Mamele'awt Qweesome Housing Society

BOARD POLICY MANUAL

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BOARD POLICIES
Governance Document of the Board of Directors
(Adopted at Board Meeting held <Date>)

PREAMBLE
The following document is intended by the Board of Directors (or simply "the Board") to implement a **Accountability Model** for the specific needs of the Mamele'awt Qweesome/To'o Housing Society (or "the Society"). The Board Policies fall into three categories: Mission Principles, Boundary Principles, and Accountability Principles, and are subject to continual revision by the Board to meet the requirements of the Society by additions or deletions, through a Resolution passed by a quorum of the Board. The Board Policies are not subject to revision or approval by any authority other than the Board.

<u>Through its Mission Principles</u> the Board **prescribes for the Chief Executive Officer (CEO)** the major ends to be achieved by the Society. These ends are in harmony with the following Vision and Mission Statement adopted by the Society and carried out in a manner consistent with the Society's Core Values.

<u>Through its Boundary Principles</u> the Board **sets limits** on the means that may be used in pursuit of those ends prescribed through the Mission Principles. However the Board is careful not to prescribe any particular means to be used, in order to leave the leadership and management of the Society to its CEO and staff.

<u>Through its Accountability Principles</u> the Board **instructs its President** how to maintain the connection of the Board with its constituents, the monitoring of the CEO's performance and the integrity of the Board's own processes.

MISSION PRINCIPLES
*(Whereby the Board prescribes for the CEO **what difference** the Society is to make **for whom** and **to what extent**).*

Vision Statement: Mamele'awt Qweesome will be recognized as a sustainable housing provider, managed by a caring and competent team, building a better tomorrow for the people.

Mission Statement: Mamele'awt Qweesome provides affordable housing and support services primarily for Aboriginal people in the Fraser Valley in a way that ensures tenant safety, empowers self-determination and the honoring of healthy agreements.

* **Strategic Priorities**

* (to be developed by the CEO and approved by the Board of Directors by…date………)

BOUNDARY PRINCIPLES

*(Whereby the Board limits **the acceptable means** that the CEO may use to achieve the Mission Principles.)*

BP1.0 Comprehensive Boundary Principle

The CEO shall not cause or allow any practice, decision, or circumstance that is unlawful, contrary to the Bylaws of the Society, contrary to the Board Policies, or clearly imprudent for an organization in Canada.

BP1.1 Component Principle: Integrity and Reputation

The CEO shall not fail to uphold appropriate conduct and the Society's standards in all of its operations and communications in order to safeguard both the integrity and the reputation of the Society.

BP1.1 *Detail Principle: Standards*

The CEO shall not allow Society personnel to continue in practices in the workplace that are inappropriate for an organization or unproductive with respect to its mission. Nor shall the CEO fail to apply appropriate influence toward any individual associated with the Society that persists in such practices in the workplace.

BP1.2 Component Principle: Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not fail to advance the Board's Mission Principles, shall not risk financial jeopardy and shall not be limited to a short-range perspective.

BP1.2.1 *Detail Principle: Sufficient Information*

The CEO shall not allow budgeting that contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, relation of expenditures to Society Principles and disclosure of multiyear planning assumptions.

BP1.2.2 *Detail Principle: Expenditures within Projected Funds*

The CEO shall not allow budgeting that plans the expenditure in any fiscal year of more funds than are reasonably projected to be received in that period, unless special circumstances are adequately described to the Board including a realistic plan to use related surpluses or to make up the deficit within the following two fiscal years

BP1.2.3 *Detail Principle: Asset and Cash Margins*
The CEO shall not allow budgeting what intentionally allows cash and readily marketable securities to drop below a safety reserve of less than $500,000.

BP1.2.4 *Detail Principle: Board Funding*
The CEO shall not allow budgeting that provides less for Board's support than is adequate with reference to the Cost of Governance Principle, AP 1.2.8

BP1.2.5 *Detail Principle: Certification of Budget by Board*
The CEO shall not fail to bring the annual budget to the Board next fiscal year for certification as being in compliance with the Board Policies.

BP1.3 Component Principle: Financial Condition and Activities

With respect to the actual, ongoing financial conditions and activities, the CEO shall not allow the development of fiscal jeopardy or a fundamental deviation of actual expenditures from Board's priorities established in the Mission Principles.

BP1.3.1 *Detail Principle: Expenditures*
The CEO shall not expend more funds than have been received in the fiscal year to date unless existing surpluses allow or the borrowing principle, BP1.3.2, is met

BP1.3.2 *Detail Principle: Borrowing*
The CEO shall not borrow funds without the prior approval of Board.

BP1.3.3 *Detail Principle: Inter-fund Shifting*
The CEO shall not make inter-fund transfers without prior Board approval.

BP1.3.4 *Detail Principle: Payroll and Debt Settlement*
The CEO shall not fail to settle payroll and debts in a timely manner.

BP1.3.5 *Detail Principle: Government Payments and Filings*
The CEO shall not allow tax payments, if any, or other government-ordered payments or filings to be overdue or inaccurately filed.

BP1.3.6 *Detail Principle: Fundraising Projects*
The CEO shall not announce a major fundraising project without first reviewing the rationale and expectations with the Board before making the decision public.

BP1.3.7 *Detail Principle: Loans*
The CEO shall not authorize, nor be compelled, to make loans to Board of Directors, Committee Member or employees.

BP1.4 Component Principle: Protection of Assets

The CEO shall not allow the assets to be unprotected, inadequately maintained or unnecessarily risked.

BP1.4.1 *Detail Principle: Insurance*

The CEO shall not fail to insure against theft and casualty losses to full replacement value and shall not fail to insure against liability losses to Board members, staff and the Society itself in an amount not less than $5,000,000.

BP1.4.2 *Detail Principle: Access to Funds*

The CEO shall not allow personnel access to material amounts funds without proper internal controls.

BP1.4.3 *Detail Principle: Facilities and Equipment*

The CEO shall not subject facilities and equipment to improper wear and tear or insufficient maintenance.

BP1.4.4 *Detail Principle: Liability*

The CEO shall not unnecessarily expose the organization, its Board, or its staff to claims of liability.

BP1.4.5 *Detail Principle: Purchases*

The CEO shall not authorize purchases for unanticipated expenditures not provided for in approved annual budget if over $50,000 for emergency repairs, and over $10,000 but less than $20,000 for other expenditures without Board President approval. A report must be made at the following Board meeting for any non-budgeted expenditures.

BP1.4.6 *Detail Principle: Information Protection*

The CEO shall not fail to protect intellectual property, information, and files from loss or significant damage, nor shall the CEO fail to annually certify compliance with the Personal Information Protection and Electronic Documents Act.

BP1.4.7 *Detail Principle: Auditor*

The CEO shall not receive, process, or disburse funds under controls that are insufficient to meet the standards of the auditor appointed by the Board.

BP1.4.8 *Detail Principle: Investment Parameters*

The CEO shall not allow investments against the counsel of a qualified investment advisor, shall not hold operating capital in non-interest bearing accounts except when necessary to facilitate ease in operational transactions, and shall not allow investments plus cash to drop below the total of restricted fund balances. Investments will be restricted to interest bearing accounts with a chartered bank or credit union, or guaranteed Term Deposits.

BP1.5 Component Principle: Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public reputation.

BP1.5.1 *Detail Principle: CEO's Compensation*
The CEO shall not change his or her compensation and benefits without the approval of the Board.

BP1.5.2 *Detail Principle: Market Value*
The CEO shall not establish compensation and benefits that deviate materially from the Board's approved compensation policy and without informing the Board.

BP1.5.3 *Detail Principle: Staff Additions and Term of Compensation*
The CEO shall not promise or imply permanent or guaranteed employment, or create compensation obligations over a longer term than revenues can be safely projected and in all events subject to cancellation due to unexpected financial losses.

BP1.5.4 *Detail Principle: Fairness of Benefits*
The CEO shall not establish or change health or pension benefits in a manner to cause unpredictable or inequitable treatment of staff.

BP1.5.5 *Detail Principle: Employee Compensation*
The CEO shall not allow payments toward salaries, wages, and benefits, as established by the Board through a resolution, to exceed the amounts ratified by the Board.

BP1.6 Component Principle: Treatment of Staff

With respect to the treatment of paid and volunteer staff, the CEO may not cause or allow conditions that are unfair or unlawful.

BP1.6.1 *Detail Principle: Personnel Policies*
The CEO shall not operate without concise personnel policies that clarify rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as grossly preferential treatment for personal reasons.

BP1.6.2 *Detail Principle: Grievance*
The CEO shall not prevent staff from expressing a grievance to the Board when 1) internal procedures have been exhausted, and 2) the employee alleges *either* that the Board Policies have been violated to his or her detriment *or* that the Board Policies do not adequately protect his or her human rights.

BP1.6.3 *Detail Principle: Notice*
The CEO shall not fail to acquaint the staff with their rights according to the Board Policies.

BP1.6.4 *Detail Principle: Appointment of Senior Staff*
The CEO shall not appoint a Director of Finance or Director of Operation, without first inviting input and approval from the Board.

BP1.7 Component Principle: Treatment of Residents

With respect to the treatment of residents and clients, the CEO may not cause or allow conditions that would not respect the rights of residents.

BP1.7.1 Detailed Principle: Tenant Rights

The CEO shall not fail to acquaint tenants of their rights as protected by the Residential Tenancy Branch of BC, ensure these rights are upheld, provide for effective handling of complaints, and protect against wrongful conditions such as neglectful, disrespectful or abusive treatment.

BP1.8 Component Principle: Communication with and Support to the Board

The CEO shall not permit the Board to be uninformed or unsupported in its work, including prompt notice of any significant violation of Boundary Principles.

BP1.9 Component Principle: Emergency Succession

In order to protect the Board from the sudden loss of one of the senior staff, the CEO must have no fewer than two other senior staff members familiar with current issues and processes pertaining to the Board and CEO.

ACCOUNTABILITY PRINCIPLES

(Whereby the Board defines for the President the ***standards to enforce the three accountabilities*** *of the Board)*

AP1.0 Comprehensive Accountability Principle

The accountability of the Board for the benefit of the Society is to see that the staff, through the leadership of the CEO, 1) achieves the Mission Principles, and 2) avoids violation of the Boundary Principles.

AP1.1 Component Principle: Accountability of the Board to Constituents

The Board shall maintain an active connection to those who have entrusted them with the Society, i.e. participating members, donors, volunteers, and other stakeholders.

AP1.1.1 Detail Principle: Connecting with Other Stakeholders

Every 3 to 4 years the Board will arrange an objective survey to better understand the effectiveness of its relationship with partner agencies, the interests of supporters, and the needs of the Society.

AP1.1.2 Detail Principle: Responding to Questions and Concerns

a. The Board will refer all questions and concerns pertaining to the operations of the Society to the CEO for resolution at the appropriate staff level.
b. Questions and concerns pertaining to neglect of the Mission Principles or violation of the Boundary Principles will be presented by the President to the Board for its review and response if the communication is written and signed, and the President deems it

appropriate, after considering the CEO's response and the advice of two other Board members.

c. Unwritten or unsigned questions and concerns will not be considered by the President for presentation to the Board, nor shall the President respond without presentation to the Board except to explain Board Policies.

AP1.2 <u>Component Principle: Accountability of the Board to Itself</u>

The Board shall conduct itself with discipline and integrity with regard to its own process of governance.

AP1.2.1 *Detail Principle: Board Responsibilities*

The governance responsibilities of the Board are 1) connecting to constituents, 2) writing the Board Policies, and 3) monitoring CEO's performance. In addition to these three governance responsibilities, the Board shall exercise the authority that is granted to it through the bylaws but withheld from the CEO by the Board through the Boundary Principles.

AP1.2.2 *Detail Principle: Board Style*

The Board will govern with an emphasis on 1) future vision rather than past or present preoccupation, 2) collective rather than individual decisions, 3) respect for diversity in viewpoints, 4) strategic leadership more than administrative detail, 5) clear distinction of Board and staff roles, and 6) proactively rather than reactively.

AP1.2.3 *Detail Principle: Board Member Code of Conduct*

The Board commits itself and its members to the following code of conduct:

a. <u>Loyalty</u>: Within the Board each member must represent the Society in its totality and not the special interests of any group within the organization or outside of it. Each member must also disclose any personal or organizational conflict of interest and withdraw from any decision-making process materially affected.
b. <u>Unity</u>: Members of the Board must support the decisions of the Board acting as a whole. They may not foster dissent or attempt to exercise individual authority over the staff or the organization except as explicitly stated in the Board Policies.
c. <u>Confidentiality</u>: Members of the Board must respect the confidential nature of sensitive Board issues and must avoid facilitating gossip or other "triangulation" contrary to the practice of direct resolution.

AP1.2.4 *Detail Principle: Criteria for Potential Board Members*

a. <u>Composition</u> of the Board must comply with the bylaws.
b. <u>Candidates</u> for the Board must evidence the capacity to perform the responsibilities (AP1.2.1), the disposition to embrace the style (AP1.2.2), and the commitment to honour the code (AP1.2.3) of the Board.

c. Expertise within the Board should reflect a healthy mix of the following areas: governance, global perspectives, finance, law, business or non-profit leadership, real estate, construction, fundraising, public relations or management, and human resources. Areas of expertise not represented among Board members will be obtained from outside resource persons as needed.

AP1.2.5 *Detail Principle: President, CEO, and Secretary Treasurer*

a. The President is responsible to implement the Accountability Principles. The President is authorized to use any reasonable interpretation of these principles to ensure that the Board fulfills them.
b. The CEO is responsible to be the primary leader and spokesman of the Society. With respect to the work of the Board, the CEO will provide the primary vision and guidance except for the monitoring of performance. If a question of process arises with regard to the bylaws or the Board Policies, the CEO will defer to the judgement of the President.
c. The Secretary is responsible to update and distribute the Board Policies, the minutes of meetings, and any supporting materials of the Board. This responsibility does not preclude his or her use of staff or volunteers to assist in whole or in part (for example, a recording secretary invited to attend meetings to take minutes).
d. The Treasurer is also responsible to ensure current financial statements are prepared and available for presentation at each regular Board meeting. This responsibility does not preclude his or her use of staff (under the direction of the CEO) to assist in whole or in part.

AP1.2.6 *Detail Principle: Policy Documents*

a. All policies of the Board binding on itself or the CEO will be placed in the Board Policies, and not in other policy documents.
b. Minutes of the meetings will record all decisions of the Board, including decisions to revise the Board Policies.
c. The limitation to these two forms of documentation is intended to ensure that a reading of the current Board Policies and of recent Board minutes will reflect all the pertinent standing policies and decisions of the Board respectively, without recourse to other documents.
d. The chain of policy documents is as follows: bylaws, by which the Members instruct the Board; Board Policies (including appendices), by which the Board instructs the CEO; and staff policies, by which the CEO instructs the staff.

AP1.2.7 *Detail Principle: Use of Board Committees*

Board committees, if used, will be assigned to tasks within the responsibilities of the Board (AP1.2.1) and not to involvement with the work of the CEO or the staff; this principle includes an Executive Committee if used. An Executive Committee may be used at the discretion of the President to assist with his or her responsibilities. Such an Executive Committee may also act on behalf of the Board on a matter specifically delegated to it by the Board. The Executive Committee will consist of the President, the Vice-President, the Secretary-Treasurer, and the CEO as a non-voting member.

AP1.2.8 *Detail Principle: Cost of Governance*

The Board will invest amply in its own governance capacity through training, outside expertise, research, communications, and meeting costs.

AP1.2.9 *Detail Principle: Tools for Efficiency*

The Board will utilize an annual calendar cycle to schedule its responsibilities (AP1.2.1), meeting agendas that facilitate training and responsibilities, routine consent agendas for items delegated to the CEO but legally requiring a Board vote, and advance preparation documents for major decisions.

<u>AP1.3 Component Principle: Accountability of the CEO to the Board</u>

The Board's sole official connection to the operating organization of the Society, its achievement, and its conduct shall be through the CEO.

AP1.3.1 *Detail Principle: Unity of Control*

Only decisions of the Board acting as a whole and documented in the Board Policies or the minutes of the Board meetings are binding on the CEO.

AP1.3.2 *Detail Principle: Accountability of the CEO*

The CEO is the Board's only link to operational achievement 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 CEO.

AP1.3.3 *Detail Principle: Instruction to the CEO*

The Board will instruct the CEO through the Mission Principles, which prescribe the outcomes to be achieved, and through the Boundary Principles, which limit the acceptable means to those outcomes. The Board allows the CEO to use any reasonable interpretation of these principles.

AP1.3.4 *Detail Principle: Performance of the CEO*

The Board will conduct an objective monitoring of the CEO's performance solely against accomplishment of the Mission Principles and compliance with the Boundary Principles.

a. The CEO will be required to write measurable goals each year that correspond to each of the Board's Mission Principles.

b. At each meeting of the Board, the CEO will offer a brief progress report on the annual goals. The President may also ask the CEO to provide additional information for the work of the Board by identifying the governance task in AP1.2.1 for which the information is needed.
c. Each year the Board shall review the results achieved by the CEO on each of the Mission Principles as the basis of compensation increase or corrective action. These results include both those achieved with reference to annual goals and those achieved in addition to annual goals.
d. The CEO will be required to report to the Board on compliance with the Boundary Principles at each annual performance review and to affirm or give evidence of compliance upon request by the Board at any time.

Mamele'awt Qweesome Housing Society

ANNUAL BOARD CALENDAR

FEBRUARY (focus on the next fiscal year)

1. Board Meeting
2. Approval of the CEO's annual plan
3. Approve the budget for the next fiscal year
4. Review of adequacy of Facility Replacement Reserves
5. Ratify the list of names nominated to serve as directors

MAY/JUNE *(focus on last year – how did we do?)*

1. Board meeting
2. Complete performance review of the CEO
3. Privacy Officer presents annual report of compliance

SEPTEMBER/OCTOBER (Board professional development – how to be the best Board)

1. Board meeting
2. Board governance professional development and Board self-assessment of its own performance
3. Review Board Policies and make changes recommended by Governance Committee
4. Board Secretary reports to the Board on the Society's compliance with regard to the filing of the annual Society Act and CRA Charity Reports
5. Risk assessment review, including a review of adequacy of insurance coverage
6. Succession planning discussion regarding all key management and Board of Director positions

NOVEMBER/DECEMBER (focus on long term / strategic planning)

1. Board meeting and Annual Board Retreat
2. Welcome and orient new board members
3. Board education: invite experts from academia, consultants and other boards to share current information related to the sector and future trends
4. Review mission, vision and core values
5. Review and update Strategic Plan
6. Annual General Meeting
7. Appoint President, Vice-President, Secretary and Treasurer, and Committee members

Mamele'awt Qweesome Housing Society

BOARD GUIDELINES

GENERAL OVERVIEW

a) The Board of Directors will comprise of a total of (7) seven Board Members duly elected at a General Membership Meeting or as the membership so desires through Resolutions and changes to the Constitution of the "Society"

b) The President, Vice President, Treasurer and Secretary will make up part of the (7) seven Board Elect as the "Society's" Executive Board Members

c) The full Board of Directors will be responsible for:

   i) Establishing the general objectives, goals, policies and regulations of the Society.

   ii) Ensuring that the mandate of the Society is fulfilled.

   iii) Developing, interpreting, approving and implementing the policies and regulations of the Society.

   iv) Providing continuous leadership, counsel and support to the CEO of the Society.

   v) Putting into consideration of all matters of importance regarding the management of the Society.

   ix) Examining and approving of the Society budgets and financial statements.

d) All Board of Directors' decisions through Policies and Regulations are final. The Administration is accountable to carry out these Policies relating to all projects and programs of the Society.

e) The Board of Directors are responsible, in conjunction with the Chief Executive Officer, to secure the financial obligation of the Society on an on-going basis from year to year, from Canada Mortgage and Housing Corporation (FUNDER(S)) or BC Housing Management Corporations (BCHMC) and from other relevant funders to ensure operations, projects and the programs of the Society are secured. Budgets will be prepared, approved and spent accordingly. The Society is to live within the limitations of the Society in relation to revenue and expenditures.

f) The Board of Directors and membership may develop by-laws from time to time as the Society progresses.

g) Before developing any By-laws, the Board of Directors and the Membership will ensure that the Policies developed will be in the best interest of the Society.

h) The Board of Directors will employ a Chief Executive Officer to carry out, supervise staff and to administer all Projects and Programs of the Society.

Mamele’awt Qweesome Housing Society

ROLE DESCRIPTIONS

BOARD OF DIRECTORS ROLE DESCRIPTION

(with thanks to Dr. Larry Perkins)

The Board of Mamele’awt Qweesome/To’o Housing Society (“the Society”) is formed from individuals elected by the organization’s membership. The President of the Board gives oversight to it, in consultation with the Chief Executive Officer (CEO). The essential role of the Board within the organization includes the following:

a. Ensuring that the Society mission is being implemented passionately and persistently through a board approved vision.
b. Recommending policies to the members or creating policies within the areas assigned to the Board by the organization and consistent with the constitution, bylaws and values, so that the Society functions in a consistent, ethical, fiscally responsible and legal manner.

The Board normally meets every month (except in the summer months). It is responsible for the leadership of the Society, vision casting, strategic planning, financial oversight and employee welfare, and ensures that programs and policies have been established by the CEO and his staff that will nurture the welfare of the organization.

Board Covenant – Guiding Principles for Board Members

As leaders in our organization we must demonstrate by example healthy relationships, attitudes and behaviour. As members of the Board, we commit ourselves to:

1. Speak respectfully about each other in all contexts.
2. Address and resolve conflicts quickly.
3. Come to Board meetings prepared and informed.
4. Support the Board once it has made a decision. If unable to do so, then be willing to resign.
5. Be honest in all Board dealings and discussions, voluntarily identifying potential conflicts of interest and never pursuing a personal agenda.
6. Hold all Board discussions in complete confidence.
7. Agree that the Board President speaks for the Board.
8. Carry out their legal duties by acting with honesty, loyalty, care, diligence, skill and prudence.
9. Agree they have no authority outside of the Board meeting unless specifically assigned by the Board. After each Board meeting they are volunteers under the direction of the Board President and CEO.
10. Hold one another accountable for this covenant and agreeing to resign if significant and/or consistent violations of its provisions occur.

BOARD PRESIDENT ROLE DESCRIPTION

(with thanks to Dr. Larry Perkins)

General Guidelines:

The Board President is appointed annually by the Board of Directors of the Mamele'awt Qweesome/To'o Housing Society ("the Society") at its annual general meeting. The appointment takes effect at the end of that meeting in time for new fiscal year, which begins (date). The President is nominated from and by the Board members, and appointment to the position requires a 75% majority vote of Board members voting. If more than one candidate is nominated, a paper ballot is required.

The President's term is twelve months.

The President can resign in writing to the Chief Executive Officer (CEO) and/or Vice-President of the Board. The Board can at any time decide by majority vote to replace the President and appoint a new President.

At the annual meeting of the Board all other Board positions will be filled, including Vice-President, Secretary, Treasurer and committees.

Position Description for the Board President

The President ensures that the Board of the Society operates in accord with the Board Policy Manual, the mission and values of the organization, and any legal requirements for non-profit charitable societies, and that it accomplishes its responsibilities as defined in the bylaws of the Society.

The President is directly accountable to the Board for the fulfillment of the President's responsibilities.

The President is committed to the Board's success in fulfilling its responsibilities with excellence so that the Society will be institutionally robust. S/he promotes outstanding Board development and governance practices, while celebrating the hard work of individual Board members and the entire team.

The President understands and is passionate about the mission, vision and values of the organization, encouraging all Board members to demonstrate the same disposition. S/he upholds the ethical and legal principles that define the Society in Mission, (province).

Primary Duties:

1. In regard to the Board:
    a. Ensure that the Board has appropriate governance guidelines, and that these guidelines are being followed and reviewed biennially.
    b. President all Board meetings.
    c. Ensure that Board meeting agendas are developed and circulated at least one full week before a Board meeting and that other reports necessary for decision making at Board meetings are circulated in advance so that Board members can come informed to the meetings.
    d. Promote meaningful dialogue at Board meetings and give every Board member an opportunity to contribute.
    e. Ensure that accurate minutes are kept of all meetings and that these documents are kept secure.
    f. Cooperate with the Board in mentoring a successor.

2. In regard to Board Members:
    a. Ensure that every Board member understands and carries out the roles and responsibilities of Board service.
    b. Be the contact person for the Board members on Board issues.
    c. Oversee an annual Board evaluation process.
    d. Assist the CEO in developing the Board members (individually and as a team) with respect to leadership capacity.

3. In regard to Board Committees:
    a. Ensure that the Board appoints necessary committees and taskforces to fulfill its responsibilities in a timely way.
    b. Ensure ongoing communication by committees and taskforces with the Board.
    c. Serve as ex-officio member of all Board committees or appoint a suitable alternate.

4. In regard to the CEO:
    a. Cultivate a mutually respectful, trusting and humble relationship with the CEO.
    b. Communicate decisions made by the Board in regards to the CEO's role, contract, welfare, and evaluation process.

5. In regard to the Society:
    a. Cultivate good relationships with members and other stakeholders.
    b. Serve as one of the Society’s community ambassadors and advocate for its vision.
    c. Speak at the society’s membership meetings and events/functions on behalf of the Board and contribute communication material as necessary.

6. Partner with the CEO:
    a. To oversee fiscal affairs and organizational assets.
    b. To participate in strategic planning and program evaluation.
    c. To ensure legal and ethical compliance of all Board work.
    d. To organize the Annual General Meeting of the Society.
    e. To practice fiscal transparency and ensure that all Board work is done in an open, non-secretive manner.
    f. To ensure that the Board is exercising appropriate risk management on behalf of the Society.
    g. To ensure that appropriate directors’ liability insurance is in place and up-to-date.

VICE-PRESIDENT ROLE DESCRIPTION

The Vice-President performs the President’s responsibilities when the President cannot be available.

BOARD SECRETARY ROLE DESCRIPTION

The Board Secretary-Treasurer is appointed by the Board and is responsible for the following:

1. Updates and distributes the Board Policy Manual.
2. Updates the Annual Board Calendar as required.
3. Ensures accurate minutes are prepared for each Board Meeting and distributed to Board members at least four days prior to the next Board Meeting.
4. Ensures all filing related to the Society's legal status as well as CRA charitable status is filed accurately and in a timely manner.

The responsibilities do not preclude his or her use of staff or volunteers to assist in whole or in part (for example, a recording secretary may be invited to attend meetings to take minutes).

BOARD TREASURER ROLE DESCRIPTION

In addition, he/she is responsible:

1. To ensure current financial statements along with adequate explanations are presented at each regularly scheduled Board Meeting.
2. To serve on the Executive Committee.
3. To serve on and act as President of the Audit and Finance Committee.

The responsibilities do not preclude his or her use of staff or volunteers to assist in whole or in part (for example, accounting staff will be engaged to oversee the accounting, finance and treasury functions).

CHIEF EXECUTIVE OFFICER ROLE DESCRIPTION

5.1 SUMMARY OF DUTIES

TERM: Full Time Permanent
REPORTS TO: MQHS Board of Directors
DIRECT SUPERVISION TO: Director of Finance & Administration, Director of Operations, Administrative Assistant, Reception, & Healthy Living Coordinator

The Chief Executive Officer (CEO) is the most senior manager and head of the Executive Management Team. The CEO is responsible for overseeing the overall operations of the organization and supervises the management team who in turn coordinate and supervise the duties and performance of program and service delivery staff and special contractors as per the Society's constitution, by-laws, policies, plans and operating frameworks.

DUTIES & RESPONSIBILITIES

Governance Support

- ♦ Ensure the Board of Directors, its committees, councils and advisors are properly informed, organized, involved and supported to govern the Society, and to make decisions on behalf of its membership in accordance with its mandated mission.

Economic Development

- Ensure the Society protects, develops and invests its assets in ways that will provide the Society with long term financial security, sustainability and credit.
- Ensure the Society is well recognized, regarded and respected as a leader in social housing and economic enterprising.
- Ensure all explorations, developments and initiatives comply with the standards, guidelines and strategies set by the Society in its plans and other directives.
- Ensure the proper advisors, allies, partners and potential investors are engaged.

Property Development

- Ensure the Society acquires appropriate properties to meet unit allocations.
- Attain approval from the Board and its Committees as required.
- Ensure projects are developed and built according to proper guidelines, timelines, and specifications thoroughly, satisfactorily and on time.
- Ensure suitable and adequate spaces for offices and meetings as well as sufficient supplies and equipment for staff to deliver the Society's programs and services efficiently, effectively and satisfactorily.
- Ensure accurate statistical records are maintained and secured.

Property Management

- Ensure properties within the Societies' portfolio are maintained at a level that adheres to the standards set out by the society and those that govern municipal and/or other jurisdiction where the Society may hold properties.
- Ensure tenant relations, programs and services are maintained in accordance with the operating plans, guidelines and procedures outlined in policy.

Tenant Services

- Ensure tenants have access to personal and family supports including counselling, advocacy, peer support, education and skills training designed to increase cultural knowledge and strengthen community connections.

Finance & Administration

- Adhere to the administrative and financial policies and guidelines.
- Ensure an annual budget in prepared and presented to the Board for approval.
- Ensure all monies are accounting for and reported.
- Adhere to the personnel policies and guidelines set out by the Society and incompliance with applicable provincial and federal labour legislation.
- Ensure adequate, effective and efficient office systems, policies, procedures and guidelines are established and maintained.

Program Management

- Ensure all programs are delivered as planned, on time and within budget.
- Ensure an effective complement of programs and services that meet the needs of the tenants and communities served by the Society.

Public Relations

- Ensure on-going, close relationships with local, provincial and national politicians, community leaders, groups, associations and agency representatives including those outside the social housing sector.

- Ensure effective working partnerships and collaborations with local and regional service agencies, groups and organizations.
- Ensure active membership participation within local, regional and other groups and associations the Society deems useful to its own interests and those of the broader community.

Fundraising

- Acquire monies from public and private sources to sustain, develop and grow the assets, programs and services provided by the Society.

MANAGEMENT TEAM DUTIES & RESPONSBILITIES

General

- Manage the day-to-day functions of the assigned department.
- Provide leadership, guidance and supervision to departmental staff and special contractors as established in policy.
- Participate in meetings and provide reports as directed and/or established in policy.
- Participate in planning and development activities as directed and/or established in policy.
- Prepare annual department budgets and participate in the preparations of the global budget as directed and/or established in policy.
- Ensure adequate and relevant policies, procedures and guidelines are in place to govern and direct the operations within the respective departments.
- Ensure up-to-date departmental files, records and accounts are securely maintained as directed and/or established in policy.
- Ensure reporting is accurate, complete and timely.
- Ensure annual operating budgets are not over-spent and any projections of over-spending are reported early along with a recommended budget reconciliation strategy.

Special

- Assume leadership of special projects as assigned and actively participate in the work of special projects led by other members of the management team.
- Actively participate in advancing potential revenue generating streams within respective departments.
- Actively participate in individual and team professional development activities that will contribute to the capacity building interests of the Society.

Confidentiality of Information

Since the information handled in this position is primarily of a personal and financial nature, confidentiality of all Society and client matters is of the utmost importance. The disclosure of any confidential information unless authorized by the Executive Director and its appointees will be considered a breach of trust and will constitute grounds for disciplinary action.

General

This position requires some flexibility regarding hours, as some work may occur after normal working hours, and possibility that work may occur out of town.

The CEO is responsible to oversee all of the operations of the MQHS/To'o Housing Societies and is obligated to act in the best interests of these Societies at all times. S/he is responsible to the Board of Directors and must prepare verbal and written reports to be delivered to them on a bi-monthly basis, and must prepare verbal and written reports for the various committees, to be delivered when these committees convene.

Date

Chief Executive Officer

Board of Directors

Mamele'awt Qweesome/To'o Housing Society

BOARD COMMITTEE MANDATES

EXECUTIVE COMMITTEE MANDATE

The Membership of the Committee shall consist of the President, Vice-President, Secretary, Treasurer, and CEO (as a non-voting member).

The Executive Committee may be used at the discretion of the President to assist with his or her responsibilities. The Committee may also act on behalf of the Board on a matter specifically delegated to it by the Board.

The Committee will also have the following CEO annual review responsibilities:

1. It will ensure the performance review of the CEO takes place annually after receiving input from the Board of Directors and will recommend to the Board any adjustment to the CEO's remuneration and employee benefits.
2. The President, once the Board has approved the CEO's performance evaluation report, will document the annual review in a letter to the CEO.

The Committee also acts as a sounding board for the CEO at his or her discretion.

AUDIT COMMITTEE MANDATE

The Membership of the Committee will be composed of the Treasurer, who will serve as President of the Committee, and a minimum of two other Board members, of which at least one has accounting and financial experience.

The Committee is appointed annually by the Board of Directors. The Committee is responsible for contributing to the effective stewardship of the Society by assisting the Board in fulfilling its oversight of:

- the integrity of the Society's financial statements;
- the Society's compliance with applicable legal and regulatory requirements;
- the independence, qualifications, and appointment of the Society's external auditor;
- the accounting and financial reporting processes of the Society; and
- audits of the financial statements of the Society.

Responsibilities and Authority

The Committee relies on the expertise and knowledge of management and external auditors in carrying out its responsibilities. Management is responsible for determining that the Society's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The external auditor is responsible for auditing the Society's financial statements.

The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Committee, and to communicate directly with the external auditors.

The Committee shall:

- Recommend to the Board:
  - the external auditor to be nominated for preparing or issuing an auditor's report or performing other audit, review or attestation services for the Society;
  - the compensation for the external auditor; and
  - the approval of the Society's annual financial statements.
- Be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit including the resolution of disagreements between management and the external auditor regarding financial reporting.
- If delegated by the Board, review the interim financial statements and annual budget prior to them being presented to the Board.
- Be satisfied that the Society has implemented appropriate systems of internal control over financial reporting and that these systems are operating effectively;
- Review and reassess annually the adequacy of this mandate and recommend any proposed changes to the Board for approval.

The members of the Committee, for the purpose of performing their duties, have the right to inspect all the books and records of the Society and to discuss such books and records in any manner relating to the financial position of the Society with the officers, employees and external auditors of the Society.

The Committee will inquire into any other matters referred to it by the Board.

BOARD GOVERNANCE AND NOMINATING COMMITTEE MANDATE

The Membership of the Committee will consist of the President and at least two other Board members and will meet at least quarterly each year. The Committee President will be chosen at the first meeting following the Annual General Meeting.

The purpose of the Board Governance Committee is to assist the Board of Directors of the Society to govern with excellence and to nominate board members, and the Table Officers (Board President, Vice President and Secretary-Treasurer).

The Committee shall:

- Schedule a review of all Board policies over a two year period.
- Draft new Board Governance policies and amend old policies as required for Board approval.
- Nominate Table Officers: President, Vice-President, Secretary, and Treasurer.
- Plan orientation for new Board members.
- Plan for succession of Board members scheduled to step off the Board.
- Plan for succession of Table Officers.
- Identify potential new Board members to recommend to the Board for presentation to the Annual General Meeting.
- Evaluate annually the performance of the Board operating as a whole.
- Evaluate annually the performance and contribution of each individual Board member.
- Plan regular (at least annual) Board professional development.

Mamele'awt Qweesome Housing Society

BOARD EVALUATION

On a scale of 1-6, please indicate your assessment of the Board's Performance:

1 – Unsatisfactory 2 – Needs Improvement 3 – Satisfactory/Adequate 4 – Very Good 5 – Outstanding 6 – No Comment

Board Structure and Organization

How well does the Board structure and organization serve the organization's needs?

1. The Board has an appropriate balance of skills, experience, background, age, gender and ethnic representation. ___
   Comment
   ____
   ____
2. The Board has an appropriate number and type of Committees in place. ___
   Comment
   ____
   ____
3. The Board has a clear understanding of the complementary model of governance. ___
   Comment
   ____
   ____
4. The Board's size and length of terms of service is adequate to effectively govern the organization. ___
   Comment
   ____
   ____
5. The Board has clearly established policy and procedures for succession, recruitment, nomination and appointment of new Board members. ___
   Comment
   ____
   ____

6. The Board calendar is organized effectively and is adaptable regarding the number of meetings, timing, and location. ___
   Comment
   ____

   ____

Board Functioning and Performance

How well is the Board functioning?

1. The Board works with the leadership team to develop and monitor the strategic plan. ___
   Comment
   ____

   ____

2. The Board considers strategic issues that may affect the organization. ___
   Comment
   ____

   ____

3. The Board deals primarily with policy related issues and approves all new organizational policies before they are implemented. ___
   Comment
   ____

   ____

4. The Board objectively assesses the work and recommendations of its committees and has an appropriate balance between assigning issues to committees and dealing with them in full board meetings. ___
   Comment
   ____

   ____

5. The Board monitors the performance of the Chief Executive Officer (CEO) by monitoring executive limitation policies and achievement of the organization's goals using a documented evaluation process. ___
   Comment
   ____

   ____

6. The Board effectively represents the organization to the community, its members and its stakeholders. ___

   Comment

   ____

   ____

7. The Board is aware of and fulfills their governance responsibilities and monitors the ongoing effectiveness and relevance of Board policies in a regular manner at least every two years and is accountable for their performance. ___

   Comment

   ____

   ____

8. The Board President leads by example, and is engaged and collaborative in setting the tone for effective functioning and governing. ___

   Comment

   ____

   ____

Board Member Understanding, Knowledge and Information

How well do the Board members understand what is expected of them, how adequate is their knowledge base and how accessible is the necessary information?

1. The Board orientation/reorientation provides Directors with enough depth and breadth to provide an adequate foundation to start their duties. ___

   Comment

   ____

   ____

2. The Board as a whole has a good understanding of its governing philosophy and overall responsibilities including the organization's mission and purpose, as well as the operational structure, Board Officers, and key staff. ___

   Comment

   ____

   ____

3. The Board has adequate understanding of the major issues facing the organization. ___

Comment

____

____

4. The Board and Committees have sufficient knowledge and information to ask critical questions and collaborate with the leadership team to make sound judgments and decisions. ___

Comment

____

____

5. There are sufficient opportunities for learning and growth in keeping with the responsibilities of a Director. ___

Comment

____

____

6. The CEO keeps the Board well informed on progress in advancing the goals of the organization and ensures the Board receives adequate information between meetings to keep abreast of significant issues, trends, and developments. ___

Comment

____

____

7. The Board has adequate understanding and knowledge of the budget process and financial reporting; the organization's budget is discussed regularly and understood by the Board before approving it. ___

Comment

____

____

8. Board members are fully aware of and understand their legal responsibilities. ___

Comment

____

____

9. The Board receives regular and understandable reports on the operational overall performance of the organization. ___

Comment

____

____

Board Meeting Practices and Process

How well do the Board meeting practices and process serve the organization's needs?

1. The Board meeting agenda, minutes and reports are circulated well before the meetings, giving adequate time for review and preparation. __
   Comment
   ____
   ____

2. Board members come to Board meetings regularly, on time and adequately prepared, having read the circulated material. __
   Comment
   ____
   ____

3. Board meetings are orderly, discussions are conducted in a courteous, professional manner, and all matters are treated as confidential.
   Comment __
   ____
   ____

4. The President ensures that no single individual or subgroup dominates the discussion and all have adequate opportunity to be heard. __
   Comment
   ____
   ____

5. There is a climate of sufficient openness and trust that the Board and Committee meetings allow for critical questioning, maverick viewpoints and constructive debate. __
   Comment
   ____
   ____

6. The Board meetings include opportunities for learning about the organization's activities and bigger issues. __
   Comment
   ____
   ____

7. The Board has the opportunity to meet in camera, as needed. ___

Comment

____

____

8. The Board engages in active discussions with members fully participating in meetings that exhibit vitality, serious engagement, passion and goal directed commitment. ___

Comment

____

____

9. The President ensures that the Board's work is evenly distributed among its members. ___

Comment

____

____

Vision, Leadership and Direction

How well does the Board use its governance mandate to provide leadership and influence to chart the course of the organization?

1. The Board enjoys entertaining new ideas, has an appetite for innovation, creative concepts, fresh viewpoints, and being in the forefront of emerging trends, using approaches such as brainstorming and freewheeling. ___

Comment

____

____

2. The Board understands and exercises its leadership function as an integral part of its governance mandate. ___

Comment

____

____

3. The Board exercises its governance role by ensuring the organization stays true to its mission, core values and vision statement. ___

Comment

____

____

4. The Board helps set fundraising goals for the organization. ___
Comment
____

____

5. The Board has an appetite for innovation, creativity and out of the box problem solving. ___
Comment
____

____

6. The Board sets time aside for renewal, inspiration, visioning and possibility thinking. ___
Comment
____

____

Board Member Satisfaction Level

How satisfied are Board members with their experience as members of the Board?

1. Overall, I am satisfied with my experience as a Board member and with the opportunities offered for involvement for growth and development. These opportunities are in line with my expectations. I think I am giving back to the community in a meaningful way. ___
Comment
____

____

2. I am satisfied with my overall contribution to our organization. I am satisfied that my voice is heard and given recognition and appreciation for my efforts. (E.g. attendance, engagement, participation, committee work, use of special skills, experience, knowledge, encouraging and influencing the Board process.) ___
Comment
____

____

3. I am satisfied with my understanding of the basic Board structures and processes of our organization. (E.g. Board policies, procedures, strategic directions, etc.) ___
Comment
____

____

4. I am satisfied with the overall balance, sentiment and emotional tone of our meetings and with the balance of the meeting time spent on listening to reports versus time for discussion, debate and interaction. I look forward to our meetings as an opportunity to listen, engage and contribute to the growth of our organization. ___

Comment

____

____

Mamele'awt Qweesome/To'o Housing Society

BOARD PRESIDENT EVALUATION

(with thanks to Dr. Larry Perkins)

On a scale of 1-5, please indicate your assessment of the President's service on behalf of the Board:

1 – Do Not Know 2 – "No" 3 – More "No" Than "Yes" 4 – More "Yes" Than "No" 5 – "Yes"

1. The President ensures that the Board follows its operational policies. ____
2. The President helps the Board to develop its annual schedule of meetings, including an annual retreat. ____
3. The President provides clear, well-developed Board meeting agendas. ____
4. The President circulates Board agendas at least a week in advance of meetings. ____
5. The President facilitates open, robust, but respectful dialogue among the Board members. ____
6. The President is able to help the Board achieve wisely-discerned decisions. ____
7. The President ensures that each Board member's voice is heard. ____
8. The President ensures that minutes of Board meetings are accurate and circulated in advance of meetings. ____
9. The President helps the Board determine areas for Board development and plans for such educational opportunities in the annual agenda. ____
10. The President ensures that new Board members receive an orientation to the role of a Board member. ____
11. The President assists the Board to organize itself as the first meeting of each annual cycle, appointing officers and establishing necessary committees. ____
12. The President effectively communicates Board decisions to the stakeholders and employees. ____
13. The President effectively represents the Board in member meetings. ____
14. The President ensures that the legal and financial responsibilities of the Board are being attended to in a timely fashion. ____
15. The President works effectively with the Board and the CEO to organize the annual general meeting. ____
16. The President ensures that the Board has a voice in the development of the vision and strategic plans that will enable the Society to fulfill its mission. ____
17. The President assists the Board in the appropriate exercise of risk management. ____
18. The President treats all Board members with respect. ____

Mamele'awt Qweesome/To'o Housing Society

BOARD CODE OF ETHICAL CONDUCT

It is the policy of the Mamele'awt Qweesome/To'o Housing Society Board that Board members uphold the highest standards of ethical and professional behaviour. To that end, Board members shall dedicate themselves to carrying out the mission of the Society and shall:

1. Hold paramount the safety, health and welfare of the Society and public in all of its actions.
2. Act in such a manner as to uphold and enhance personal honour and integrity and the reputation of the Society and not engage in unethical practices – business or otherwise.
3. Treat with respect, fairness and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age or national origin.
4. Engage in carrying out the Society's mission as competently as possible.
5. Collaborate with and support one another, staff and volunteers in carrying out the mission of the Society.
6. Recognize that the chief function of the Society at all times is to serve the best interests of its beneficiaries.
7. Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct themselves with professional competence, fairness, impartiality, efficiency and effectiveness.
8. Respect the structure and responsibilities of the Board, provide it with facts and advice as a basis for making policy decisions, and uphold and implement policies adopted by the Board.
9. Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, fortitude, dedication and compassion.
10. Respect the Board President's role to speak on behalf of the Board.
11. Exercise discretionary authority in ways that do not violate institutional bylaws or applicable laws and ordinances.
12. Serve with respect, concern, courtesy and responsiveness in carrying out the Society's mission, not misrepresenting the organization in any negotiations, dealings or contracts.
13. Demonstrate the highest standards of personal integrity, truthfulness, honesty and fortitude in all activities in order to inspire confidence and trust in such activities.
14. Avoid any interest or activity that is in conflict with the conduct of their Board duties.
15. Respect and protect privileged information to which they have access in the course of their Board duties.
16. Strive for personal excellence and demonstrate maturity in all Board operations, discussions and activities.
17. In the event of serious misconduct (e.g. sexual misconduct, criminal behaviour, fraudulent actions, acting divisively, harmful addictive behaviour, etc.) resign as a Board member.

______________________________________ _______________________

Signature *Date*

Mamele'awt Qweesome/To'o Housing Society

CERTIFICATE OF COMPLIANCE

TO: Board of Directors, Mamele'awt Qweesome/To'o Housing Society

This is to certify compliance with Statutory and Society governance requirements for the period ending:…………………..

Remittances and filings due from the Society are up to date.

1. All staff salaries and wages have been paid to date.
2. All withholdings from staff payrolls for Canada Pension, Employment Insurance and Income Tax have been made as required. Remittances, including Society obligations on staff payrolls, have been made on the dates they were due in accordance with the governing legislation.
3. Assessments for Workers Compensation on staff payrolls have been remitted in accordance with the Workers Compensation Act.
4. All GST and PST has been collected and remitted in accordance with the governing legislation. Required filings are up to date.
5. Assessments from the employers have been collected as required and remitted to the appropriate trust funds for pension and welfare benefits.
6. Management is not aware of any other statutory or contractual remittances that have not been met in all material respects.

Society insurance policies are current and in effect.

1. Commercial Office Package for Property, Commercial and General Liability, which includes Employee Dishonesty, Fine Arts and Business Interruption, has been renewed to **………..**
2. Directors and Officers Liability has been renewed to **……………**

Consider Contractual Obligations and Pension Plan Remittances

The Officers of the Society are not aware of any issues that have not been reviewed with the Board of Directors that could materially affect the reputation and/or liability of the Society, including all applicable statutory laws and applicable legislation.

Dated this ___ day of ____________, 20__.

CEO	*Director of Finance*