

TESL Ontario

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POLICY TYPE: TARGETS

POLICY TITLE: STRATEGIC PRIORITIES

Date Approved by Board: February 28, 2009

**TESL Ontario exists for
the Success of its Members**

The purpose of the TESL Ontario organization is to see that members receive the following benefits:

1. Directly:

(a) Information and resources

- Members have current and relevant information regarding best practices and trends in the ESL community

(b) Skills

- Members have the opportunity to continually develop their knowledge, skills and abilities to instruct ESL

(c) Opportunity for Professional Communication

(d) Accreditation

2. Indirectly:

(a) Work Environment

- Employers are provided with relevant information regarding ESL instruction and effective working environments for ESL instructors
- ESL instructors are recognized as professionals
- The public is aware of the value of ESL and instruction
- Members have increased ability to work in the ESL field

(b) Ministries, Funders and Stakeholders

- Advocacy, communication and consultations are undertaken to produce awareness and influence decisions regarding ESL issues and encourage policies that will be supportive of the ESL community.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #1

POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT

Date Approved by Board: February 28, 2009

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

- (a) illegal,
- (b) imprudent, or
- (c) unethical.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2a

POLICY TITLE: TREATMENT OF MEMBERS

Date Approved by Board: February 28, 2009

With respect to interactions with members or those applying to be members, the Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, undignified or unnecessarily intrusive.

The Executive Director will not:

1. Ask for 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.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2b

POLICY TITLE: TREATMENT OF STAFF AND VOLUNTEERS

Date Approved by Board: February 28, 2009

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

The Executive Director will not:

1. Operate without written personnel procedures that clarify rules for staff and volunteers.
2. Operate without position descriptions that clarify performance expectations for staff, volunteers and committees.
3. Allow staff or volunteers to be unprepared to deal with emergency situations.
4. Allow staff or volunteers to be unfamiliar with their rights and protections under this policy.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2c

POLICY TITLE: COMPENSATION AND BENEFITS

Date Approved by Board: February 28, 2009

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

The Executive Director will not:

1. Change the Executive Director's own compensation and benefits.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed. Benefits include reimbursement to volunteers for reasonable expenses associated with TESL business.
3. Create obligations over a longer term than revenue can be safely projected.

POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

Date Approved by Board: February 28, 2009

With respect to the actual, ongoing financial condition and activities, the Executive Director may not cause or allow:

- (a) the development of financial jeopardy or
- (b) a material deviation of actual expenditures from the board's strategic priorities.

The Executive Director will not:

1. Expend more funds than have been received in the fiscal year to date unless approved by the TESL Ontario Board of Directors.
2. Use any long-term reserves.
3. Conduct interfund shifting.
4. Allow payroll and debts to be handled in an untimely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Make a single purchase or commitment of greater than \$40,000. Splitting orders to avoid this limit is not acceptable.
7. Acquire, encumber or dispose of real estate.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2e

POLICY TITLE: BUDGETING

Date Approved by Board: February 28, 2009

The Executive Director shall not cause or allow budgeting for any fiscal year or the remaining part of any fiscal year to:

1. deviate materially from the board’s strategic priorities,
2. risk financial jeopardy or
3. fail to be derived from an annual or multi-year plan.

The Executive Director 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 for board prerogatives during the year than is set forth in the Cost of Governance policy.

POLICY TITLE: ASSET PROTECTION

Date Approved by Board: February 28, 2009

The Executive Director may not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The Executive Director will not:

6. 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. Allow property, information or files to be unprotected against loss or significant damage.
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
 - (a) Unnecessarily expose the organization, its board, or staff to claims of liability.
 - (b) Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
6. Make any purchase:
 - (a) wherein normally prudent protection has not been given against conflict of interest;
 - (b) of more than \$2,000 without having obtained comparative prices and quality;
 - (c) of over \$2,000 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
7. Change the organization's name or alter its identity in the community.
8. Invest or hold operating capital in insecure instruments.
9. Endanger the organization's public image, credibility, or its ability to accomplish its goals.

**POLICY TITLE: COMMUNICATION AND SUPPORT
TO THE BOARD**

Date Approved by Board: February 28, 2009

The Executive Director may not permit the board to be uninformed or unsupported in its work.

The Executive Director will not:

1. Neglect to submit monitoring data required by the board according to its policy “Monitoring Executive Director Performance” in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored, and including the Executive Director’s interpretations consistent with the “Delegation to the Executive Director” policy, as well as relevant data.
2. Let the board be unaware of any significant information it requires including anticipated adverse media coverage, threatened or pending lawsuits and material external and internal changes.
3. Allow the board to be unaware that, in the Executive Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior, which is detrimental to the work relationship between the board and Executive Director.
4. Allow the board to be without decision information required periodically by the board or let the 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 supplementary.
6. Allow the board to be without a workable mechanism 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 Targets 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 Executive Director yet required by law or contract to be board-approved, along with applicable monitoring information.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2h

POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION

Date Approved by Board: February 28, 2009

In order to protect the board from the sudden loss of Executive Director services, the Executive Director shall not permit there to be fewer than 2 people sufficiently familiar with board and Executive Director issues and procedures to enable either to take over with reasonable proficiency as an interim successor.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2i

POLICY TITLE: AFFILIATES

Date Approved by Board: February 28, 2009

With respect to the management and coordination of affiliates, the ED may not allow affiliates to operate without sufficient information to do their work.

Information includes, but is not limited to:

- D. guidelines regarding conflict of interest
- E. awareness of their duties and responsibilities both to TESL Ontario and to their own affiliate memberships
- F. boundaries for the scope of their work
- G. reporting requirements to TESL Ontario

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2j

POLICY TITLE: Partnerships, Advertising and Endorsements

Date Approved by Board: February 28, 2009

With respect to partnerships, advertising and endorsements, the ED may not allow any threat to the image of TESL Ontario.

The Executive Director may not:

1. Allow advertising to exceed 20% of the volume of TESL Ontario publications or website.
2. Accept advertisements from organizations, companies or individuals that support, promote, or include views and opinions that:
 - (a) are not in accordance with the strategic priorities of TESL
 - (b) contain demeaning or insulting content to any individual or organization.

POLICY TYPE: GOVERNANCE PROCESS

GP #1

POLICY TITLE: GLOBAL GOVERNANCE PROCESS

Date Approved by Board: February 28, 2009

The purpose of the board is to:

1. Represent the interests of the members of TESL Ontario. The Affiliate Representatives are one of the key communication links (but not the only) that the board will employ to communicate with the membership at large, since the Affiliate Representatives have a natural linkage with the members.
2. Determine the benefits that the organization will provide for the members of TESL, keeping a long term, strategic perspective, (as written in the Target policies), and
3. Monitor the operations to ensure that the Executive Limitations policies are being complied with and that the strategic priorities are being accomplished, according to the Board-Management Delegation policies.

POLICY TITLE: GOVERNING STYLE

Date Approved by Board: February 28, 2009

The board will govern lawfully, with an emphasis on:

- (a) outward vision rather than an internal preoccupation,
- (b) encouragement of diversity in viewpoints,
- (c) strategic leadership more than administrative detail,
- (d) clear distinction of board and chief executive roles,
- (e) collective rather than individual decisions,
- (f) future rather than past or present and
- (g) proactivity rather than reactivity.

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will normally be proactive regarding policy initiatives. The board will not use the expertise of individual board members to substitute for the judgment of the board although the expertise of individual board members may be used to enhance the understanding of the board as a body.
2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability. Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force.
 - 3.1 It is expected that board members will receive their full board packages one week prior to each board meeting, and that all board members have fully read the package and are fully prepared for efficient discussions.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

5. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.
6. The board will engage in a review of its governance process on a regular basis, no less than every 3 years.
7. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

POLICY TITLE: BOARD JOB DESCRIPTION

Date Approved by Board: February 28, 2009

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board will provide:

1. **Proactive linkage** between the operational organization and the membership.
2. **Written governing policies** that realistically address the broadest level of all organizational decisions and situations.
 - (a) **Targets:** Organizational impacts, products, effects, benefits, outcomes, recipients, beneficiaries, and their relative worth in cost or priority.
 - (b) **Executive Limitations:** Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - (c) **Governance Process:** Specification of how the board conceives, carries out and monitors its own tasks.
 - (d) **Board-Management Delegation:** How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
3. **Assurance of successful organizational performance** against Target and Executive Limitations policies.

POLICY TYPE: GOVERNANCE PROCESS

GP #2c

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

Date Approved by Board: April 17, 2010

This outlines the Board of Directors' expectations of one another and the Board as a whole. It is important to note that this policy also applies to the Executive Director of the Organization.

1. Board members must have loyalty to the membership, unconflicted by loyalties to staff, individual TESL Ontario Affiliates, other organizations, and any personal interest as a member
2. Board members must avoid conflict of interest or perception of conflict of interest. Please refer to the Conflict of Interest Policy GP #2d for definition and details.
3. Board members may not attempt to exercise individual authority over the organization.
 - (a) Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
 - (b) Board members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except explicitly stated board decisions or as directed by the Board.
 - (c) Except for participation in board deliberation about whether the Executive Director has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the Executive Director.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members will be properly prepared for board deliberation.

6. Board members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the members' personal position on the issue.
7. A board member is considered to have resigned if he/she is absent from more than 60% of meetings in a year without notice.

The Board of Directors will review this policy on an annual basis.

POLICY TITLE: GOVERNANCE PROCESS

GP #2d

POLICY TITLE: CONFLICT OF INTEREST POLICY

Date Approved by Board: April 17, 2010

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. It is important to note that this policy also applies to the Executive Director of the Organization and others acting as representatives of the organization.

Whenever a Board member has a conflict of interest or perceived conflict of interest with the Association, or with any subject matter that may be discussed at any given board meeting, this conflict needs to be brought to the attention of the Board of Directors.

After identifying the issue, matter or transaction with respect to which a conflict exists, the Director shall withdraw from any further involvement in that issue, matter or transaction, unless a majority of the Directors determine that the conflict is:

- immaterial or not adverse to the interests of the Association, or
- the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the study or consideration of the issue, but not the final discussion, decision or vote.

A Board member who is uncertain as to whether they may have a conflict should ask the Board for an opinion.

Each Board agenda will make mention of Declaration of Conflict of Interest so the issue can be declared up front. The minutes of the meeting at which the disclosure of any conflict is made, shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

A conflict of interest exists when:

- Any Board member, or close relative, or employer of the Board member, has an interest in an issue, matter or transaction in which the Association has an interest; or

- When any Board member or close relative acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence the Association on any issue, matter or transaction.

An individual or an organization is deemed to have an interest, if the individual (1) is an agent for a person or organization with an identified goal of influencing a decision by the Association; or (2) would experience a material economic gain or loss from a decision by the Association.

A "close relative" is defined as a spouse, a child, natural or adoptive parent, grandparent, grandchild or siblings. The term also includes any other family member who resides in the same household as a Director or shares living quarters with a Director under circumstances that closely resemble a marital or partner relationship.

In the case of a TESL Ontario representative who finds himself or herself in a conflict of interest in any position with another organization, the TESL Ontario representative shall immediately notify the Board, and the Board may appoint an alternative TESL Ontario representative to represent the interests of TESL Ontario in the proceedings of the other organization.

In addition to the foregoing, Board members should not:

- use inside information (i.e. information made available to them because of their position as a Director which is proprietary or confidential or otherwise not generally known to the public) for their personal advantage, or that of any close relative
- accept any service, discount, concession, fee for advice or service or thing of value from any person or organization with an interest in an issue, matter or transaction in which the Association also has an economic interest under circumstances that would suggest an obligation on the part of the Board member to exert any influence on the Association to enter into a transaction or adopt, alter or abolish any policy on a position.

The Board of Directors will review this policy on an annual basis.

POLICY TITLE: BOARD CHAIR'S ROLE

Date Approved by Board: February 28, 2009

The Board Chair, a specially empowered member of the board, assures the integrity of the board's process and, secondarily, represents the board to outside parties.

1. The assigned result of the board chair's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - (a) Meeting discussion content will ordinarily only be those issues, which, according to board policy, clearly belong to the board to decide or to monitor.
 - (b) Deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point.
 - (c) Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.

2. The authority of the board chair consists in making decisions that fall within the topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the Executive Director (b) where the board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - (a) The Board Chair is empowered to chair board meetings with all the commonly accepted power of that position (eg. ruling, recognizing).
 - (b) The Board Chair has no authority to make decisions about policies created by the board within Targets and Executive Limitations policy areas. Therefore, the Board Chair has no authority to supervise or direct the Executive Director.
 - (c) The Board Chair may represent the board to outside parties in announcing board-stated positions and in stating Board Chair decisions and interpretations within the areas delegated to him or her.

- (d) The Board Chair may delegate this authority, but will remain accountable for its use.

POLICY TYPE: GOVERNANCE PROCESS

GP # 2f

POLICY TITLE: BOARD SECRETARY'S ROLE

Date Approved by Board: February 28, 2009

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.
 - (b) Bylaws elements necessary for legal compliance will be known to the board.
 - (c) Requirements for format, brevity and accuracy of board minutes will be known to the Executive Director.
2. The authority of the secretary is access to and control over board documents, and the use of staff time in this regard.

POLICY TYPE: GOVERNANCE PROCESS

GP # 2g

POLICY TITLE: TREASURER'S ROLE

Date Approved by Board: February 28, 2009

The job result (or purpose) of the Treasurer is to engage in financial performance monitoring and to produce board assurance of organizational performance against board-specified Executive Limitations (financial) policies.

Accordingly, the Treasurer will:

1. Chair the Finance Committee.
2. Produce board direct inspection monitoring reports according to the monitoring schedule (see BMD # 2d, Monitoring Executive Performance) which will ensure that the financial operations of the organization are consistent with the board's financial policies (found in the Executive Limitations policies).
3. Ensure the board that a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Executive Limitations policies determined by the board to be monitored by external means, and ensure that audit results are communicated to the board no later than [date] each year.

POLICY TITLE: ROLE OF AFFILIATE REPRESENTATIVES

Date Approved by Board: December 12, 2009

The roles of the Affiliate Representatives Group are as follows:

1. **Networking:** To learn from each other to be better able to serve their own local membership. The AR group will meet regularly to network and learn from the experiences of other ARs so that they can better serve their membership. The AR group will meet on its own at least one time each year, in a location determined by the group.
2. **Membership Linkage:** To contribute to the Board's awareness of the strategic issues of the members-as-owners since the Affiliate Directors have a natural linkage with the members. At least once per year the AR group will meet at the request of the Board and communicate with the Board regarding membership issues.
3. **Member Information and Education:** The ARs educate and assist their own local members regarding TESL Ontario including:
 - a. the benefits of TESL Ontario membership
 - b. Where and how to get answers to questions that the ARs cannot provide themselves
 - c. Information relevant to affiliates and the members
4. **Ambassadors of TESL Ontario:** ARs support TESL Ontario initiatives and help to support the organization's image.

The Roles of Affiliates: Affiliates are one of the ways that TESL Ontario achieves its Ends of delivering benefits to its members, because of the local delivery of services and professional development that is relevant to the local affiliate.

The Role of Affiliate Boards: Affiliate Boards are in place to organize the activities of the affiliates based and designed on local needs.

POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Date Approved by Board: February 28, 2009

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

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 Executive Director.
3. Board committees cannot exercise authority over staff. The Executive Director 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 some 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. Committees will be used sparingly and ordinarily in an ad hoc capacity.
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.
7. This policy does not apply to operational committees under the authority and direction of the Executive Director, including Conference, Certification, Website and Public Relations, Membership and Research Committees.

POLICY TITLE: BOARD COMMITTEE STRUCTURE

Date Approved by Board: February 28, 2009

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Timely reporting to the Board shall be by submission of a written report, following each meeting, with appropriate verbal comment by the Committee chair.

These are simply examples of board committees.

1. Nominating Committee:

(a) Products:

- (i) Properly screened board members, to be identified by August 31st to allow sufficient time for posting and possible mail-in election before the AGM.
 - (ii) Well-designed board development opportunities (e.g. events, training sessions, retreats) which meet board-identified governance needs.
- (b) Composition:** Membership shall be the Chair, Vice-Chair and one Affiliate Board member.

2. Finance Committee:

(a) Products:

- (i) Review and approve the association's draft annual budget prepared by the E.D. and present to the Board for approval for each new fiscal year.
 - (ii) Identify short-term and long-term financial priorities for the association consistent with previously established goals but responsive to changing needs.
 - (iii) Ensure that a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics, with audit results communicated to the board no later than Sept. 15th each year.
- (b) Composition:** Membership shall be the Treasurer, Chair, Vice-Chair and Executive Director. The Treasurer will chair the committee.

POLICY TITLE: ANNUAL PLANNING

Date Approved by Board: February 28, 2009

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 strategic priorities 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 [month] so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term strategic priorities.
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 strategic priorities 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 1 week before the board meeting.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. Executive Director remuneration will be decided annually at budget time after a review of monitoring reports received in the previous year.
5. Executive Director 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.

6. The Board will strive to avoid setting Board meetings that conflict with any major religious holidays.

POLICY TYPE: GOVERNANCE PROCESS

GP #21

POLICY TITLE: COST OF GOVERNANCE

Date Approved by Board: February 28, 2009

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 member viewpoints and values.
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 for the next fiscal year during the month of February. (*Fiscal year Apr 1 to March 31*)

**POLICY TYPE: BOARD-MANAGEMENT
DELEGATION**

BMD #1

POLICY TITLE: GLOBAL BOARD-MANAGEMENT DELEGATION

Date Approved by Board: February 28, 2009

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

**POLICY TYPE: BOARD-MANAGEMENT
DELEGATION**

BMD #2a

POLICY TITLE: UNITY OF CONTROL

Date Approved by Board: February 28, 2009

Only officially passed motions of the board are binding on the Executive Director.

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

**POLICY TYPE: BOARD-MANAGEMENT
DELEGATION**

BMD #2b

**POLICY TITLE: ACCOUNTABILITY OF THE
EXECUTIVE DIRECTOR**

Date Approved by Board: February 28, 2009

The Executive Director is the board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The board will view Executive Director performance as identical to organizational performance, so that (a) accomplishment of board-stated Targets and (b) avoidance of unacceptable conditions in the Executive Limitations policies, will be together viewed as successful Executive Director performance.

**POLICY TYPE: BOARD-MANAGEMENT
DELEGATION**

BMD #2c

**POLICY TITLE: DELEGATION TO THE
EXECUTIVE DIRECTOR**

Date Approved by Board: February 28, 2009

The board will instruct the Executive Director through written policies that prescribe the organizational Targets to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

1. The board will develop policies instructing the Executive Director to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Targets policies. All issues that are not strategic priority issues as defined here are means issues.
2. The board will develop policies that limit the latitude that the Executive Director may exercise in choosing the organizational means. These limiting policies will describe those 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 never prescribe organizational means delegated to the Executive Director.
3. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
4. Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the Executive Director to the board's satisfaction.
5. As long as the Executive Director uses *any reasonable interpretation* of the board's Targets and Executive Limitations policies, the Executive Director is authorized to establish further policies, make decisions, take actions, establish practices and develop activities, based on a plan to be submitted to the board by the Executive Director regularly, eg. annually. Such decisions of the Executive Director shall have full force and authority as if decided by the board.

6. The board may change its Targets and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By so doing, the board changes the latitude of choice given to the Executive Director. But so long as any particular delegation (policy) is in place, the board and its members will respect and support the Executive Director's choices.

**POLICY TYPE: BOARD-MANAGEMENT
DELEGATION**

BMD #2d

POLICY TITLE: MONITORING EXECUTIVE PERFORMANCE

Date Approved by Board: February 28, 2009

Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job products: organizational accomplishment of board policies on Targets and organizational operation within the boundaries established in board policies on Executive Limitations.

1. Monitoring is simply 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:
 - (a) by **INTERNAL REPORT**: in which the Executive Director discloses interpretations and compliance information to the board,
 - (b) by **EXTERNAL REPORT**: in which an external, disinterested 3rd party selected by the board assesses compliance with the Executive Director's interpretation of board policies,
 - (c) by **BOARD DIRECT INSPECTION**: in which a designated board member or members of the board assess compliance with the Executive Director's interpretation of the appropriate policy criteria.
3. In every case, the board will judge (a) the reasonableness of the Executive Director's interpretation, and (b) whether data demonstrate accomplishment of the interpretation.
4. The standard for compliance shall be *any reasonable Executive Director interpretation* of the board policy being monitored. The board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favoured by board members or by the board as a whole.

5. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule, as follows:

Policy	Frequency (times per year)	Method (see legend below)
Target Policies	1x	IR
EL #1 Global Executive Constraint	1x	IR
EL #2a Treatment of Members	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 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
<p><u>Methods:</u> IR = Internal Executive Director Report ER = External Report BDI = Board Direct Inspection</p>		