



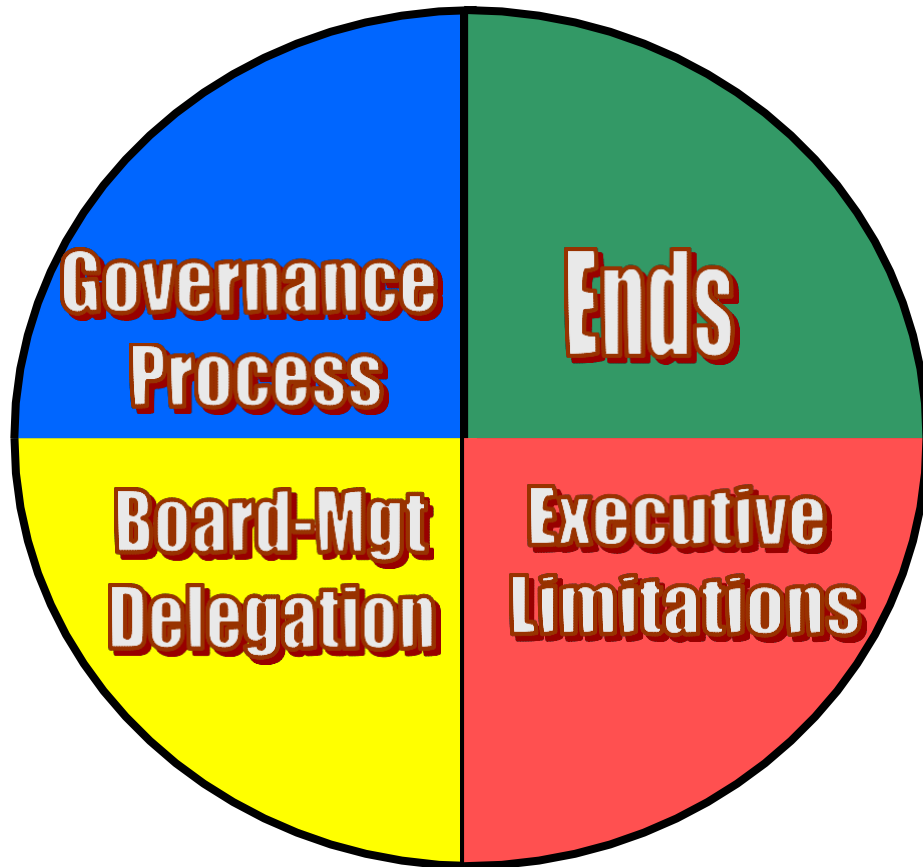
Supporting Professionals. **Igniting** Learning.  
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# CESBA Board Policy Manual

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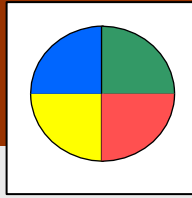
*The Ontario Association of Adult & Continuing Education School Board Administrators*

# Board of Directors POLICY MANUAL



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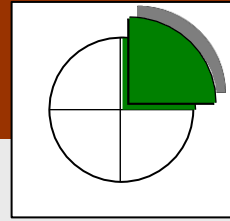
## BOARD OF DIRECTORS POLICIES



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## BOARD OF DIRECTORS POLICY



**Policy Name:** Global Ends

**Number:** E

**Policy Type:** Ends

**Date Reviewed:** June 16, 2023

**Date Revised:** March 28, 2024, and Sept. 17, 2024

### **CESBA exists to:**

- a. Support member Ontario School Boards delivering Adult and Continuing Education programs.
- b. Provide advocacy and resources to the members.
- c. Promote the impact of Adult & Continuing Education as part of a K to success model.

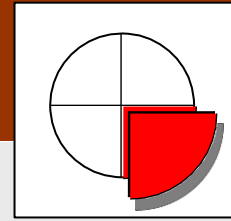
### **Global Ends:**

1. Adult & Continuing Education administrators have the core competencies for effective leadership and advocacy of adult and continuing education programs.
2. There is a forum for networking, collaboration, and exchange of information, knowledge and exemplary practices related to adult and continuing education.
3. Decision makers in school board administration, provincial and federal Ministries and stakeholders are provided with evidence about the positive impact of adult and continuing education.

### **Core competencies are:**

1. Champion networking and collaboration
2. Innovative
3. System thinking with vision
4. Have financial acumen
5. Flexible in thought and approach

## BOARD OF DIRECTORS POLICY



**Policy Name:** General Executive Constraint

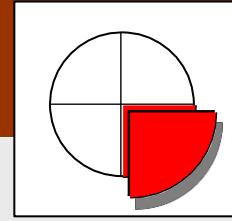
**Number:** EL

**Policy Type:** Executive Limitations

**Date Revised:**

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics ([www.otc.ca](http://www.otc.ca)).

## BOARD OF DIRECTORS POLICY



**Policy Name:** Treatment of Members

**Number:** EL-1

**Policy Type:** Executive Limitations

**Date Reviewed:** September 28, 2023

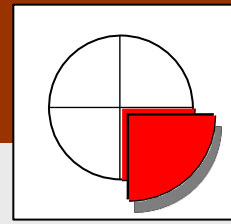
**Date Revised:**

With respect to members or those applying to be members, the Executive Director shall not cause or allow conditions, procedures or decisions that are unsafe, discriminatory, disrespectful, or unnecessarily intrusive.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Permit violation of member confidentiality.
  - 1.1. Collect or elicit information for which there is no clear necessity.
  - 1.2. Use methods of collecting, reviewing, storing or transmitting client information that fail to protect against improper access to the information elicited.
2. Allow members to be without a clear understanding of what may be expected and what may not be expected from (membership) services offered.
3. Offer Association events which are unaffordable to the members.
4. Allow the contributions of members who participate additionally as presenters or facilitators in CESBA activities to go without reasonable recognition.
5. Provide members a way to be heard if they believe they have not been provided a reasonable interpretation of their protection under this policy.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Treatment of Staff or Volunteers

**Number:** EL-2

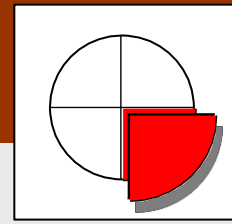
**Policy Type:** Executive Limitations

**Date Reviewed:** March 28, 2024

**Date Revised:**

The Executive Director shall not cause or allow working conditions for staff or volunteers that are unfair, undignified, unsafe, disorganized, or unclear.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Planning

**Number:** EL-3

**Policy Type:** Executive Limitations

**Date Reviewed:** September 28, 2023

**Date Revised:** October 1, 2014

The Executive Director shall not permit planning that allocates resources in a way that deviates materially from Board-stated Ends priorities, that risks fiscal or organizational jeopardy, or that is not derived from a multi-year plan.

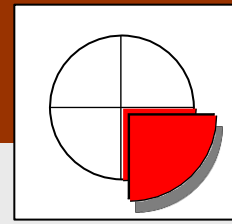
Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Operate without a multi-year strategic plan that can be expected to achieve a reasonable interpretation of the Ends.
2. Permit planning to omit regular analysis of strengths, weaknesses, opportunities, and threats, including external environmental issues, which may impact CESBA's short and long-term future.
3. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the strategic plan.
4. Prevent budgeting for any fiscal period that does not consolidate all revenues by source and all expenses by category in a single document.
5. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures, project and operational revenue and expenses, cash flow projections, and disclosure of planning assumptions.
6. Projects membership revenue on any basis other than the current board-authorized membership fee.
7. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
8. Plan to reduce long term reserve.
9. Permit financial planning that does not provide the amount determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, Board legal fees, and membership linkage.



10. Permit planning that endangers the fiscal soundness of future years or ignores the building and sustaining of organizational capability sufficient to achieve Ends in future years.
  - 10.1. Operate without succession planning processes in place to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization in all areas over the long term.
  - 10.2. Permit the organization to be without sufficient organizational capacity for the competent operation of the organization to continue in the event of sudden loss of Executive Director services.
  - 10.3. Prevent the board to be without an annual assessment regarding the ability of the Executive Director to continue to fully meet the human resource requirements of CESBA in the next 3 years.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Financial Condition and Activities

**Number:** EL-4

**Policy Type:** Executive Limitations

**Date Reviewed:** September 28, 2023

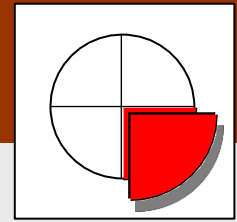
**Date Revised:** Feb. 2013

With respect to the actual, ongoing financial conditions and activities, the Executive Director shall not allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Expend more funds than have been received in the fiscal year to date.
2. Use any long-term reserves.
3. Write off receivables without having first aggressively pursued payment after a reasonable grace period.
4. Allow the untimely payment of payroll and debts.
5. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
6. Operate without internal controls that prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.
7. Enter into any service and consulting contracts that fail to emphasize the production of Ends and the avoidance of unacceptable means.
8. Enter into arrangements that do not prohibit methods or activities which could result in the funds being used in imprudent, unlawful or unethical ways.
9. Enter into any arrangements wherein normally prudent protection has not been given against conflict of interest.
10. Enter into arrangements without prior assessment and consideration of an applicant's capability to produce appropriately targeted, efficient results.
11. Enter into any consulting contract without providing the opportunity for fair competition.
12. Acquire, encumber or dispose of land or buildings.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Asset Protection

**Number:** EL-5

**Policy Type:** Executive Limitations

**Date Reviewed:** March 28, 2024

**Date Revised:** June 9, 2013

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

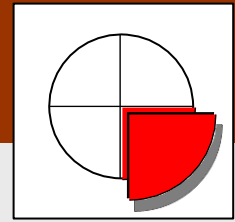
Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Permit the organization to be without adequate insurance against theft, fire and casualty losses.
2. Permit the Board Members, staff and individuals engaged in activities on behalf of the organization, or the organization itself to be without adequate liability insurance.
3. Unnecessarily expose the organization, its Board Members or staff to claims of liability.
4. Allow unbonded or uninsured personnel access to material amounts of funds.
5. Operate without internal policies and procedures that detect, deter and prevent fraud.
6. Receive, process or disburse CESBA's assets under internal controls that are insufficient to prevent and detect significant deficiencies or material weaknesses.
  - 6.1 Operate without controls that provide for appropriate segregation of duties for a small organization.
7. Cause or allow facilities and equipment to be subjected to improper wear and tear or insufficient maintenance.
8. Make purchases without due consideration to quality, after-purchase service, value for dollar, and opportunity for fair competition, and normally prudent protection against conflict of interest.
9. Compromise the independence of the Board's audit or other external monitoring or advice.
  - 9.1. Engaging parties already chosen by the Board as auditors or advisers is unacceptable.
10. Operate without adequate safeguards to protect intellectual property, information and files from loss or significant damage.
11. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
12. Change the organization's name or substantially alter its identity in the community.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Compensation and Benefits

**Number:** EL-6



**Policy Type:** Executive Limitations

**Date Reviewed:** March 28, 2024

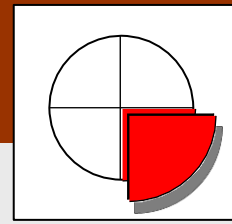
**Date Revised:** March 18, 2014

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

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Change his/ her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, and in all events subject to losses of revenue.
5. Establish or change pension benefits.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Communication and Support to the Board

**Number:** EL-7

**Policy Type:** Executive Limitations

**Date Reviewed:** September 28, 2023

**Date Revised:** April 14, 2014

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

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

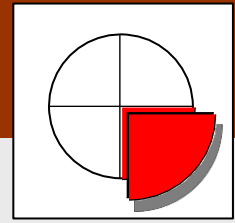
1. Allow the Board to be without adequate information to support informed Board choices, including relevant emerging trends and data, a representative range external views, significant issues or changes within the external environment which may have a bearing on any existing Board policies, along with alternative choices and their respective implications.
2. Neglect to submit the required monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, including explicit Executive Director interpretations of the Board policies being monitored and evidence of compliance.
3. Let the board be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the Board's monitoring schedule.
4. Let the Board be unaware of any incidental information it requires, including anticipated media coverage, member reaction, threatened or pending lawsuits, and material or publicly visible external and internal changes or events, including changes in executive personnel.
  - 4.1 Neglect to provide Quarterly financial statement comparing actual and budgeted revenues and expenditures
5. Allow the Board to be unaware of the current status of project proposals at the time of their face-to-face meetings.
6. 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 behaviour which is detrimental to the work relationship between the Board and the Executive Director.
7. Present information in an untimely manner, in unnecessarily complex or lengthy form, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.

8. Allow the Board to be without a workable mechanism for official board, officer or board committee communications.
9. 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.
10. Neglect to supply for the Required Approvals agenda all items delegated to the Executive Director, yet required by law, regulation or contract to be board-approved, along with the applicable monitoring information.
11. Allow the Board to be without reasonable administrative support for board activities.
  - 11.1 Neglect to provide production of accurate minutes of Board meetings.
  - 11.2 Neglect to provide timely posting of current version of Board policies on the association website.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Entrepreneurial Activity

**Number:** EL-8



**Policy Type:** Executive Limitations

**Date Reviewed:** Sept. 28, 2023

**Date Revised:**

When engaging in entrepreneurial activity to generate income, the Executive Director shall not engage in such activity that is inconsistent with contribution to the overall Ends of CESBA.

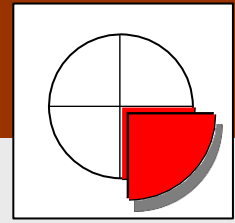
Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Engage in entrepreneurial activities for which the full cost of the activity is not recognized.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Ethical Behaviour

**Number:** EL-9



**Policy Type:** Executive Limitations

**Date Reviewed:** March 28, 2024

**Date Revised:**

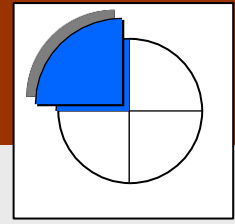
The Executive Director shall not operate without internal processes that require a high degree of integrity at all levels of the organization.

Further without limiting the scope of the above by the following list, the Executive Director shall not:

1. Operate without an internal code of conduct, of which all employees and contractors are made aware, that clearly outlines the rules of expected behaviour for employees and contractors.
  - 1.1. Operate without written policies which prevent conflict of interest.



## BOARD OF DIRECTORS POLICY



**Policy Name:** Global Governance Process

**Number:** GP

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

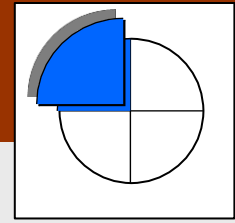
**Date Revised:**

The purpose of the Board, on behalf of the members of CESBA, is to see to it that CESBA achieves appropriate results for the appropriate people at an appropriate cost (as specified in Board Ends policies), and avoids unacceptable actions and situations.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Governing Style

**Number:** GP-1



**Policy Type:** Governance Process

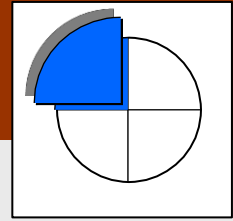
**Date Reviewed:** March 28, 2024

**Date Revised:** January 23, 2018

The Board will govern with an emphasis on provincial vision, commitment to obtaining member input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and staff roles, collective decisions, and a proactive, future focus. This means the Board will not be preoccupied with the present or past, or with internal, administrative detail.

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 be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body to make policy, rather than to substitute their individual judgements for the group's values.
2. The Board will direct 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 impacts outside the operating organization, not on the administrative 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 the continuity of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.
4. Continual board development will include orientation of new members to the Board's governance process and periodic board discussion of process improvement.
5. The Board will not allow any member or committee of the Board to hinder or be an excuse for not fulfilling board obligations.
6. The board will evaluate and discuss the board's process and performance at each meeting. Self-evaluation will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Board Job Contributions

**Number:** GP-2

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

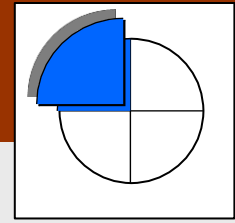
**Date Revised:** January 23, 2018

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

Accordingly, the Board has direct responsibility to create:

1. The link between the members of CESBA and the operational organization.
2. Written governing policies that address the broadest levels of all organizational decisions and situations:
  - 2.1. *Ends*: what good or benefit the organization is to produce, for which recipients, at what worth
  - 2.2. *Executive Limitations*: Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - 2.3. *Governance Process*: Specification of how the Board conceives, carries out and monitors its own task.
  - 2.4. *Board-Management Delegation*: How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
3. Assurance of organizational performance on Ends and Executive Limitations through structured monitoring of the Executive Director as outlined in policies on Board-Management Delegation.
4. Decisions that the Board has prohibited the Executive Director from making by its Executive Limitations policies.

## DRAFT BOARD OF DIRECTORS POLICY



**Policy Name:** Chair's Role

**Number:** GP-3

**Policy Type:** Governance Process

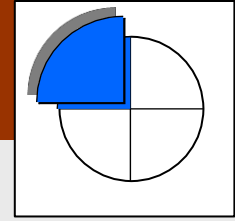
**Date Reviewed:** March 28, 2024

**Date Revised:** January 23, 2018

The Chair (Chief Governance Officer), a specially empowered member of the board, assures the integrity of the Board's process, and, secondarily, occasionally represents the Board to outside parties.

1. The assigned result of the Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - 1.1. Meeting discussion content will include only those issues that, according to Board policy, clearly belong to the Board to decide or monitor.
  - 1.2. Information that is neither for monitoring performance nor for board decisions will be avoided or minimized and always noted as such.
  - 1.3. Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of
  - (a) employment or termination of an Executive Director and
  - (b) instances where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - 2.1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
  - 2.2. The Chair has no authority to make decisions about policies created by the Board within *Ends* and *Executive Limitations* policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
  - 2.3. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair's decisions and interpretations within the area delegated to the Chair.
  - 2.4. The Chair may delegate this authority, but remains accountable for its use.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Vice-Chair's Role

**Number:** GP-4

**Policy Type:** Governance Process

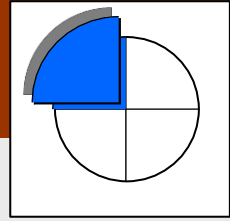
**Date Reviewed:** March 28, 2024

**Date Revised:**

The Vice-Chair is a member of the board whose purpose is to act in the absence of the Chair, acting with all authority of the Chair when filling the role.

1. The Vice-Chair shall chair the Governance Committee.
2. If the office of Chair becomes vacant, the Vice-Chair assumes the role of Chair until the end of the current Chair's term.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Board Committee Principles

**Number:** GP-5

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

**Date Revised:**

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

1. Board committees are to help the Board do its job, never 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/or 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. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board Committee before an executive action, except where the committee has been delegated specific authority to act on behalf of the Board.
4. A Board Committee that has helped the Board create a policy will not then be assigned to monitor compliance with that policy. This separation of responsibility for policy development and responsibility for monitoring policy compliance is to prevent a Board Committee from identifying with a part of the organization rather than the whole. The Board retains responsibility and authority to monitor organizational performance.
5. Board 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 whether or not it includes board members. It does not apply to committees formed under the authority of the Executive Director.
7. All Board committee members shall abide by the same Code of Conduct as governs the Board.
8. Except as defined in written Terms of Reference, no Board committee has authority to commit the funds or resources of CESBA.

## BOARD OF DIRECTORS POLICY

**Policy Name** Terms of Reference

**Policy Type:** Governance Process

**Date Reviewed: June 6, 2024**

**Date Revised: January 23, 2018**

The Audit Committee shall assist the board with its oversight duties related to finance and ethics. The Audit Committee's responsibilities shall include:

### **Committee Responsibilities**

#### ***1. Selection of, liaison with, and oversight of external auditor broken out as follows:***

- 1.1. Options for board decision re: selection of financial auditor and liaison with auditor on behalf of the Board.
- 1.2. Approval of remuneration, within the range authorized by the board, and approval of terms of engagement of the external auditor as set forth in the Engagement Letter, for an audit to be completed annually by August 31.
- 1.3. Review with the external auditor of the audit plan, including the scope of the audit, areas of special emphasis to be addressed, and materiality levels they propose to employ.
- 1.4. Meet regularly with the external auditor in the absence of management to determine that no management restrictions have been placed on the scope and extent of the audit examinations or the reporting of their findings to the Committee.
- 1.5. An opinion for the Board, based on evidence required of the external auditor, as to whether the independent audit of the organization was performed in an appropriate manner, including maintaining their independence.
- 1.6. Pre-approval of non-audit services provided by the independent auditor.
- 1.7. An annual report to the Board highlighting the committee's review of the audited financial statements and any other significant information arising from their discussions with the external auditor
- 1.8. Review the management letter as provided by the external auditor (termed the auditor's management letter) which will identify those changes that are needed to update or improve the financial and risk management systems of CESBA. This letter will be used to meet the request

as outlined in article 4.5.

1.9. The Treasurer will present quarterly financial statements to the Board for information.

*2. Advice to the board on the investment strategy for retained earnings*

2.1. Annually at the end of June, options for the board for the investment of CESBA's retained earnings that is consistent with the considerations of the Trustees Act.



### ***3. Oversight of financial information in Annual Report***

3.1 An opinion for the board, based on discussion with the external auditors and management, as to whether there is reasonable assurance that the annual Audited Financial Statements are accurate, complete, represent fairly the financial position and are in accordance with GAAP, prior to the board's approval the Audited Financial Statements.

3.2 A recommendation to the board regarding any reports for inclusion in the Annual Report.

### ***4 Advice to the Board on appropriateness of Board Executive Limitations Policies related to finance, risk management, and ethical conduct (as outlined in the auditor's management letter)***

4.1 At least annually, an opinion for the board on the appropriateness of the content of the board's Executive Limitations policies related to finances and risk management, including current information for the board on significant new developments in accounting principles or relevant rulings of regulatory bodies that affect the organization. This content review shall include consideration of whether the EL policies, when regularly monitored, provide sufficient protection to assure compliance with GAAP, regulatory guidelines, requirements and/or industry standards.

4.2 At least annually, an opinion for the board on the appropriateness of the content of the board's EL policies related to ethical conduct.

### ***5 Direct inspection monitoring (as outlined in the auditor's management letter)***

5.1 An opinion for the board annually as to Executive Director compliance with criteria specified in Executive Limitations policies on finance.

5.2 If requested by the board, an opinion for the board regarding the reasonableness of the Executive Director's interpretation, and compliance with that interpretation of the criteria in Board EL policies on planning, financial condition and activities, asset protection, entrepreneurial activity, and ethical behaviour.

5.3 If requested by the board, an opinion for the board regarding the reasonableness of the Executive Director's interpretation, and compliance with that interpretation of the global Executive Limitation related to legal compliance.

### ***6 Advice to the board re: adequacy of ethics-related content of GP policies***

6.1 An opinion annually for the board regarding the adequacy of procedures established by the board to resolve conflicts of interest, including techniques for the identification of potential conflict situations, and for restricting the use of confidential information in accordance with the Governance Process policy on Board Members' Code of Conduct.

## **7 Self-monitoring of the board's Code of Conduct**

- 7.1. An opinion annually for the board regarding the board's own compliance with its Code of Conduct.
- 7.2. A self-monitoring report on the appropriateness of the board's own spending based on criteria in the board's GP policy on board expenses, including periodic random audit of the board members' expense reports.

## **8. Advice to the Board Re: Conflict of Interest Provisions**

- 8.1. If requested by the board, an opinion for the board regarding the validity of the alleged breach of conflict of interest provisions of the board's policy on code of conduct.

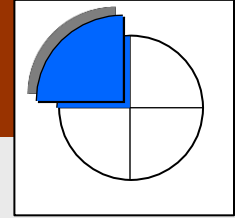
### **Committee Authority**

1. The committee has no authority to change or contravene board policies.
2. The committee has authority to spend funds required for travel to meetings if meetings are required.
3. The committee has the authority to set the remuneration for the external auditor within the range approved by the board. The committee has no authority to spend or commit other organization funds.
4. The committee has authority to request the use staff resource time as required for the audit meetings.
5. The Committee does not have authority to instruct the Executive Director or any other staff member, other than to request information required in the conduct of its duties.
6. The Committee has the authority to meet independently with the organization's external auditors.

### **Composition**

1. The Committee shall be composed of the Committee chair and one other board member appointed by the Board of Directors.
2. No member of the committee shall be an employee of the organization.
3. Members of the committee shall be appointed annually for a one-year term, which may be renewable at the pleasure of the board.
4. All committee members shall be financially literate as such qualification is defined by applicable law and interpreted by the board in its business judgment.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Governance Committee

**Number:** GP-5.2

Terms of Reference

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

**Date Revised:** February 9, 2023

**The Governance Committee is not active – as per revision on June 6, 2024 (Board meeting/retreat)**

The Governance Committee shall assist the board with the orderly and effective operation of board process and the planning of board development.

### Committee Responsibilities

#### *1. Accurate and timely filing of all board documents.*

- 1.1. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as required approvals agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.
- 1.2. Requirements for format, brevity and accuracy of board minutes will be known to the Executive Director.

#### *2. Advice to the board on the integrity of board decisions*

- 2.1. Policies will rigorously follow policy governance principles.
- 2.2. Bylaws elements necessary for legal compliance and for consistency with the principles of policy governance will be known to the board.

#### *3. Advice to the board on its investment in governance*

- 3.1. Annually, by the first meeting following the AGM, a list of alternatives for board education and development for the following year.
- 3.2. Annually, by the first meeting following the AGM, a proposed budget for following calendar year for the items identified in the board's policy on investment in governance. (see GP8, Item 3)

#### *4. Orientation of candidates and new board members*

- 4.1. Annually, prior to the AGM, plan orientation for candidates considering serving on the CESBA Board.
- 4.2. Annually, at AGM, present plan for the orientation to new board members.

4.3. Annually, at the AGM, conduct of the orientation of new Board members.

### **Committee Authority**

1. The committee has no authority to change or contravene board policies.
2. The committee has authority to spend funds required for travel to meetings if meetings are required.
3. The committee has authority to use staff resource time normal for administrative support around meetings.
4. The Committee does not have authority to instruct the Executive Director or any other staff member, other than to request information required in the conduct of its duties.

### **Composition**

1. The Vice-Chair shall be the Committee chair.
2. The Committee shall be composed of at least two board members appointed by the board.
3. No member of the committee shall be an employee of the organization.
4. Members of the committee shall be appointed annually for a one-year term, which may be renewable at the pleasure of the board.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Nomination Committee  
Terms of Reference

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

**Date Revised:** January 23, 2018

The Nominations Committee shall assist the board with its own succession.

### Committee Activities

1. Annually, in January, a coordinated and transparent process to solicit appropriate candidates for the vacancies
2. a. Annually, in April, a slate of properly screened candidates equal to the number of vacancies. Nominees must submit confirmation of their candidacy and approval by their immediate supervisor.  
b. Annually, at the fourth board meeting, any board member(s) whose term is ending and who wishes to reapply for a second term must submit confirmation of their candidacy to the nominations committee.
3. Annually, at the fourth board meeting, a report back to the board that indicates (a) the number of vacancies on the CESBA board that need to be filled through elections, (b) an opinion on the profile of candidates required for the current year's election, (c) the recruitment priorities as per the need to balance geography, gender and school board designation and (d) an opinion of any current board member who is reapplying for a second term.

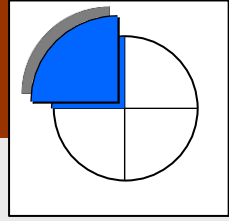
### Committee Authority

1. The committee has no authority to change or contravene board policies.
2. The committee has authority to spend funds required for travel to meetings if meetings are required.
3. The committee has the authority to appoint an additional member from among past board directors who are currently members in good standing of the organization.
4. The committee has authority to use staff resource time normal for administrative support around meetings.
5. The Committee does not have authority to instruct the Executive Director or any other staff member, other than to request information required in the conduct of its duties.

## **Composition**

1. The Committee shall be composed of a Committee Chair and one other board member, appointed by the board. A third member may be appointed by the Committee.
2. No member of the committee shall be an employee of the organization.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Board and Committee Expenses

**Number:** GP-6

**Policy Type:** Governance Process

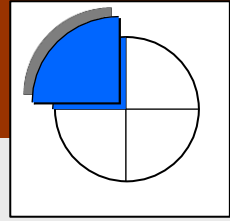
**Date Reviewed:** March 28, 2024

**Date Revised:** February 9, 2023

Expenses incurred for meals, accommodation, parking and other transportation related to CESBA Board business will be reimbursed upon presentation of original receipts.

1. Expenses shall be reimbursed at the rates posted in the Appendix 1 at the end of the Policy Manual.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Code of Conduct

**Number:** GP-7

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

**Revised:** March 27, 2018

The Board expects of itself and its members ethical, businesslike and lawful conduct. This includes proper use of authority and appropriate decorum when acting as board members. It expects its members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Board members must have loyalty to the membership, unconflicted by loyalties to staff, other organizations or any personal interest as a consumer. Board members do not use board meetings as a venue to discuss, resolve or advance their own administrative challenges.
2. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a person of knowledge and experience in the field of adult and continuing education would exercise in comparable circumstances.
3. Board members must avoid a conflict of interest with respect to their fiduciary responsibility.
  - 3.1. There must be no conduct of private business or personal services between any board member and CESBA, except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - 3.2. Board members will disclose at the beginning of board meetings any conflict of interest or divided loyalty and temporarily withdraw at the appropriate time from board deliberation, voting and access to applicable board information. Board members will bring to the attention of the board any perceived conflict of interest or divided loyalty so that the board can decide whether or not such conflict actually exists.
  - 3.3. Following the meeting at which a board member declares a conflict of interest, the Chair will meet with the Director to determine if the conflict is of a continuing nature that may best be resolved by the Director's resignation from the board.
  - 3.4. Should a board member wish to provide contract services to CESBA, he or she must immediately resign from the Board. A board member who resigns but does not become an employee may stand for election.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members shall not attempt to exercise individual authority over the organization.

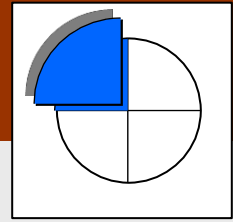


- 5.1. Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
- 5.2. Board members' interaction with CESBA members, the public, press or other entities must recognize the same limitation and the similar inability of any board member(s) to speak for the board except to repeat explicitly stated board decisions.
- 5.3. Except for participation in board deliberation about whether the Executive Director has achieved reasonable interpretation of board policy, board members will not express individual judgments of performance of employees of the Executive Director.
6. Board members shall be familiar with the incorporating documents, by-laws, regulations, and policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the board may be made in an efficient, knowledgeable and expeditious fashion.
7. Board members will be properly prepared for board deliberation.
8. Board members will support the legitimacy and authority of board decisions, regardless of the member's personal position on the issue.
9. Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
10. Board members shall attend meetings on a regular and punctual basis. Absence of a board member from more than three (3) regular meetings of the board or committee in any one year board period without prior permission of the Chair, or absence from an annual conferences (Fall Conference and Regional meeting) inclusive of the Provincial Business Meeting and Annual General Meeting for reasons other than illness or personal/family circumstance shall be considered grounds for termination from the board. A majority vote of the board shall decide whether or not to terminate the board member.
  - 10.1 After two missed regular board meetings or one annual conference (and the associated board meetings) the Chair shall, in writing, remind the board member of their responsibility to attend meetings and the consequences of missing a subsequent meeting.
11. Board members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.
12. Breaches of any element of the board's policy on Code of Conduct, including the conflict of interest provisions, shall be considered by the board as grounds for possible disciplinary action, including dismissal.
13. Alleged breaches of any element of the board's policy on Code of Conduct, including the conflict of interest provisions shall be reviewed by the Audit Committee.
14. A board member who is alleged to have violated the Code of Conduct shall be informed in writing and allowed to present his or her views of such alleged breach at the next board meeting. The complaining party must be identified. If the complaining party is a board member, he or she and the respondent board member shall absent themselves from any vote upon resolution of censure or other action that might be brought by the board. Board members who are found to have violated the Code of Conduct may be subject to censure.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Investment in Governance

**Number:** GP-8



**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

**Date Revised:** January 18, 2016

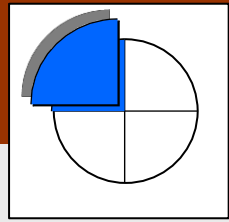
Consistent with its commitment to excellence in governance, the Board will invest in its governance capacity.

1. Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the Board's expectations of Board members.
2. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - 2.1. New Board members shall receive an orientation to ensure familiarity with the organization's issues and structure, and the Board's process of governance.
  - 2.2. Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.
  - 2.3. Membership linkage strategies will be used as needed to ensure the board listens to owner viewpoints and value (s) i.e. conference feedback, regional meetings, website.
  - 2.4. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.
3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
  - 3.1. The Board will establish annually prior to the budget cycle, and be accountable for an annual budget for its own governance functions. The budget shall include funds for:
    - meeting costs
    - board member attendance at conferences and conventions
    - improvement of its governance function, costs
    - fiscal audit and any other outside monitoring assistance required
    - methods such as focus groups, surveys and opinion analyses to ensure the

Board's ability to listen to owner viewpoints and values.

4. The Board will establish governance process policies that will serve as measurable standards against which the Board's performance can be evaluated.
  - 4.1. Under the leadership of the Chair, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan with specific goals and objectives for improvement of identified areas.
  - 4.2. The Board will monitor its adherence to its own Governance Process policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will both review the policies, and monitor its own adherence to them, according to the Planning Cycle.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Board Linkage with Membership

**Number:** GP-9

**Policy Type:** Governance Process

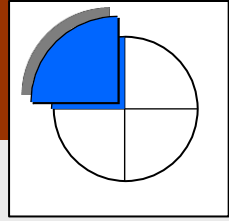
**Date Reviewed:** March 28, 2024

**Date Revised:** March 27, 2018

The Board shall be accountable for the organization to its members *as a whole*. The Board shall act on behalf of the members as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Board members shall maintain a distinction between their personal interests as “customers” of the organization’s services, and their obligation to speak for others as a representative of the “members” as a whole. As the agent of the members, the Board is obligated to identify and know what the members want and need.
2. The Board shall gather data in a way that reflects the diversity of the membership. It shall meet with, gather input from, and otherwise interact with the broad base of communities, and acknowledge diversity. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.
3. Collection of input from the membership may be accomplished through a variety of methods, including, but not limited to, meetings with the membership, surveys, and annual meeting with the CESBA provincial steering committee chairs.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Board Linkage with Government

**Number:** GP-10

**Policy Type:** Governance Process

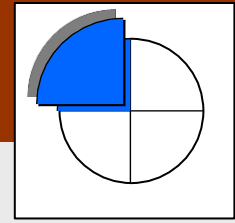
**Date Reviewed:** March 28, 2024

**Date Revised:** March 27, 2018

The Board shall identify the Ontario ministries or Government of Canada departments with which it requires good working relationships in order to share and enhance its role as “member representative” in determining the most appropriate Ends.

1. The Board shall establish mechanisms for maintaining open communication with the Government of Canada and the Government of Ontario regarding Ends. Such mechanisms may include, but are not limited to:
  - 1.1. Inviting the Minister or senior bureaucrats to meet with the board.
2. The Board shall consider the merits of membership in other organizations annually. For example TESL or CLO.
3. Upon request for organizational appointments to external committees concerned with policy level issues, the Board will assess whether such representation is appropriate within the Board’s stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Board Chair and /or Executive Director.
  - 3.1. CESBA’s appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
  - 3.2. Since the appointee is representing the Board, the appointee shall be informed of current Board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the Board shall adhere to the stated policy of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.
  - 3.3. Appointments will be reviewed and approved by the board and executive director on annual bases.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Board Planning Cycle and Agenda Control

**Number:** GP-11

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

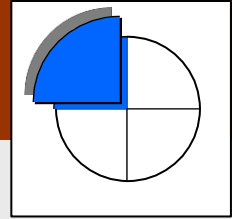
**Date Revised:** March 27, 2018

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

1. The schedule of regular meetings of the CESBA Board will be set each year at the June board meeting.
2. The Board shall maintain control of its own agenda by developing each year no later than the first quarter of the Board's term of office, an annual schedule which includes, but is not limited to:
  - 2.1. Considered review of the Ends in a timely fashion which allows the Executive Director to build a budget
  - 2.2. Consultations with selected groups in the membership, or other methods of gaining membership input, prior to the above review.
  - 2.3. Education related to Ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).
  - 2.4. Self-evaluation of the Board's own compliance with its Governance Process policies, and for review of the policies themselves.
  - 2.5. Documentation of monitoring compliance by the Executive Director with Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the board to make a determination regarding compliance, or if policy criteria are to be debated.
  - 2.6. Time for education about the process of governance.
  - 2.7. Election of Chair and Vice-Chair and appointment of Committee members.

3. Based on the outline of the annual schedule, the Board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:
  - 3.1. Clarification as to whether the issue clearly belongs to the Board or the Executive Director.
  - 3.2. Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board-Management Delegation.
  - 3.3. Review of what the Board has already said in this category, and how the current issue is related.
4. Throughout the year, the Board will attend to Required Approvals (Consent) Agenda items as expeditiously as is possible. When an item is brought to the Board via the Required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item from the Agenda for discussion.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Governance Succession

**Number:** GP-12

**Policy Type:** Governance Process

**Date Approved:** Feb. 6, 2013

**Date Reviewed:** March 28, 2024

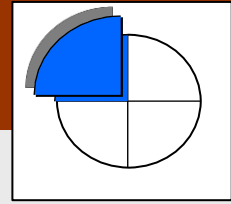
**Date Revised:** May 1, 2013

In keeping with the Board's commitment to excellence in governance, the Board shall strive to solicit for positions on the Board candidates who have characteristics that will enable them to govern, not to manage, the organization. These characteristics include:

1. Commitment to linking with the membership. Understanding that they stand in for a membership of diverse people; willing to actively seek to access and understand that diversity.
2. Ability to think in terms of systems and context — to see the big picture.
3. Interest in and capability to discuss the values underlying the actions taken by the organization, and to govern through the broader formulations of these values.
4. Willingness to delegate the operational detail to others.
5. Ability and willingness to deal with vision and the long term, rather than day-to-day details.
6. Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
7. Willingness and commitment to honour board decisions.
8. Commitment not to make judgments in the absence of previously stated criteria.
9. Sufficient autonomy and flexibility in schedule to attend meetings.
10. Committed to the Policy Governance model.



## BOARD OF DIRECTORS POLICY



**Policy Name:** Rules of Order

**Number:** GP-13

**Policy Type:** Governance Process

**Date Reviewed:** March 28, 2024

**Date Revised:**

Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.

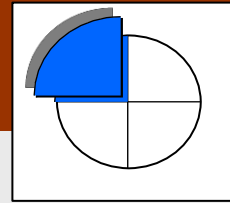
1. All by-law obligations respecting board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject. (Refer to GP. 7)
6. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
  - 6.1. The Chair may to the same extent as any board member, make motions, engage in debate, or vote on any matter to be decided
  - 6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
  - 6.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
7. Board members may speak to a pending motion on as many occasions, and at such length, as the chair may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the board excepting those matters in the by-laws which oblige a higher level of approval.

10. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the chair.
11. A board member may request to have his or her vote on the record.
12. When further rules of order are to be developed by the board, the board will consider the Bourinot's Rules of Order as a resource guide.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Executive Sessions

**Number:** GP-14



**Policy Type:** Governance Process

**Date Approved:** Feb. 6, 2013

**Date Reviewed:** March 28, 2024

**Date Revised:** March 27, 2018

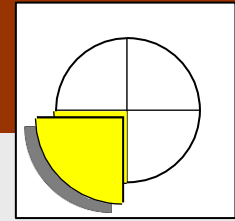
The Board is committed to conducting business in public view but recognizes situations arise where sensitive and confidential matters require private deliberation. Those items may be considered in Executive Session under the following conditions:

1. A scheduled Executive Session shall be placed on the agenda of each board meeting. Agenda items for a scheduled Executive Session must be received by the Chair twenty-four hours prior to the scheduled start time of the meeting. Should no legitimate agenda item requests be received, the scheduled Executive Session will be deemed unnecessary.
2. A special Executive Session shall be called:
  - 2.1. At the discretion of the Chair.
  - 2.2. At the request of the Executive Director, if deemed appropriate by the Chair.
  - 2.3. Upon receipt by the Chair of a request, in writing, signed by not less than two (2) Directors.
3. The agenda for “Board only” Executive Sessions shall include the following item(s) exclusively:
  - 3.1. Annual meeting with organization’s Auditor.
  - 3.2. Review of Contract for Executive Director Services.
  - 3.3. Review of Contractor Performance.
  - 3.4. Conduct or legal issues involving the contractor.
  - 3.5. Board practices, conduct or performance.
4. During Executive Sessions, the Board, at its sole discretion, may include persons who it determines may add value to its discussions and deliberations. This said person will not remain in the meeting during subsequent Board discussion or voting.
5. Confidentiality shall be maintained by everyone participating in an Executive Session, respecting all discussions undertaken by the Board and invited participants.
6. At the beginning of each Executive Session, the Board shall determine by simple majority if details of meeting discussion are to be recorded. If it is determined that records of meeting discussion are to be kept, the Chair shall be responsible to take notes by hand. Notes taken by the Chair during Executive Sessions shall be dated and signed with each page and any corrections

or modifications made during the meeting, initialled. The Chair shall ensure the safe-keeping of Executive Session notes. Notes from Executive Sessions are to be released only if the request includes a motion of the Board or if required by law.

7. At the end of Chair's term, s/he will confirm the destruction of any notes over 5 years old and hand over the current notes to the new Chair.
8. Final decisions of the Board arising from Executive Sessions and any subsequent actions must be taken at a duly constituted Board meeting.
9. Confidential documents reviewed during Executive Sessions, such as court documents, written legal opinions or contracts shall be retained and stored using an appropriate level of security and confidentiality as determined by the Board.
10. The Executive Director shall be advised promptly by the Chair of agenda items of "Board Only" Executive Sessions and details of those discussions as deemed appropriate by the Board members.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Global Board-Management Delegation

**Number:** BMD

**Policy Type:** Board-Management Delegation

**Date Reviewed:** December 1, 2016

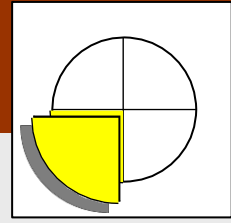
**Date Revised:**

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

## BOARD OF DIRECTORS POLICY

**Policy Name:** Unity of Control

**Number:** BMD-1



**Policy Type:** Board-Management Delegation

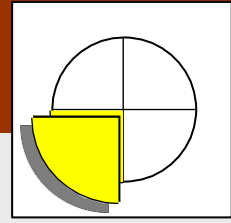
**Date Reviewed:** December 5, 2023

**Date Revised:**

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.
3. Only the board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Executive Director.

## BOARD OF DIRECTORS POLICY



**Policy Name:** Accountability of the Executive Director

**Number:** BMD-2

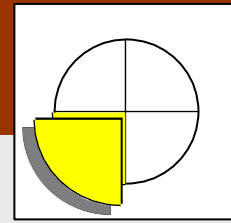
**Policy Type:** Board-Management Delegation

**Date Reviewed:** December 5, 2023

**Date Revised:**

The Executive Director 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 Executive Director.

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will refrain from evaluating, 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 organizational accomplishment of board stated Ends and compliance with Executive Limitations will be viewed as successful Executive Director performance. Therefore the Executive Director's job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.



**Policy Name:** Delegation to the Executive Director

**Number:** BMD-3

**Policy Type:** Board-Management Delegation

**Date Reviewed:** December 5, 2023

**Date Revised:** December 2, 2015

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

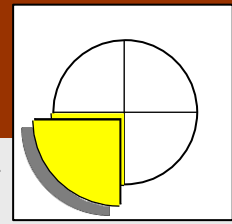
1. The board will develop strategic plan instructing the Executive Director to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.
2. The board will develop policies which limit the latitude the Executive Director may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that the board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective. These 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 that have been delegated to the Executive Director.
3. As long as the Executive Director uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the board.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices. This does not prevent the Board from obtaining information from the Executive Director about the delegated areas, except for confidential data.



## BOARD OF DIRECTORS POLICY

**Policy Name:** Monitoring Executive Performance

**Number:** BMD-4



**Policy Type:** Board-Management Delegation

**Date Reviewed:** December 5, 2023

**Date Revised:** December 2, 2015

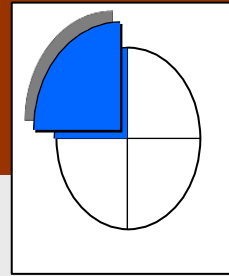
Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organizational accomplishment of Ends and organizational operation within the boundaries established in Executive Limitations.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does this will be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
  - 2.1. Internal report: Disclosure of compliance information by the Executive Director, along with his or her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
  - 2.2. External report: Discovery of compliance information by an impartial, external auditor, inspector or judge who is selected by and reports directly to the Board. The external party will first be provided with the Executive Director's explicit interpretation of the policy and justification for the reasonableness of interpretation. The report must assess the reasonableness of the interpretation of Board policy, and compliance with it. This basis for assessment is *not* the standards of the external party, unless the Board has previously indicated that party's opinion to be the standard.
  - 2.3. Board Inspection: Discovery of compliance information by a designated Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that assesses compliance with policy, with access to the Executive Director's justification for the reasonableness of his/her interpretation. Such an inspection is only undertaken at the instruction of the Board.
3. In every case, 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 interpretations favoured by board members or even the board as a whole.
4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method.

5. A formal evaluation of the Executive Director by the Board will occur annually, based on the achievement of the Board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

	<u>Policy</u>	<u>Method</u>	<u>Frequency</u>
E-	Ends		September Meeting
EL	General Executive Constraint	Internal Report	September Meeting
EL-1	Treatment of Members	Internal Report	September Meeting
EL-2	Treatment of Staff	Internal Report	TBD
EL-3	Planning (#1-2, #8-9)	Internal Report	September Meeting
EL-3	Planning (#3 - #7)	Direct Inspection	June Meeting
EL-4	Financial Conditions and Activities	Internal Report & External Audit	June Meeting TBD
EL-5	Asset Protection	Internal Report & External Audit	June Meeting TBD
EL-6	Compensation and Benefits	Internal Report	Not currently in effect
EL-7	Communication and Support to Board	Direct Inspection	Winter Meeting
EL-8	Entrepreneurial Activity	Internal Report	November Telecon
EL-9	Ethical Behaviour	Internal Report	November Telecon

## BOARD OF DIRECTORS POLICY



**Policy Name:** Board and Committee Expenses

**Appendix: 1**

**Policy Type:** Re: GP-6

**Date Reviewed:** April 8, 2024

**Date Revised:** February 9, 2023

**Approved:** January 21, 2019 and will be updated as reimbursement rates change

Expenses related to CESBA Board business shall be reimbursed at the following rates:

1. Mileage allowance shall be paid at a rate of \$0.70 per kilometer.
2. Meal allowances shall be paid at a rate of \$15.00 for breakfast, \$15.00 for lunch and \$45.00 for dinner.
3. Out of pocket expenses shall be supported by receipts