both short and long term goals. Brainstorm with members for new ideas and concepts. Even though some ideas may not be used, brainstorming is the best

way to involve every person within the organization. Make sure every member of the team is allowed to contribute to the brainstorming session.

5. Create an action plan which includes the strategies agreed on during the brainstorming sessions. The action plan should include who is responsible and what is the timelines for each item.
6. Put the vision and mission statement, short and long term goals, and ways to meet the goals into a report that also includes budgets, financial forecasts and other overhead information. This is the 5 year strategic plan.
7. Set regular times to check in and make sure the organization is moving forward with the overall strategic plan. This also allows for amendments and changes if necessary.

## Websites/Resources

Website suggestions are provided as resources only and do not constitute endorsement or ensure it is current.

[Ministry of Education Website](#)

[College of Early Childhood Educators Website](#)

[County of Wellington Website](#)

[Growing Great Generations Website](#)

[Robert's Rules of Order](#)

[Consolidated Laws - Statutes and Regulations](#)

-Child Care and Early Years Act, 2014

-Not-for-Profit Corporations Act

[Ontario's Not-for-Profit Corporations Act](#)