

Governance Policies

INTRODUCTION

The South West District for Culture, Recreation and Sport Board is a **policy governance board**. The Board assumes a strategic leadership role, rather than a management role, ensuring that the organization stays true to its vision, mission, values and desired outcomes/ends.

The Board remains strategic by staying abreast of the environmental context of the organization (inside and outside). Their highest priority is the impact of organizational on those they serve.

The Board acts as the informed voice/agent of, and is accountable to, the owner. The board makes decisions on behalf of the owners, not the staff.

The owners include all communities within the organization boundaries, including rural and urban municipalities, first nation bands, regional parks, individuals, and other organizations that provide services in culture, recreation, and sport to residents.

The Board speaks using the one-voice principle, in that instructions are expressed by the board as a whole. Individual board members have no authority.

The board uses four major governing categories to realize its duties.

TABLE OF CONTENTS

Page #

Quadrant One: Governance Process Policies

A	Board Responsibilities	
	1 – General Responsibilities	4
	2 – Authority and Accountability	4
	3 – Confidentiality	5
	4 – Dispute Resolution	5
B	Board Structure	
	1 – General	5
	2 – Major Duties of the Board	5
	3 – Roles of Officers of the Board	6
	4 – Responsibility of Individual Board Members	7
	5 – Roles of Committees	8
	Board Committee Summary Chart	9
	Governance Committee	10
	Finance and Audit Committee	11
	Nominating Committee	12
	Executive Director Succession Committee	13
	Ad Hoc Committee	14
	6 – Board Meetings	14
C	Board Evaluation	
	1 – Self-Evaluation at Meetings	16
	2 – Annual Assessment	16
	3 – Policy Evaluation	16
D	Board Development	
	1 – Recruitment of New Board Members	16
	2 – Orientation of New Board Members	16
	3 – Board Term Length	17
E	Board Conduct	
	1 – Code of Conduct	17
	2 – Definition of Conflict of Interest	17
	3 – Conflict of Interest	17
	4 – Disposition of Complaints and Disputes Involving Board Members	21
	5 – Conflict Resolution	21

Quadrant Two: Ends Policies

F	Planning	
	1 – General	23
	2 – Strategic Planning	23
	3 – Planning Cycle	23

Continued next page

Quadrant Three: Board-Management Delegation Policies

G	Monitoring	
	1 – Progress Towards Strategic Goals	24
	2 – Executive Limitations Compliance	24
H	Measurement	
	1 – Measurement Tools	24
I	Accountability	
	1 – Major Funders	24
	2 – Risk Management	24
	3 – Community Representation and Advocacy	24
	4 – Management of Critical Transitional Phases	25
J	Delegation to the Executive Director	25
K	Boundaries of Executive Director Authority	25
L	Executive Director Accountability	25
M	Relationship to the Executive Director	25
N	Approving Operational Plans or Budgets	26
O	Requests to the Executive Director	26
P	Appointment/Dismissal of the Executive Director	
	1 – Recruitment	27
	2 – Wages/Benefits	27
	3 – Dismissal	27
	4 – Severance	27
Q	Executive Director’s Performance Evaluation and Succession	
	1 – Supervision of the Executive Director	27
	2 – Evaluation Procedure	28
	3 – Emergency Executive Director Succession	28

Quadrant Four: Executive Limitations Policies

R	Executive Limitations	
	EL-1 General Executive Constraint	29
	EL-2 Treatment of District Members/Residents	29
	EL-3 Human Resources	29
	EL-4 Financial Operations	29
	EL-5 Budgeting	30
	EL-6 Financial Condition	30
	EL-7 Asset Protection	31
	EL-8 Compensation and Benefits	32
	EL-9 Communication and Support to the Board	32
	EL-10 Emergency Executive Succession	30
	EL-11 Public Image	33
	EL-12 Information Management	33
	EL-13 Partnerships	34
	EL-14 Conflict of Interest	34

QUADRANT ONE: GOVERNANCE PROCESS POLICIES

A. BOARD RESPONSIBILITIES

1. General Responsibilities

- i. The Board has adopted a specific model of governance, designed Board structure (Officer positions and Board Committees) and process and documented these in policy.
- ii. The Board's job is to govern the affairs of the District within the framework of Bylaws and Strategic Plan.
- iii. The Board of Directors, representative of the District's membership and the community, is given the legal nonprofit authority and responsibility for the achievement of the organization's mission and vision, and for its stability.
- iv. The Board is responsible for ensuring that it has adequate information to monitor major areas of District performance.
- v. The Board is responsible for the governance of the District and provides strategic direction along with measurable outcomes.
- vi. The Board ensures the proper and adequate discharge of this duty through its Executive Limitations and regular reporting by Board Members.
- vii. The Board develops an annual Board calendar and utilizes it when setting meeting agendas throughout the year.

2. Authority and Accountability

i. The Board

- a) The Board, as a whole, is responsible to the membership, governments, individual or corporate donors, and the Saskatchewan Lotteries Trust Fund who provide funds for the operation of the District.
- b) The Board is also accountable to exercise good stewardship of the District on behalf of the trust placed in it by the communities, participants, staff, volunteers and other stakeholders within District.

ii. Board Members

- a) Individual Board Members are elected under the authority of the Bylaws and are responsible to the members of the District who elect 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.
- b) 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.

iii. Signing Authority

- a) The Board formally delegates authority to Directors designated with signing authority to act on its behalf in signing of all accounts (payables, receivables, and other transactions).
- b) The Board allows for Directors designated with signing authority to, sign payments under \$500 payable to themselves provided all Executive Limitations are followed.

iv. Stakeholders

- a) The Board will account to the District's members, funders and other key stakeholders through annual reports, annual audited financial statements, receiving representations from and consulting with key stakeholders, and generally operating in an open and transparent manner.

3. Confidentiality

- i. Respect for confidentiality is the cornerstone of trust and confidence as well as an obligation.
- ii. Board members must at all times respect the confidentiality of District material and personal information.
- iii. Similarly, all matters dealt with by the Board during in-camera or confidential meetings and matters related to personnel negotiations must be held in strictest confidence.
- iv. Confidentiality means Board members may not relate such matters to anyone including immediate family members.
- v. The duty of confidentiality continues indefinitely after a Board member has left the Board.
- vi. Board members shall agree to Confidentiality upon joining the Board of Directors.

4. Dispute Resolution

- i. If a complaint is received and the Executive Director cannot resolve it, the complaint will be referred to the Governance Committee who will use the Dispute Resolution Policies as their guide.

B. BOARD STRUCTURE

1. General

- i. The legal status of the District is defined by the Saskatchewan Non-Profit Corporations Act legislation under which it is incorporated, and these governance policies enacted under the authority of the District Bylaws.
- ii. As stated in the Bylaws, the District is governed by a volunteer Board of Directors of not fewer than 7 and not more than 13 members. The elected officers of the District are the Chair, Vice-Chair, and Director of Finance.

2. Major Duties of the Board

- i. Annually create a long-term strategic plan, including outcomes and indicators.
- ii. Define the District's mission, the values, and Executive Limitations within which it expects the District to be administered, and to review these periodically.
- iii. Govern the District through broad policies and planning outcomes approved by the Board, formulated with the Executive Director and reviewed periodically.

- iv. Select and support an Executive Director to whom the responsibility for administration of the District is delegated.
- v. Review and evaluate, the performance of the Executive Director on the basis of how well the strategic priorities (Ends) and outcomes were met.
- vi. Account to the membership and funders, how well the strategic priorities and outcomes were met.
- vii. Ensure prudent and proper management of the District's resources.
- viii. Approve and periodically review personnel policies as they pertain to the employment of the Executive Director.
- ix. Establish Executive Limitation within which the Executive Director may negotiate pay and benefits agreements with employees.
- x. Provide continuity for the District and opportunities for volunteer participation.
- xi. Serve as an advocate for culture, recreation, and sport.
- xii. Ensure that all business of the District is conducted in a transparent, legal and ethical manner.

3. Roles of Officers of the Board

- i. Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board. All Committee work must be approved by the board in accordance with governance policies.
- ii. Board officer positions must always be filled, no vacancies.

iii. Chair

- a) The Chair will be the Board's primary liaison with the Executive Director. The responsibilities of the Chair include:

- 1) Provide leadership to the Board in fulfilling their governance responsibilities.
- 2) Call for every meeting of the Board.
- 3) Ensure the flow of all relevant governance information and meeting documentation to the Board.
- 4) Facilitate meetings of the Board, creating an environment that allows for full participation, and dialogue, including the delegation of a meeting chairperson.
- 5) Act as the primary spokesperson for the board.
- 6) Vote as a regular member of the board.

iv. Vice-Chair

- a) In addition to assuming the duties of the Chair during his/her absence, the Vice-Chair shall perform other duties prescribed from time to time by the Board.
- b) The Vice Chair is to take the responsibility to learn the roles of the Chair and the District business.
- c) To lead discussion on previous meeting evaluation.
- d) To lead discussion on board member attendance at meetings.
- e) To ensure meeting attendance to meet quorum.

v. Director of Finance

- a) The Director of Finance shall monitor the financial activities of the District, ensuring that complete and accurate records are kept of all the District's financial matters in accordance with non-profit accounting practices on a monthly basis.
- b) Act as a signing authority for the District as approved by resolution of the Board.
- c) Provide the Board, with assistance from the Executive Director, at each meeting, a report of the financial position of the District.
- d) Together with the Finance and Audit Committee shall recommend a certified auditor to be appointed annually; and collaborate with the auditor and Executive Director in review and presentation of draft annual audited financial statements to the Board for approval.

4. Responsibility of Individual Board Members

- i. Board members demonstrate ownership of their role and actively engage in board discussion and decision-making during Board meetings.
- ii. In addition to assisting in the exercise of the major duties of the Board, members are responsible to exercise due diligence in the performance of their duties.
 - a) Be on time and prepared for meetings and communicate with the Chair and Executive Director if they are unable to attend meetings.
 - b) Be informed of the District documents under which the District exists, its Bylaws, Vision, Mission, Values, Code of Conduct, and policies as they pertain to the duties of a Board member.
 - c) Keep generally informed about the activities of the District and general trends in culture, recreation, and sport. With the understanding that operations are not within the board's purview.
 - d) Attend governance training, Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.
 - e) Exercise the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances.
 - f) Offer their personal perspectives and opinions on issues that are the subject of board discussion and decision.
 - g) Voice, clearly, and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
 - h) Make decisions in the best interest of the District.
 - i) 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 the facts.

- j) Know and respect the distinction in the roles of Board and employees consistent with the principles underlying these governance policies.
 - k) Declare any apparent or real personal conflict of interest to the Board in accordance with the District's Bylaws and policies prior to any discussion on the matter.
 - l) Enforce upon themselves, fellow board, and committee 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. Allow no officer, individual, or committee of the Board to neither assume this role nor weaken this discipline.
- iii. To help integrate new board members, the board will use multiple strategies, e.g., assigning board buddies. New board members will be assigned a board buddy to support them.

5. Roles of Committees

i. General

- a) The Board appoints committee members and terms of non-standing committees.
- b) Committees have an advisory function to the Board.
- c) Committees do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes.
- d) Committees 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.

BOARD OFFICERS
(Updated May 15, 2023)

Board Chair	Board Vice-Chair	Board Director of Finance
Rebecca Anderson	Lori Crighton	Dana Dale

BOARD COMMITTEES/DUTIES
(Updated November 27, 2024)

Committee Name	Committee Team	Committee Members
Governance	<ul style="list-style-type: none"> One (1) Board member, minimum Executive Director, as Ex-Officio 	<ul style="list-style-type: none"> Donna Marentette Executive Director, Christie Saas
Finance and Audit	<ul style="list-style-type: none"> Director of Finance One (1) Board member, minimum Executive Director, as Ex-Officio 	<ul style="list-style-type: none"> Dana Dale Rosa Vazquez Shaya Stanley Executive Director, Christie Saas
Nominating	<ul style="list-style-type: none"> One (1) Board member, minimum Executive Director, as Ex-Officio 	<ul style="list-style-type: none"> Lori Crighton Rebecca Anderson Executive Director, Christie Saas
Executive Director Succession	<ul style="list-style-type: none"> N/A 	<ul style="list-style-type: none"> N/A

OTHER BOARD DUTIES
(Updated May 15, 2023)

Duty	Team	Who Handles	Role
Signing Authority	<ul style="list-style-type: none"> Three (3) Board members 	<ol style="list-style-type: none"> Dana Dale, Director of Finance Rosa Vazquez Lori Crighton Christie Saas, Executive Director Elizabeth Heatcoat (staff alternate) 	To sign accounts.
Attend Districts/Trust Meetings/Act as Liaison	<ul style="list-style-type: none"> One (1) Board member 	<ul style="list-style-type: none"> Pending availability 	To act as the District governance liaison and attend meetings 1x per year.
Forward information from the Executive Director to the Board	<ul style="list-style-type: none"> Board Chair ED is handling. 	<ul style="list-style-type: none"> Currently N/A, at board's request, ED will handle. 	To act as the Board's communication liaison between the Executive Director and the Board as a whole.
Be a Board Buddy	<ul style="list-style-type: none"> Match an experienced board member with a new board member 	<ul style="list-style-type: none"> Rebecca – Margaret Lori – Donna 	To help integrate new board members.

ii. Standing Committees
a) GOVERNANCE

Composition

The Governance Committee shall consist of:

- One (1) Board member, minimum
- Executive Director, as Ex-Officio

Purpose

The purpose of the Governance Committee is to:

- Oversee and provide leadership to the primary governance functions of the Board,
- To help the Board increase its governance knowledge, and
- To facilitate Board development, engagement, and orientation.

Responsibilities	When to Meet	What to Report at Meetings
<ul style="list-style-type: none"> • Monitoring the Board's governance performance on an on-going basis 	<ul style="list-style-type: none"> • After board meeting where topics for discussion arise 	<ul style="list-style-type: none"> • Action items for proposed changes
<ul style="list-style-type: none"> • Provide support to the Executive Director for matters outside of the scope of the Human Resources Policy 	<ul style="list-style-type: none"> • As needed 	<ul style="list-style-type: none"> • Issues and proposed resolutions
<ul style="list-style-type: none"> • Dispute resolution in accordance with GP B.4.i If a complaint is received and the Executive Director cannot resolve it, the complaint will be referred to the Governance Committee who will use the Dispute Resolution Policies as their guide. 	<ul style="list-style-type: none"> • As needed 	<ul style="list-style-type: none"> • In accordance with SWDCRS Complaints Supplement the decision should be disclosed at a minimum to ensure the enforceability of the decision and the applicable sanctions, including issue to be decided, background, statement of the facts, authorities considered, the decision, and reasons for the decision
<ul style="list-style-type: none"> • Dealing with conflict of interest in accordance with GP E.3.v.b) If the Board member is not certain he/she is in a conflict-of-interest position, the matter may be brought before the Chair, Governance Committee, or Board for advice and guidance. 	<ul style="list-style-type: none"> • As needed 	<ul style="list-style-type: none"> • Issues and proposed resolutions

<ul style="list-style-type: none"> Disposition of complaints in accordance with GP E.4. i. Review any complaints that a director has violated any provision of the District's Bylaws, Policies, and Code of Conduct; and iii. Complaints of a grave nature may be referred to the necessary authorities and as outlined in the District Dispute Resolution Policies. 	<ul style="list-style-type: none"> As needed, in a meeting duly called for the purpose. 	<ul style="list-style-type: none"> in accordance with GP E.4. iv. The recommendations regarding resolution of such matters shall be brought to the Board for approval
<ul style="list-style-type: none"> Disposition of disputes Involving Board Members in accordance with GP E.4. ii. review disputes between members of the Board that interfere with the ability of the Board to carry on its business, and iii. Complaints of a grave nature may be referred to the necessary authorities and as outlined in the District Dispute Resolution Policies. 	<ul style="list-style-type: none"> As needed, in a meeting duly called for the purpose. 	<ul style="list-style-type: none"> in accordance with GP E.4. iv. The recommendations regarding resolution of such matters shall be brought to the Board for approval
<ul style="list-style-type: none"> Managing personality-based conflict in accordance with GP E.5.iii. a) meet with the parties individually outside the board meetings to express concern about the negative effect of their conflict on board deliberations, attempt to define the issues and seek a resolution of the conflict; then c. meet with the parties together to determine whether an accord can be reached between them that will allow the board to function effectively with 	<ul style="list-style-type: none"> As needed, following the progression in accordance with GP E.5.iii with Chair and at least one member of the Governance Committee meeting first with the parties individually, then with the parties together. 	<ul style="list-style-type: none"> in accordance with GP E.5.iii. a) e. Recommendation for disciplinary action in the event accord cannot be reached through conflict resolution, mediation, or resignation, and resignations are not forthcoming.

<p>their continued membership. Seek to mediate their conflicts, and d. In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of the District.</p>		
<ul style="list-style-type: none"> Evaluating requests from the Board for Operational Changes, in accordance with GP O. ii. b) evaluate if the matter is a valid governance concern 	<ul style="list-style-type: none"> When requests from the board for operational changes arise 	<ul style="list-style-type: none"> Process on how to request a change in accordance with GP O. ii.
<ul style="list-style-type: none"> Lead discussions on requests from the Board for Operational Changes, posed as draft EL revision, IAW GP O. iv. 	<ul style="list-style-type: none"> When requests from the board for operational changes are posed as draft EL revisions 	<ul style="list-style-type: none"> Determination of if the matter is a valid governance concern

(committee updates approved on March 13, 2023)

b) FINANCE AND AUDIT

- 1) The Board formally delegates authority to the Finance and Audit Committee to act on its behalf in the review of monthly financial statements, and, to act on its behalf in previewing the annual audit as presented by the auditor and Executive Director.

Composition

The Finance and Audit Committee shall consist of:

- Director of Finance
- One (1) Board member, minimum
- Executive Director, as Ex-Officio

Purpose

The purpose of the Finance and Audit Committee is to ensure sound, prudent and transparent financial operations on behalf of the board, and to help the board increase its financial literacy.

Responsibilities	When to Meet	What to Report at Meetings
<ul style="list-style-type: none"> • Review financial statement monthly, as prepared by the Executive Director. 	<ul style="list-style-type: none"> • As needed, if a concern arises. 	<ul style="list-style-type: none"> • Areas of concern. • Areas needing clarification. • The Executive Director's compliance with policy.
<ul style="list-style-type: none"> • Make recommendations for governance policy changes. 	<ul style="list-style-type: none"> • At EACH board meeting • MARCH, prior to April policy review board meeting 	<ul style="list-style-type: none"> • Changes required. • Rationale for changes. • Suggested wording for change.
<ul style="list-style-type: none"> • Work with the Executive Director to prepare for dissemination of any suggestions brought forth by the auditor. • Review the external auditor's management letter and management's response. 	<ul style="list-style-type: none"> • MAY, as soon as audit first draft has been received/reviewed 	<ul style="list-style-type: none"> • Auditor's suggestions or concerns. • Summary of audit.
<ul style="list-style-type: none"> • Ensure the audited financial statements are presented at the Annual General Meeting. • Recommend an audit firm to the membership at the Annual General Meeting. 	<ul style="list-style-type: none"> • MAY/JUNE, as soon as audit final report has been received/reviewed 	<ul style="list-style-type: none"> • Summary of audit presented to AGM attendees. • Audit firm for next year.
<ul style="list-style-type: none"> • Delegate authority to one person to complete the auditor's Fraud Questionnaire, either the Director of Finance or designated board member. 	<ul style="list-style-type: none"> • 	<ul style="list-style-type: none"> •

(committee updates approved on March 12, 2024)

a) **NOMINATING**

Composition

The Nominating Committee shall consist of:

- One (1) Board member, minimum
- Executive Director, as Ex-Officio

Purpose

The purpose of the Nominating Committee is to:

- Facilitate the retention of current Board members,
- Facilitate the gathering of names for the nominations list, and
- To facilitate a Board with a balanced representation of its demographics, geographic areas, and sectors.

Responsibilities	When to Meet	What to Report at Meetings
<ul style="list-style-type: none"> • Board member recruitment that is balanced (sector, population, geographic). 	<ul style="list-style-type: none"> • JUNE, prior to September planning board meeting. • MARCH, prior to yearend. • As needed. 	<ul style="list-style-type: none"> • Target nominees by sector (sport, culture, recreation). • Target nominees by population. • Target nominees by geographic areas.
<ul style="list-style-type: none"> • Board orientation process. 	<ul style="list-style-type: none"> • AUGUST, prior to September planning board meeting. 	<ul style="list-style-type: none"> • Review of New Board Member Information Package and suggested changes. • Succession planning.
<ul style="list-style-type: none"> • Board nominations. 	<ul style="list-style-type: none"> • MAY, prior to AGM. • As needed. 	<ul style="list-style-type: none"> • Names of nominees.

(committee updates approved on November 09, 2022)

b) EXECUTIVE DIRECTOR SUCCESSION

Composition

The Executive Director Succession Committee shall consist of:

- Three (3) Board members when required.

Purpose

The purpose of the Executive Director Succession Committee is to ensure the proper implementation of a hiring plan.

Responsibilities	When to Meet	What to Report at Meetings
<ul style="list-style-type: none"> • Hiring Executive Director when position vacant. 	<ul style="list-style-type: none"> • AS NEEDED 	<ul style="list-style-type: none"> • Action items • Issues and resolutions

c) AD HOC COMMITTEES, as needed.

- 1) The Board will designate working groups and/or committees to carry on certain tasks as needed.

6. Board Meetings

i. Meetings

- a) Meetings of the Board of Directors will, unless otherwise determined by the Board, be held quarterly, virtually or in person, with locations decided by the Board.
- b) All meetings of the Board will be *closed to the public* except for invited special guests.

ii. Procedure

- a) Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure.
- b) Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies.

iii. Quorum

- a) A quorum for Board meetings shall be three (3) board members.

iv. Deliberation

- a) Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.
- b) As per Bylaws, all members of the Board are required to vote, abstain, or declare a conflict of interest, regardless of position or office held, and regardless of type of motion (in person/conference call/email).
- c) A tie vote indicates the motion is defeated.

v. In-Camera

- a) In-camera refers to a portion of a meeting where the Board meets in private, without non-board members present.
- b) The Board would choose an In-camera discussion, without the Executive Director present, only for:
 1. Executive Director's ongoing/year-round performance evaluation.
 2. Executive Director's salary or payments.
 3. Executive Director fraud.
 4. Executive Director hiring/firing.
 5. The annual audit.
- c) An In-camera discussion requires:
 1. A successful motion to begin and come out of In-camera.
 2. Recording of the time In-camera begins and ends.
 3. Decisions made during In-camera to be passed as formal motions upon returning to the meeting proper, motions cannot be made during In-camera.
 4. A summary of the discussion held during In-camera if Executive Director is not included.

vi. Board Member Expenses

a) Remuneration

1. Members of the Board shall serve without remuneration.
2. No director shall directly or indirectly receive any profit from his/her position as such, with the exception that directors may be paid reasonable expenses for per diems to attend in person board meetings or duties as approved by the Board.

vii. Rates

- a) The Board, in accordance with accepted community standards, shall each April, decide the rate at which organizational mileage expenses are reimbursed.

viii. Reimbursement

- a) All Board member expenses must be documented on a District Expense form and be authorized by the Executive Director and one Director with signing authority
- b) If a Board member will be incurring additional District expenses for attending a board meeting, those expenses must be pre-approved by the Chair and/or the Director of Finance in consultation with the Executive Director.

ix. Missed Meetings

- a) Board members who will not be attending a scheduled in person board meeting are required to provide 44 7 days' notice to the Chair or be billed for unused meals and accommodations at the discretion of the board.

x. Discontinuation

- a) A Board Member may be terminated for reasons including death, resignation, residing outside of District Boundaries, removal with cause breach of District Governance Policies, breach of District Bylaws, and/or breach of the Code of Conduct.
- b) The Board will review the Board Member's position, with a decision captured by formal board motion.
- ⇨ Removal for cause is conducted by registered letter from the Chairperson on behalf of the Board.

xi. Appeal

- a) A member removed from their position on the Board of Directors may submit an appeal to the decision to the Board as a whole.
- b) The Board may reverse the termination or uphold the decision as the majority of the Board deems appropriate.

C. BOARD EVALUATION

1. Self-Evaluation at Meetings

- i. At each face-to-face board meeting The Board shall review its own performance and effectiveness.

2. Annual Assessment

- i. The board shall conduct a formal assessment of its own performance annually as part of the strategic planning process and shall take any steps for improvement in its governance practices suggested by such review.
- ii. The Board's annual assessment process will be:
 - a) An environmental scan discussion at each meeting
 - b) A SWOT analysis by digital survey in May
 - c) A SWOT analysis summary discussion in June
 - d) A summary discussion at the Strategic Planning session in the fall
 - e) Any additional questions designed by the facilitator who will conduct the Strategic Planning session in the fall

3. Policy Evaluation

- i. Board policies are reviewed annually, referenced regularly, and revised when necessary.

D. BOARD DEVELOPMENT

1. Recruitment of New Board Members

- i. The Board initiates and engages in a recruitment and nomination process for new Board members on an annual basis.
- ii. The Nominating Committee will, 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.
- iii. Nominees must reside within the South West District.

2. Orientation of New Board Members

- i. The Board provides orientation, training, and development opportunities for Board members so that they may possess a good understanding of the governance model, policies, role, responsibilities, and legal obligations.
- ii. Orientation includes but is not limited to:
 - a) The Policy Governance Model
 - b) Governance Policies
 - c) Strategic Plan
 1. Mission
 2. Vision
 3. Values
 - d) History
 - e) Code of Conduct
 - f) Web Site Tour

3. Board Term Length

- i. A board member appointed more than 6 months prior to the AGM shall be considered to have completed 1 year, towards a 2-year term.
- ii. A board member appointed less than 6 months prior to the AGM shall be considered to have completed 0 years, towards a 2-year term.

E. BOARD CONDUCT

1. Code of Conduct

- i. 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.
- ii. The Code of Conduct should be a summary statement of essential principles intended to govern the conduct of the Board and staff of the organization.

2. Definition of Conflict of Interest

- i. 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.
- ii. A conflict of interest may be real, potential or perceived; the same duty to disclose applies to each.
- iii. Full disclosure does not remove a conflict of interest.

3. Conflict of Interest

i. General

- a) Members of the Board of Directors shall act at all times in the best interests of the District rather than particular interests or agendas.
- b) This means setting aside personal self-interest and performing their duties in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

ii. Financial

- a) The financial interests of immediate family members or close personal or business associates of a director are considered to also be the financial interests of the director (as defined by the definition above).

iii. Return to the Board

- a) To avoid real, potential, or perceived Conflict of Interest, Board members may not apply for a board position for 2 years after leaving the board.

iv. Employment

- a) To avoid real, potential, or perceived Conflict of Interest, Board members may not apply for, or hold a position of, employment with the District while they are board members.
 - a. Board members must first resign their position on the Board before applying for any position of employment with the District.
 - b. Board members who have resigned to apply for the position of Executive Director must wait 4 years before applying to return to the Board.
 - c. Board members who have resigned to apply for any position other than Executive Director must wait 4 years before applying to return to the Board.

- b) Current or former employees may not hold a position on the District Board of Directors for 4 years after their employment.
 - a. Employees whose employment was terminated may never hold a position on the Board.

v. 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 arises 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 Chair, Governance 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 Chair.
- 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.

4. Disposition of Complaints and Disputes Involving Board Members

- i. The Governance Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the District's Bylaws, Policies, and Code of Conduct.
- ii. The Governance Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- iii. Complaints of a grave nature may be referred to the necessary authorities and as outlined in the District Dispute Resolution Policies.
- iv. The recommendations regarding resolution of such matters shall be brought to the Board for approval and rulings are final.

5. Conflict Resolution

- i. 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 meeting chairperson is responsible for managing such conflicts. A neutral board member or third party should be selected if the board chair 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.

ii. Managing Issues-Based Conflict

- a) The following techniques are suggested to assist the board in managing issue-based conflicts:
 - a. Acknowledge the value and importance of divergent views in informing decision making.
 - b. Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have their say, listening to understand, group ownership of problems and solutions, focus on issues rather than personalities or personal attacks.
 - c. Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem!
 - d. Seek agreement on the objectives, outcomes or decisions sought by placing this item on the board agenda.
 - e. Assist the disputants to identify and expand points of agreement.
 - f. Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
 - g. Ask each to 'step into the other's shoes' and 'role play' the debate from the other's perspective.

- h. Paraphrase or summarize the discussions repeatedly until they've reached consensus on points of agreement and disagreement.
- i. Encourage both parties and other board members to suggest new insights or compromises. Seek agreement on a compromise.
- j. Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
- k. Table the item to be dealt with after a 'cooling off' period either later in the meeting, at a future meeting of the board or privately with the parties outside a board meeting.

iii. Managing Personality-Based Conflict

- a) The following techniques, in addition to those suggested for managing issue-based conflicts, are offered to assist the Chair in managing conflicts based on personality, personal or political agendas, or other more deeply rooted factors too time-consuming and disruptive to deal with during board meetings:
 - a. Do not waste valuable board time and energy in attempting to resolve such conflicts at the board table.
 - b. The Chair and at least one member of the Governance Committee shall meet with the parties individually outside the board meetings to express concern about the negative effect of their conflict on board deliberations, attempt to define the issues and seek a resolution of the conflict.
 - c. The Chair and at least one member of the Governance Committee shall meet with the parties together to determine whether an accord can be reached between them that will allow the board to function effectively with their continued membership. Seek to mediate their conflicts.
 - d. In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of the District.
 - e. Recommend disciplinary action to the board in the event that resignations are not forthcoming.

iv. Managing Conflict with the Chair

- a) In the event that the conflict involves the Chair, the Vice-Chair shall handle the conflict procedures.

v. Involving a Third Party or Mediator

- a) The board may choose to involve a third party if deemed necessary.

QUADRANT TWO: ENDS POLICIES

F. PLANNING

1. General

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

2. Strategic Planning

- i. The Board initiates a strategic planning process on a regular basis that engages the full Board and the Executive Director.
- ii. The Board ensures that others (staff, members, clients and/or stakeholders) are engaged or consulted in the strategic planning process.
- iii. The Board conducts an annual environmental scan and review of the strategic plan.
- iv. As part of the strategic planning process, the Board identifies strategic goals that are used to direct the Executive Director and staff in preparing operational plans and budgets.
- v. The Board utilizes the strategic plan throughout the year to determine the organizations' progress towards strategic goals, ensuring it stays true to the values, vision, and mission.
- vi. Identifies the key area in which the Board wants to focus the activities of the organization and general goals for each of these areas.

3. Planning Cycle

- i. The development and approval of the Strategic Plan takes place in a three to five-year cycle.

QUADRANT THREE: BOARD-MANAGEMENT DELEGATION POLICIES

G. MONITORING

1. Progress Towards Strategic Goals

- i. The Board monitors progress towards strategic goals at each board meeting and after the end of the operating year.

2. Executive Limitations Compliance

- i. The Board monitors Executive Director compliance with Executive Limitations policy on a regular basis.

H. MEASUREMENT

1. Measurement Tools

- ii. The Board ensures that measurement tools are developed and utilized to determine if strategic goals and outcomes (ends) have been achieved.
- iii. Tools include outcomes and measurements for all strategic priorities; recorded in the Strategic Plan.

I. ACCOUNTABILITY

1. Major Funders

- i. The Board is responsible for ensuring the Executive Director provides reporting to funders that is transparent, meaningful, and timely.

2. Risk Management

- ii. The Board is responsible to ensure that Bylaws are current; that governance practices are consistent with the Bylaws; and adequate contingency plans are in place to protect against reasonably anticipated crises.
- iii. The Board conducts an annual risk assessment discussion.

3. Community Representation and Advocacy

- i. The Board is responsible to represent the organization 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 fulfil the organizational mandate.
- ii. Authority to speak on behalf of the District shall rest with the Chair and/or Executive Director. This authority may be delegated by either of them to others in the District within their special fields of competence or knowledge.
- iii. In general, the Chair will represent the District on matters of Board policy and the Executive Director will represent the District on operational issues. Either may represent the District on issues related to advocacy on behalf of the mandate of the District. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions, but care should be taken by individual directors to distinguish these from positions of the District.

4. Management of Critical Transitional Phases

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

J. DELEGATION TO THE EXECUTIVE DIRECTOR

1. The Board clearly delegates authority to the Executive Director for managing the organization.
2. The Executive Director is the sole official link between the Board of Directors and the organization that it governs.
3. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives.
4. The Executive Director is responsible, within the Executive Limitations established by the Board, for determining the methods (inputs/outputs) by which the Board's directions and policies will be executed and the desired outcomes achieved.

K. BOUNDARIES OF EXECUTIVE DIRECTOR AUTHORITY

1. The Board has established the boundaries of Executive Director authority through the Executive Limitations Policy.

L. EXECUTIVE DIRECTOR ACCOUNTABILITY

1. The Board holds the Executive Director accountable for fulfilling the responsibilities of the job, achieving the outcomes/end and strategic goals of the organization, and any personal development goals that have been established as part of the Executive Director performance review process.
2. The Board and Executive Director have a clear understanding that the Executive Director is accountable to the Board as a whole, rather than to the Board Chair and/or a specific Board Committee.

M. RELATIONSHIP TO THE EXECUTIVE DIRECTOR

1. The Board and the Executive Director work co-operatively to carry out the objectives of the District. The board relies upon the ability, training, expertise, and experience of the Executive Director to plan for and provide services within the District's mandate.
2. Committee and board meetings are the generally recognized avenues for board and the Executive Director to think and plan together. The attendance of the Executive Director is essential to the effective work of the committees. Committees may advise the Board or the Executive Director but do not exercise authority over the Executive Director and will ordinarily have no direct dealing with operations. Committee members must know and respect the distinction between Board and Executive Director responsibilities.

3. The Executive Director contributes freely to discussions during Board meeting but does not participate in Board motions and voting.
4. The Board maintains an open and supportive relationship with the Executive Director.
5. The Board initiates and conducts an annual performance assessment of the Executive Director.

N. APPROVING OPERATIONAL PLANS OR BUDGETS

1. The Board does not engage in approvals of annual operating plan or budget unless expressly required by an outside party such as a funder, as is stipulated by the Saskatchewan Lotteries Trust Fund.

O. REQUESTS TO THE EXECUTIVE DIRECTOR

1. Individual Board requests to the Executive Director for operational changes are strongly discouraged as they weaken the Board – Executive Director relationship and blur the separation between the governance of the organization (the Board’s role) and the management/administration of the organization (the Executive Director’s role).
2. Should a situation occur where a Board member believes it is critical to request an operational change, the following process will be followed.
 - i. The Board member requesting the change will:
 - a) Identify which Executive Limitation is insufficient.
 - b) Prepare draft wording for an EL revision.
 - c) Submit the rationale for the request and draft EL revision to the Board Chair.
 - d) Not contact the Executive Director.
 - ii. The Board Chair will forward the request and draft EL revision to:
 - a) The Executive Director for addition to the agenda of the next Board meeting.
 - b) The Governance Committee who will evaluate if the matter is a valid governance concern.
 - iii. The Executive Director will:
 - a) Add the item to the agenda of the next Board meeting.
 - b) Include the request and draft EL revision along with the Board meeting reference reading package.
 - iv. Discussion of the requested change will:
 - a) Be led by the Governance Committee.
 - b) First determine if the matter is a valid governance concern.
 - v. For emergency situations, the Board member requesting the change will take their concerns immediately to the Chair.

P. APPOINTMENT/DISMISSAL OF THE EXECUTIVE DIRECTOR

1. Recruitment

- i. Recruitment, selection and appointment of an Executive Director are, along with performance monitoring, among the most important responsibilities of the Board.
- ii. Appointment of an Executive Director requires the approval of an eighty percent (80%) majority of the full standing Board of directors voting in favour of appointment at a meeting duly called to consider such action.
- iii. Ideally, an Executive Director's appointment should be made with the confidence of the full Board.

2. Wage/Benefits

- i. The Executive Director Wage Grid is confidential and to be shared only between the Board of Directors and the Executive Director.

3. Dismissal

- i. In the event that the Executive Director's performance is deficient or there is loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship.
- ii. Dismissal of the Executive Director shall require approval of an eighty percent (80%) majority of the full standing Board of directors voting in favour of dismissal at a meeting duly called to consider such action.
- iii. Ideally, an Executive Director's dismissal should be made with the confidence of the full Board.

4. Severance

- i. After a period of 2 years of employment, dismissal of the Executive Director must include a severance payout above and beyond any payment outlined in *The Saskatchewan Employment Act*.
- ii. Dismissal without cause, provided in writing, will include a severance payout of 1 month per year of employment, to a maximum of half the net assets as noted in the audited financial statements for the preceding fiscal year.
- iii. A signed legal release, prepared by a human resources lawyer, is required before payout is made.

Q. EXECUTIVE DIRECTOR'S PERFORMANCE EVALUATION AND SUCCESSION

1. Supervision of the Executive Director

- i. 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.

2. Executive Director Evaluation Procedure

- i. Evaluation of the Executive Director is a year-round task, not an annual report card.
- ii. The Executive Director submits at *each* regular Board meeting:
 - a) Executive Limitations Compliance Report (3-4 ELs per meeting).
 - b) Strategic Priorities Report (very brief).
- iii. The Board receives and reviews submitted reports.
- iv. The Board has a brief discussion, with the Executive Director present, about the reports to determine if:
 - a) The Executive Director is in compliance with the Executive Limitations.
 - b) The Executive Director is meeting the strategic priorities.
- v. A motion is made to formally record the Board's decision.
- vi. Monitoring at each meeting becomes the Executive Director evaluation.
- vii. If the Board determines the Executive Director is not in compliance or has not met the strategic priorities, a decision is made to:
 - a) Request additional information.
 - b) Revise a Governance Policy.
 - a. Includes Executive Limitations.
 - c) Request corrective action.
 - a. Set a date for completion.

3. Emergency Executive Director Succession

- i. The Board of Directors will ensure Emergency Executive Limitations policies are in place to provide for successful executive director succession.

QUADRANT FOUR: EXECUTIVE LIMITATIONS POLICIES

R. EXECUTIVE LIMITATIONS

EL-1 General Executive Constraint

The Executive Director must not cause or allow any practice, activity, decision, or organizational circumstance that is either imprudent, illegal or in violation of commonly accepted business practices.

EL-2 Treatment of District Members/Residents

With respect to treatment of members and residents of the District, the Executive Director shall not cause or allow conditions which are unfair, undignified, unhealthy, or unsafe.

Further, the Executive Director shall not operate programs without reasonable protections against hazards or conditions that might threaten the health, safety, or well-being of those who utilize the programs.

The Executive Director shall not allow volunteers, including Board of Directors, or hire employees without a Criminal Record Check with Vulnerable Sector Search. Further, the Executive Director shall not fail to reimburse volunteers or employees for the cost of a Criminal Record Check with Vulnerable Sector Search when provided with a valid receipt.

EL-3 Human Resources

The Executive Director shall not cause or allow staff working conditions, hiring, or dismissal practices which are unfair, undignified, inequitable, unsafe, or in contravention of legislated employment or human rights standards in Saskatchewan or any negotiated employment agreements.

The Executive Director shall not fail to operate without a comprehensive Human Resources Policy Manual.

The Executive Director shall not fail to follow the Human Resources Policy Manual unless otherwise stipulated by Governance Policy.

EL-4 Financial Operations

With respect to the **financial operations** of the organization, The Executive Director shall not cause or allow **financial operations** which:

1. Fail to recognize the fiscal year as April 1 – March 31.
2. Fail to maintain adequate and correct accounts, books, and records of organization business.
3. Fail to ensure prior approval for pre-authorized charges.
4. Fail to ensure two authorized signatures (one staff and one Board) on payables made by cheque.
5. Fail to ensure payables made by credit/debit card are for pre-approved charges only.
6. Fail to ensure payables made by credit/debit card show two authorized signatures (one staff and one Board) on monthly reconciliation documents.
7. Fail to ensure two authorized signatures (one staff and one Board) on receivable cover documents and account adjustment cover documents.

8. Fail to ensure payables and receivables are handled in a timely fashion by opting for e-transfers, on-line bill payments, and auto-debits as the priority payment method and cheques as the lowest priority payment method.
 - a. E-transfer payments are limited to a maximum of \$2,500, until approved by two members of the Finance and Audit Committee
 - b. South West District for Culture, Recreation and Sport Inc. bank accounts at Conexus Credit Union have been switched to a single user, the Executive Director, Christie Saas.
9. Fail to maintain an operational Petty Cash Policy and a MasterCard Policy.
10. Fail to realign program funds, within pre-approved budget categories, during the operating year to ensure all grant funding is fully spent.
11. Fail to engage the services of a qualified audit firm, annually, and with the approval of the Board of Directors.
12. Fail to ensure the filing of the semi-annual GST rebate application, annual federal T2 form, annual federal T1044 form, and submission of the list of current Board members to the Canada Revenue Agency.
13. Fail to ensure the filing of the Corporations Branch Annual Return, annual financial statements, Change of Directors/Officers form, and any additionally required documents.
14. Fail to retain personnel files indefinitely.
15. Fail to retain financial files, in order, for seven years from the last fiscal year.
16. Fail to seek permission from the Finance and Audit Committee prior to destroying financial files older than seven years.

EL-5 Budgeting

With respect to **budgeting** for the organization, the Executive Director shall not fail to:

1. Prepare an annual Operational Budget aligned with the annual Operational Plan.
2. Use non-profit accounting standards.
3. Separate budgeted items from year-to-date expenditures.
4. Provide comparative budget reports at each full-agenda board meeting.
5. Plan the expenditure in any fiscal year of more funds than anticipated revenues, unless cash reserves are to be utilized and prior approval is obtained.
6. Estimate revenue and expenses based on reasonable and explicit assumptions.
7. Provide funds for District costs including meetings and associated expenses, conference calls, legal fees, insurance fees, liability fees, and auditing fees.
8. Ensure the fiscal soundness or viability of the District for future years.
9. Seek the approval of the Board of Directors for special and exceptional expenditures not included or implied in the budget.
10. Inform the Board of Directors if it is not possible to operate within the limits of the approved budget.
11. Seek approval, prior to submission, from the Board of Directors, for budget and funding applications that expressly stipulate Board approval is required.

EL-6 Financial Condition

The Executive Director will not make decisions that do not reflect the **prudent use of financial resources**. In particular, the Executive Director will not, without Board approval:

1. Engage in purchasing items costing \$2000.00 or more where there has not been an assessment of the quality and price offered by different vendors.
2. Provide debit card petty cash accounts of more than \$2,000.00 per employee, \$1,000.00 per seasonal employee, and of \$3,000.00 for the Executive Director.

3. Provide credit cards of more than \$2,000.00 per employee and of \$10,000.00 for the Executive Director.
4. Make e-transfers, on-line bill payments, or allow auto-debits that have not been included in the pre-approved budget.
5. Engage in professional development costing greater than \$2000.00 in registration fees.
6. Allow any one individual complete authority over a financial transaction.
7. Purchase or enter into a contract in situations where he/she has a conflict of interest.
8. Fail to engage or follow Non-profit Accounting Standards.
9. Report at the next regular board meeting when the audit process has started.
10. Report at each regular meeting, in summary form, the Executive Director's own working, banked, vacation, and sick time hours.
11. Fail to amortize capital assets with an individual value greater than \$5,000 and a life longer than 3 years.

With respect to actual ongoing condition of the **District's financial health**, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation away from actual expenditures authorized by the pre-established District priorities. Accordingly, the Executive Director shall not fail to:

12. Advise the Finance and Audit Committee or Chairperson of any significant or unexpected changes in the pattern of revenue and/or expenditure in an expedient manner.
13. Expend more funds than provided in the District budget(s) without prior approval of the Board.
14. Use restricted funds for unauthorized or unintended purposes.
15. Fail to meet payroll and debt obligations in a timely manner or allow the collection of accounts receivable to be undertaken in an untimely manner.
16. Ensure Saskatchewan Trust Grants or other grants to be overdue or inaccurately filed.
17. Reconcile all district accounts monthly.
18. Provide a Monthly Financial Report at each monthly Board meeting, using the pre-approved format.
 - For months when there is no Board meeting, provide a Monthly Financial Report to the Finance and Audit Committee, using the pre-approved format.
 - Create a monthly full report package of balance sheet, income statement, account reconciliations, cheque log, and general ledger.
 - Notify the Finance and Audit Committee, by email, when the full report package has been added to the Board's private web page.

EL-7 Asset Protection

The Executive Director will not operate without protecting the physical, financial, and intellectual assets of the organization. In particular, the Executive Director will not, without Board approval:

1. Operate without an annual Operational Plan that is aligned with the Strategic Plan.
2. Operate without adequate fire, theft and liability insurance in effect.
3. Operate without the safekeeping of key legal and contractual financial documents.
4. Operate without procedures for the backing up and safekeeping of computer records.
5. Fail to Conduct an annual document restoration test for the backing up of computer records.
6. Make purchases without due consideration to cost, quality, warranty and after-purchase service, value for dollar spent, opportunity for fair competition and location.
7. Invest or hold excess funds in securities without the approval of the Board.

EL-8 Compensation and Benefits

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.

The Executive Director shall not:

1. Change his or her, own compensation, and benefits.
2. Promise, or allow any promise or implication of guaranteed employment.
3. Subject to current legislation, establish or change current compensation and/or benefits (including pensions) that deviate significantly from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, and which are not subject to losses of revenue.
5. Cause unfunded liabilities to occur or unnecessarily commit the organization to benefits which incur unpredictable future costs.
6. Employ permanent staff members outside of the classifications and salary ranges approved by the board.

EL-9 Communication and Support to the Board

The Executive Director shall not permit the Board to be uninformed or unsupported in its work or:

1. Allow the Board to be without adequate information to support informed Board decisions, along with alternative choices and their respective implications.
2. Neglect to submit monitoring data required by the Board in a timely, accurate and understandable fashion, including explicit 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 Strategic Directions 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 adverse media coverage, significant external and internal changes, or publicly visible external and internal changes or events.
5. Allow the Board to be unaware that, in the Executive Director's opinion, the Board is not in compliance with its own Governance policies.
6. Present information 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.
7. Deal with the Board in a way that favours or privileges certain board members over others, except when (a) fulfilling individual requests for information; or (b) responding to officers or committees duly authorized by the Board.
8. Neglect to supply for the board 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.
9. Allow the Board to be without reasonable administrative support for board activities.
10. Fail to serve as an advisor to the board on policy issues which affect the District.
11. Operate without board indemnification and liability insurance.
12. Neglect to place copies of all Operational Policies, on the Board web page, for Board reference.

EL-10 Emergency Executive Succession

In order to ensure the continuous coverage of executive duties for the ongoing operations of the District and support to the Board, the Executive Director shall not fail to provide the Board with a written Emergency Executive Succession Plan that will include:

1. A procedure for the appointment of an interim Executive Director sufficiently familiar with the programs and service of the District, to be able to take over program administration, based on the current Operational Plan, with reasonable proficiency until a permanent replacement can be found.
2. A full list of emergency contacts for bookkeeping, payroll, lawyer, human resources, computer technical support, Saskatchewan Corporate Registry, Canada Revenue Agency, and Saskatchewan Lotteries Trust Fund.
3. A calendar of job duties and dates.
4. A succession plan for short-term, long-term, and permanent replacement which includes:
 - a. Job description
 - b. Salary grid
 - c. Job posting
 - d. Interview questions
 - e. Reference-check questions

EL-11 Public Image

The Executive Director shall not endanger the District's public image or credibility, particularly in ways that would hinder its ability to accomplish its mission.

Accordingly, the Executive Director shall not:

1. Permit presentations to be made to the media, membership or other stakeholders which portray negative overtones.
2. Fail to provide an annual audited report of the finances of the District to be provided at the Annual General Meeting.
3. Fail to provide an annual summary report on the activities of the District to be provided at the Annual General Meeting.
4. Fail to acknowledge or recognize membership concerns.

EL-12 Information Management

The Executive Director shall not fail to develop and maintain effective information systems that assist the Board in effectively carrying out and evaluating District priorities. Accordingly, the Executive Director shall not permit system development which does not include systematic tracking of District initiatives and desired outcomes/ends.

EL-13 Partnerships

The Executive Director shall not fail to seek out and develop appropriate partnerships and encourage community involvement and ownership in the District initiatives, and to maximize efficiency and effectiveness in the use of all resources. Accordingly, the Executive Director shall not:

1. Develop collaborative relationships with organizations whose practices are incompatible with the vision, mission, philosophies or the goals and objectives of the District.

EL-14 Conflict of Interest

A conflict of interest exists when a member's personal or financial interest conflicts with the duties and responsibilities of their position and the obligations they owe to their organization. The Executive Director shall not engage in activities that create a conflict of interest, whether potential or actual. Activities which create a conflict of interest include but are not limited to:

1. Engaging in any commercial transaction with or conferring any financial or commercial benefit on a member's immediate family or close personal friends.
2. Using facilities, supplies or resources for privately undertaken work or paid work.
3. Accepting gifts (other than minor gifts as token courtesies) from individuals or organizations which are associated with the activities of the member's organization.

However, where there has been full disclosure and approval of an activity has been sought and received from the Board, or from the person with the authority to grant such approval, the activity may be deemed not to be a conflict of interest.