

CANADIAN MENTAL HEALTH
ASSOCIATION

ASSOCIATION CANADIENNE
POUR LA SANTÉ MENTALE

Port Alberni Branch

Board of Directors Governance Manual

3178 – 2nd Avenue
Port Alberni, BC V9Y 4C3
Phone: 250-724-7199
Fax: 250-724-5635
Email: bob.hargreaves@cmha.bc.ca
www.portalberni.cmha.bc.ca

Table of Contents

- 1. Board Structure and Responsibilities**
 - 1.1 Board Structure
 - 1.2 Board Representatives and Committees
 - 1.3 General Responsibilities
 - 1.4 Authority and Accountability
 - 1.5 Major Duties of the Board
 - 1.6 Due diligence
 - 1.7 Confidentiality Statement
 - 1.8 Code of Conduct
 - 1.9 Conflict of Interest
 - 1.10 Disposition of Complaints and Disputes involving Directors

- 2. Roles of the Officers of the Board**
 - 2.1 President
 - 2.2 Vice President
 - 2.3 Treasurer
 - 2.4 Secretary
 - 2.5 Past President

- 3. Board Committees**
 - 3.1 Composition
 - 3.2 Function
 - 3.3 Relationship to Staff
 - 3.4 Executive
 - 3.5 Nominations
 - 3.6 Personnel
 - 3.7 Ad Hoc

- 4. Style of Governance**

- 5. Board Responsibilities**
 - 5.1 Planning
 - 5.2 Financial Stewardship
 - 5.3 Human Resources Stewardship
 - 5.4 Performance Monitoring and Accountability
 - 5.5 Risk Management
 - 5.6 Community Representation and Advocacy
 - 5.7 Management of Critical Transitional Phases
 - 5.8 Complaints Review

- 6. Executive Authority**

- 6.1 Delegation to the Executive Director
- 6.2 Appointment of the Executive Director
- 6.3 Executive Director's Performance Evaluation

- 7. Board Development**
 - 7.1 Recruitment and Screening of New Board Members
 - 7.2 Orientation of New Members

- 8. Board Management**
 - 8.1 Meetings
 - 8.2 Board Member Attendance
 - 8.3 Board Self-Evaluation
 - 8.4 Conflict Resolution
 - 8.5 Board Member Expenses
 - 8.6 Personnel Manual
 - 8.7 Financial Matters
 - 8.8 Privacy Policy

- 9. Board Decision-Making**
 - 9.1 Decision-Making Process
 - 9.2 In Camera Meetings

1. BOARD STRUCTURE AND RESPONSIBILITIES

1.1 Board Structure

The Board of Directors of Canadian Mental Health Association, Port Alberni Branch, is comprised of twelve Board Members. The elected officers are the President, Co-Chair, Treasurer, and Secretary.

1.2 Board Representatives and Committees

The following are the Board Representatives and Committees of the Board of Directors who carry out certain tasks and make recommendations to the Board on specific issues:

- Personnel
- Ad Hoc
- Clubhouse
- Horticultural

1.3 General Responsibilities

The Board's job is to govern the affairs of Canadian Mental Health Association, Port Alberni Branch within the framework of relevant legislation and standards. The Board of Directors is the legal corporate authority and responsibility for the achievement of the organization's mission. It is responsible for ensuring that it has adequate information to monitor major areas of performance.

The Board oversees the management of Canadian Mental Health Association, Port Alberni Branch's finances. The Board ensures the proper and adequate discharge of this duty through its Treasurer acting on behalf of and reporting to the Board.

1.4 Authority and Accountability

The Board as a whole is responsible to the society membership and those government and individual or corporate donors who provide funds for the operation of Canadian Mental Health Association, Port Alberni Branch. The Board is also accountable, in a more general sense, to exercise good stewardship on behalf of the trust placed in it by the general public, members, staff, volunteers, and other stakeholders.

Individual directors are elected and/or appointed under the authority of the By-laws and are responsible to the society members of Canadian Mental Health Association, Port Alberni Branch who elect or appoint them. However, they have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual director or officer or employee or member of a committee; however, the Board retains ultimate responsibility and accountability.

The Board will account to Canadian Mental Health Association, Port Alberni Branch's members, funders and other key stakeholders through annual and periodic reports on the activities and finances of the organization, annual audited financial statements, providing access to minutes of Board meetings (except in-camera portions), receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

1.5 Major Duties of the Board

- Oversee development and approval of organization's plan and approve annual budgets and operating plans.
- Define and/or safeguard Canadian Mental Health Association, Port Alberni Branch's mission, and the operating principles within which it expects the organization to be administered, and to review these periodically.
- Govern the organization through policies and planning objectives approved by the Board, formulated with the Executive Director and staff, and review periodically.
- Select and support the Executive Director to whom the responsibility for administration of the organization is delegated.
- Review and evaluate regularly the performance of the Executive Director on the basis of a specific job description and approved objectives.
- Seek and secure sufficient financial resources for Canadian Mental Health Association, Port Alberni Branch to finance its programs adequately.
- Account to the public and funders for the services of the organization and expenditures of funds.
- Ensure prudent and proper management of Canadian Mental Health Association, Port Alberni Branch's resources.
- Establish the general values framework in which the organization's human resources will be managed and periodically monitor key human resource performance indicators.
- Approve and periodically review personnel policies within which human resources will be managed.
- Establish guidelines within which management may negotiate pay and benefits agreements with staff.
- Regularly review Canadian Mental Health Association, Port Alberni Branch's services to ensure that they are consistent with the purpose of the organization and that its programs are effective and relevant to community needs.
- Provide continuity for the organization and opportunities for citizen participation.
- Represent Canadian Mental Health Association, Port Alberni Branch and its programs in the community.
- Serve as an advocate for good quality services.
- Hear complaints about services through a formal complaints and disputes procedure (See 1.10 and 5.8).

1.6 Due Diligence

Each director is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board outlined above, directors are responsible to exercise due diligence in the performance of their duties. They are responsible to:

- Be informed of the articles of incorporation and legislation under which the organization exists, its by-laws, mission and policies as they pertain to duties of a Board member.
- Keep generally informed about the activities of the organization and the community, and general trends in which it operates.

- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.
- Exercise the same degree of care, diligence and skill that a reasonable prudent person would show in comparable circumstances.
- Offer their personal perspectives and opinions on issues that are the subject of board discussion and decision.
- Voice clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith in a legally constituted meeting by directors in reasonably full possession of facts.
- Ask the directors to review a decision, if she/he has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and if still not satisfied after such review, ask that the matter be placed before the membership.
- Work with the staff of Canadian Mental Health Association, Port Alberni Branch on committees of the Board.
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with Canadian Mental Health Association, Port Alberni Branch's by-laws and policies.

1.7 Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Directors must at all times respect the confidentiality of any member names and/or circumstances that might identify members. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board. Directors shall agree to a confidentiality statement upon joining the Board of Directors.

1.8 Code of Conduct

Board members are expected to comply with the prescribed code of conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The code of conduct should be a succinct statement of essential principles intended to govern the conduct of the Board and staff of Canadian Mental Health Association, Port Alberni Branch.

Board members and staff of Canadian Mental Health Association, Port Alberni Branch will at all times conduct themselves in a manner that:

- supports the objectives of Canadian Mental Health Association, Port Alberni Branch;
- serves the overall best interests of the organization;
- brings credibility and good will to the organization;

- respects principles of fair play and due process;
- demonstrates respect for individuals in all manifestations of the cultural and linguistic diversity and life circumstances;
- respects and gives fair consideration to diverse and opposing viewpoints;
- demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of Canadian Mental Health Association, Port Alberni Branch;
- demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the organization;
- ensures that the financial affairs of the organization are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship;
- avoids real or perceived conflicts of interest;
- conforms with the by-laws and policies approved by the Board, in particular this code of conduct;
- publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the organization's business.

1.9 Conflict of Interest Policy

Members of the Board of Directors shall act at all times in the best interests of Canadian Mental Health Association, Port Alberni Branch rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the organization in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

1.9.1 Definition of Conflict of Interest

- Board members are considered to be in a conflict of interest whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
- A conflict of interest may be real, potential or perceived; the same duty to disclose applies to each.
- Full disclosure in itself, does not remove a conflict of interest.

1.9.2 Principles for Dealing with Conflict of Interest

- a. The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arise and before the Board or its committees deal with the matter at issue.
- b. If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the President, the Executive Committee or Board for advice and guidance.

- c. If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- d. It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.
- e. The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- f. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

1.9.3 Examples of Conflict of Interest on the Part of a Board Member:

- a. Any circumstance that may result in a personal or financial benefit to a director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the organization, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- b. Personal interests which conflict with the interests of members or are otherwise adverse to the interests of the organization.
- c. Seeking, accepting, or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with Canadian Mental Health Association, Port Alberni Branch.
- d. Being a Director of the Board or staff of another organization which might have material interests that conflict with the interests of Canadian Mental Health Association, Port Alberni Branch or its members; and, dealing with matters on one Board which might materially affect the other Board.
- e. Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director.
- f. Individuals who serve as directors on the same board with members of their family or others with whom they have a direct business or personal relationship will be subject to immediate perception of apparent conflict of interest.

1.10 Disposition of Complaints and Disputes Involving Director

- a. The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the organization's by-laws, policies, code of conduct or confidentiality agreement.
- b. The Executive Committee shall similarly review disputes between directors of the Board that interfere with the ability of the Board to carry on its business.
- c. Complaints of a grave nature may be referred to an independent arbitrator.
- d. Allegations of illegal activity shall be immediately referred to police, child welfare or other appropriate authorities for investigation. Any director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.

- e. The review of such complaints or disputes shall include an opportunity for the members concerned to present their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- f. Every attempt should be made to resolve such matters expeditiously and fairly.
- g. The recommendations regarding resolution of such matters shall be brought to the Board for approval.
- h. The ruling of the Board shall be final. Should the director refuse to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the Board, suspension or a request for the director's resignation.

2. ROLES OF THE OFFICERS OF THE BOARD

Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board except when acting together as an Executive Committee in accordance with the by-laws.

2.1 President

The role of the President is to ensure the integrity of the Board's processes. The President is the only Board member authorized to speak on behalf of the organization, unless this is specifically delegated to another Board member.

- a. The President presides as the "manager" of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the work is conducted efficiently and effectively. The President has no authority to make decisions outside the by-laws or the parameters of policies created by resolution of the Board.
- b. The President will set the agendas for meetings of the Board with input from the members of the Board and with the assistance of the Executive Director.
- c. The President will plan the conduct and timing of Board meetings in conjunction with the Executive Director and will chair meetings of the Board, Executive Committee and membership.
- d. The President will ensure that the Board is properly informed about the operations of the organization and has the information and opportunity necessary to come to decisions on matters within its purview.
- e. The President will be the Board's primary liaison with the Executive Director, who is responsible for the execution of Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve the organization's objectives.
- f. The President will act as public and media spokesperson for the Board and Canadian Mental Health Association, Port Alberni Branch as required subject to the provision of clause 5.6 of these policies.

2.2 Vice President

In addition to assuming the duties of the President during his/her absence, the Vice President shall perform other duties prescribed from time to time by the Board.

2.3 Treasurer

The Treasurer shall:

- a. monitor the financial activities of Canadian Mental Health Association, Port Alberni Branch;
- b. ensure that complete and accurate records are kept of all of the organization's financial matters in accordance with generally accepted accounting practices;
- c. act as a signing authority for the organization as approved in the by-law or by resolution of the Board;
- d. provide the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of the organization;
- e. recommend a competent auditor to be appointed annually;
- f. collaborate with the auditor and Executive Director in review and presentation of annual audited financial statements.

2.4 Secretary

The Secretary shall:

- a. ensure that all secretarial functions are performed for the Board and Executive Committee;
- b. ensure that records are kept of all proceedings and transactions;
- c. be the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the organization;
- d. oversee the keeping of records of meetings, policies, membership and any other records required by law;
- e. ensure that minutes are taken at all regular and special meetings of the Board of Directors;
- f. ensure that copies of minutes and agendas are circulated to Board members prior to each meeting;
- g. maintain, or ensure the maintenance of, the files and records of the organization to be passed on to future officers and ensure the security and confidentiality of all such files and records.

2.5 Past President

The Past President assumes the duties of the President and Vice President during their absence, chairs the Nominations Committee, and performs other duties prescribed from time to time by the Board.

3. BOARD REPRESENTATIVES AND COMMITTEES

Board representatives and committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the Executive Director to allocate resources in support of

committee activities. The Board appoints Board representatives and committee members annually for one-year terms.

3.1 Composition

A member of the Board shall chair all committees except that a Past President, who need not be an incumbent director, may chair the Nominating Committee. The composition of the Board representative and committees shall be representative of the Board and, where possible and appropriate, of staff and members of the community at large. This is an effective way to add expertise, involve more of the community in the work of the organization and bring to the organization a reflection of public opinion. It shall also serve as a means of recruiting, orienting and screening prospective candidates for the Board. The President and Executive Director are ex-officio members of all committee.

3.2 Function

The Board representative and committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of the organization's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Board representatives and committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications and make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the Board representative or committee but must be satisfied that all pertinent information was considered or refer the issue back to the board representative or committee for further study. The Board will consider the recommendations of the Board representative or committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

3.3 Relationship to Staff

Board and staff work co-operatively to carry out the objectives of Canadian Mental Health Association, Port Alberni Branch. The Board relies upon the ability, training, expertise and experience of staff to plan for and provide services within the organization's mandate. The Board representatives, committees, and Board meetings are the generally recognized avenues for Board and staff to think and plan together.

The attendance of the Executive Director, or designate, at all committee meetings as a resource and staff support is essential to the effective work of committees. Committees and Board representatives may advise the Board or Executive Director but do not exercise authority over staff, and will ordinarily have no direct dealing with staff operations. The Board representatives and committee members must know and respect the distinction between Board and staff responsibilities.

Communications between Board and staff, outside of committee meetings, shall be through the Executive Director. This includes:

- any assignments or directives;
- requests for organizational resources or staff time;
- staff performance concerns or policy infractions;
- concerns regarding any aspect of programs or administration.

3.4 Executive Committee

The Board President chairs the Executive Committee, which is comprised of the officers of Canadian Mental Health Association, Port Alberni Branch including the Executive Director as a non-voting member. This committee possesses specific powers under the by-law to make decisions between Board meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board at its next meeting. The Executive Committee also has the responsibility for the annual performance evaluation of the Executive Director and for making recommendations to the Board with respect to his/her performance, continuing tenure and compensation.

3.5 Nominations Committee

The Past President of the Board chairs the Nominations Committee or is the Board representative. The committee or Board representative is responsible for:

- a. Developing and recommending to the Board the skills, experience and diversity criteria for directors necessary to ensure balanced community representation and effective governance.
- b. Identifying, interviewing and checking references on prospective candidates for vacant positions on the Board of Directors.
- c. Recommending to the Board or society membership, candidates suitable, according to the approved criteria, to fill director vacancies.
- d. Ensuring that Board members receive proper orientation to their responsibilities.
- e. Monitoring Board member attendance.

3.6 Personnel Committee

The Personnel Committee or Board representative is responsible for overseeing the establishment of general policies for the management of the organization's staff and monitoring compliance with those policies, and conduct an annual review of such policies.

3.7 Ad Hoc Committee

The Board may appoint such committees, as it sees appropriate, to deal with specific issues that arise from time to time.

4. STYLE OF GOVERNANCE

The Board of Directors represents the "ownership" or membership of the organization. It is the legally constituted authority responsible directly to the association's membership, funders and the community for prudent oversight of the organization's operations. It is responsible for the articulation of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage the organization's operations.

The Board will focus on strategic leadership rather than administrative detail, important policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of

collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit, the Board will:

- a. Direct, control and inspire the organization through careful deliberation and establishment of strategic direction and general policies.
- b. Monitor and regularly discuss the Board's own process, progress and performance.
- c. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the organization.
- d. Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- e. Ensure that all business of Canadian Mental Health Association, Port Alberni Branch is conducted in a transparent, legal and ethical manner.
- f. Board members will at all times conduct their business in accordance with the principles of fair play and due legal process,
- g. Enforce upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a Board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies. It will allow no officer, individual, or committee of the Board to neither usurp the role nor weaken this discipline.

5. BOARD RESPONSIBILITIES

Primary Board responsibilities generally fall within eight general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and Complaints Review.

5.1 Planning

One of the most important responsibilities of the Board of Directors is to provide general guidance and direction for the organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

5.2 Financial Stewardship

The Board is responsible to review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and ensure the establishment of proper financial controls and policies.

5.3 Human Resources Stewardship

The Board is responsible for ensuring the establishment of personnel policies to govern the management of staff resources; recruiting, supporting and evaluating the performance

of the Executive Director; providing guidance for staff compensation; succession planning to ensure smooth transition in both Board and senior staff positions; and monitoring compliance with legislative and regulatory requirements.

5.4 Performance Monitoring and Accountability

The Board is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization; and reporting to funders and other key stakeholders.

5.5 Risk Management

The Board is responsible to ensure that by-laws are current; that governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and Board from potential liabilities; resources are sufficient to minimize risk to employees and volunteers; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and adequate contingency plans are in place to protect against reasonably anticipated crises.

5.6 Community Representation and Advocacy

The function of public relations is to assist the organization in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Board is responsible to represent Canadian Mental Health Association, Port Alberni Branch positively to the community; to fairly represent community perspectives to the organization; to ensure community input to its planning; and to advocate for adequate resources to fulfill the organizational mandate.

Authority to speak on behalf of Canadian Mental Health Association, Port Alberni Branch shall rest with the President and/or Executive Director. This authority may be delegated by either of them to others in the organization within their special fields of competence or knowledge.

5.7 Management of Critical Transitional Phases

The Board is responsible for management of critical transitional phases and events. These include turnover in key positions in the Board and senior management; rapid growth or decline in resources; labour relations disputes; and issues of significant public controversy.

5.8 Complaints Review

Board members do not generally have direct contact with clubhouse members. Where a clubhouse member makes direct contact with a Board member for assistance in the resolution of specific service issues, the Board member should refer the clubhouse member to the Executive Director. The Board member may not interfere in the handling of a specific case by approaching individual staff members. Concerns about the management of a case should be conveyed to the Executive Director. The Executive Director may inform the concerned Board member about the action taken in the case or authorize a manager to communicate the information directly to the Board member.

The identity of clubhouse members is otherwise confidential to the staff involved in the provision of services. Clubhouse member names and identifying personal information will be withheld when case information is presented to the Board or a committee for orientation or illustrative purposes. The Board responsibility for hearing clubhouse member complaints on appeal from a decision of the Executive Director is an exception to these general principles.

Service providers and supervisory staff shall initially respond to clubhouse member complaints about the nature or quality of services provided by Canadian Mental Health Association, Port Alberni Branch. The clubhouse member shall also be provided with an opportunity to appeal a decision of the Executive Director. The Board, in reviewing such appeals, shall establish a tribunal among the directors to hear the clubhouse member and review the matter. The tribunal shall adhere to the confidentiality statement. They may not overturn staff decisions but may make recommendations to the Executive Director on the matter and may recommend policy amendments to the Board.

Complaints made from the general public shall be addressed by the Executive Director and/or President. Any written complaint shall be responded to in writing. The process for a verbal complaint is comprised of:

- listening empathetically and allowing the complainant to vent initially without interruption
- refraining from being judgmental, critical or entering into debate
- providing feedback, clarifying and identifying the specific issues or concerns
- asking them what they would like done/what they wish to achieve from the complaint
- providing information to them about process and the possible results
- committing and agreeing to achieve a satisfactory resolution for all involved

6. EXECUTIVE AUTHORITY

The Board contracts with the Executive Director for the management and administration of Canadian Mental Health Association, Port Alberni Branch. The Executive Director is responsible, within parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved.

The Executive Director is employed by the Board of Directors and is, therefore, responsible to the Board as a whole rather than to individual directors of the Board. He/She is required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations. In the exercise of these responsibilities, the Executive Director is:

- a. Authorized to expend funds within the limits of the annual budget and operating plan approved by the Board.
- b. Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget.

- c. Required to report to the Board if it is not possible to operate within the limits of the budget approved by it.
- d. Expected to serve as an advisor to the Board on policy and program issues which affect the services provided by the organization.
- e. Required to provide the Board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the organization in achievement of approved goals.
- f. Responsible for employing staff members within the classifications and salary ranges approved by the Board. Board members should bear in mind that the staff are responsible to the Executive Director or to a person designated by him or her, not the Board as a whole or any individual director. In the supervision, direction and deployment of personnel, the Executive Director is governed by the documented personnel practices and procedures approved by the Board.
- g. Specific responsibilities are described in the policies related to the responsibilities of the Board, the roles of the President, of other officers, and individual directors, and in the job description of the Executive Director.

6.1 Delegation to the Executive Director

The Board's job is generally confined to establishing broad policies for achievement of organization objectives. It delegates responsibility for execution of those policies to the Executive Director. All Board authority delegated to staff is delegated through the Executive Director, so that the authority and accountability of staff derives from the authority and accountability of the Executive Director.

The Board of Directors as a group, rather than individual directors, officers or committees, is responsible for providing direction to the Executive Director within the context of Board policies.

6.2 Appointment of the Executive Director

Recruitment, selection and appointment of an Executive Director are, along with performance monitoring, among the most important responsibilities of the Board. Appointment of an Executive Director requires the approval of a seventy-five percent (75%) majority of the incumbent directors. Ideally, an Executive Director's appointment should be made with the confidence of the full Board.

In the event that the Executive Director's performance is deficient or there is a loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of the Executive Director shall require seventy-five percent (75%) of the full Board of Directors voting in favour of dismissal at a meeting duly called to consider such action.

6.3 Executive Director's Performance Evaluation

6.3.1 General

The Executive Director is the sole official link between the Board of Directors and the organization that it governs. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives.

Consequently, the Executive Director's job contributions can be expressed as performance with respect to six components:

1. Executive Director's job description.
2. Annual performance objectives negotiated with the Board through the Personnel Committee.
3. Organizational achievement of operating plan and organizational objectives.
4. Organizational operation within the boundaries established in Board policies.
5. Quality of relationship with senior staff.
6. Quality of relationship with major community stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the Executive Director.

6.3.2 Procedure

The Executive Director will, at the beginning of each fiscal year, draft objectives for the year and discuss these with the delegate(s) of the Executive Committee, prior to presenting them to the Board for approval.

The Executive Director shall, at the end of the fiscal year:

- a. Complete a written self-evaluation of progress on meeting objectives so approved by the Board.
- b. Complete a report on overall organization performance for the preceding year.
- c. Solicit feedback on his/her performance from those staff reporting directly to the Executive Director and synthesize the highlights of this feedback in a report. These reports will be provided to the Executive Committee.

The essential elements of this material, along with Board members' observations of the Executive Director's interactions with key stakeholders throughout the year, shall form the basis of the evaluation.

The President will obtain input from the Board members and prepare a written evaluation of the Executive Director's performance. The President will provide a summary of the performance review to the Board at its last meeting of in the fiscal year or immediately thereafter. The Board will meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.

The Personnel Committee will bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the Executive Director in writing. The Personnel Committee shall meet with the Executive Director alone or, at the request of either, along with the delegate(s) of the Personnel Committee, to discuss the evaluation. The Executive Director shall be provided with a reasonable opportunity to redress any deficiencies in performance.

The President shall provide the Executive Director with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.

7. BOARD DEVELOPMENT

7.1 Recruitment and Screening of New Board Members

The Nominating Committee, as director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board. The Nominating Committee shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board of Directors in a manner consistent with the by-law and these policies. The Nominating Committee will maintain a file of all interested candidates who have been so reviewed.

7.2 Orientation of New Members

New Board members shall receive a thorough orientation to their position within one month of becoming a member of the Board. Each new member shall also be assigned a more experienced member as a “buddy” or guide to help integrate the new member and answer any questions he or she may have about Board procedure. Orientation includes but is not limited to:

- The history, mission and purpose
- Constitution, by-laws and governance policy
- An overview of funding sources
- An overview of key policy areas and copies of policy to study
- Role, structure and functions of the Board
- Board member Confidentiality Statement
- Procedural guidelines for Board meetings
- Procedures for Board member expenses
- A tour of facilities and introduction to key staff

The Council has adopted the “Rule of Three” for new members and participants. To ensure an effective process and full participation all new members/participants will need to attend three consecutive meetings as outlined:

- Prior to first meeting – provided with the Participatory Decision Making Manual.
- First meeting – attends the meeting as an observer only.
- Between first and second meeting – attends an orientation session. The session will include a history of the Council, the vision/values and purposes of the Council, an introduction to the consensus decision making process of the Council and a review of current agenda items.
- Second meeting – attends and participates in the discussion.
- Third meeting – attends as a full participant.

8. BOARD MANAGEMENT

8.1 Meetings

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held once a month. Except when dealing with confidential matters “in-camera”, all meetings of the Board will be open to the public.

8.2 Board Member Attendance

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from two (2) consecutive meetings are automatically considered to have resigned from their position. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board. The Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

8.3 Board Self-Evaluation

The Board shall periodically review its own work and its effectiveness. It shall conduct a formal assessment of its own performance annually at the same time that it reviews the performance of the Executive Director and shall take any steps for improvement of its governance practices suggested by such review.

8.4 Conflict Resolution

Board members are commonly recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of Board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities.

The Board President is responsible for managing such conflicts. A neutral Board member or third party should be selected if the Board President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

8.5 Board Member Expenses

Board members are entitled to be reimbursed for expenses occurred during activities required to carry out their duties on behalf of the organization. The Treasurer is responsible to recommend to the Board appropriate rates of reimbursement for Board member expenses.

8.6 Personnel Manual

Board members are expected to be aware of the contents of the Personnel Manual as the Manual constitutes an integral part of the governance policies of the Society.

8.7 Financial Matters

All Branch cheques require 2 signatures, one is of an authorized Board member, the other is an authorized staff member or authorized Board member.

The Executive Director must obtain Board approval for loans or other credit requests required at any time.

The Executive Director may make purchases within the scope of the approved budget. Any purchases of capital assets or expenses out of the ordinary course of day-to-day operations in excess of \$2,500 must have Board approval.

8.8 Privacy Policy

Board members must conform to the Society's Privacy Policy and are required to sign a confidentiality statement form. All information related to a person who receives service from or is employed by our organization, must be treated as confidential. This information may be in written, verbal, or other form. Confidentiality extends to everything the Board of Directors learn in the exercise of their duties.

9. BOARD DECISION-MAKING

9.1 Decision-Making Process

Decisions of the Board are made as a group at Board meetings at which a quorum of 5 members is present. A quorum is required for the transaction of any business of the organization. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all, or at least the largest possible majority of, Board members can support, prior to the vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favourable vote of a majority of the members present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. These Governance Policies and Code of Conduct will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

9.2 In-Camera Meetings

The following items may be considered in-camera upon approved motion of the Board:

- Personal matters about an identifiable individual.
- Acquisition or sale of land.
- Labour relations or employee negotiations.
- Litigation or potential litigation.
- Receiving advice that is subject to solicitor-client privilege.
- Matters falling under the Freedom of Information and Protection of Privacy Act.
- Matters of personal conflict between directors of the Board as outlined in this governance policy.
- Any other matters which the Board, by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of the organization or its members.