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# GOVERNANCE POLICIES SECTION I

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# Table of Contents

- GOVERNANCE FRAMEWORK ..... 3
- GOVERNANCE POLICIES ..... 5
  - MISSION, VISION, VALUES & GUIDING PRINCIPLES ..... 5
  - ANNUAL POLICY REVIEW ..... 5
  - BOARD MEMBER RECRUITMENT ..... 6
  - BOARD DEVELOPMENT & ORIENTATION ..... 6
  - BOARD COMMITTEES ..... 6
  - ATTENDANCE AT BOARD MEETINGS ..... 6
  - CONFLICT OF INTEREST ..... 7
  - BOARD MEETINGS ..... 8
  - ROLE OF THE BOARD ..... 8
    - ROLE OF THE EXECUTIVE DIRECTOR (CENTRE COORDINATOR) – To carry out the strategy for the operations of the organization that have been provided by the Board of Directors ..... 9
    - The Centre Coordinator is responsible for: ..... 9
  - ABSENCE OF THE CENTRE COORDINATOR ..... 9
- CONFIDENTIALITY AND PRIVACY ..... 10
- COMPOSITION OF THE BOARD ..... 11
- MEMBERSHIP OF THE SOCIETY ..... 11
- ANNUAL GENERAL MEETING ..... 11

# SECTION I

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## GOVERNANCE FRAMEWORK

### **Governance**

Governance refers to the part of an organization that has the authority to set the policy and overall direction. Whispers is governed by a volunteer board of directors and are entrusted by the membership to act at all times in the best interest of the people it serves. Directors are responsible for their actions and must abide by the law and comply with various provisions in government legislation, as well as guidelines outlined in the Constitution, Bylaws and policies of the organization. As a member of the Board of Directors of Whispers, it is essential for every director to develop an understanding of the governance model that the organization leads by.

### **Defining the Terms**

**Non-Profit Society** is a legally constituted, non-government organization that has been established under provincial law to serve a public purpose.

**Constitution** is a formal statement of purpose for the sponsoring body. Each Society's Constitution is developed and endorsed by the original Board of Directors and is on file with the Registrar of Companies in Victoria. The Constitution is a legal document.

**By-Laws** are the by-laws of a Society define the everyday rules of management for each Society and provide a framework for outlining the Society's organizational structure. The By-laws are a legal document that defines:

- Membership in the Society
- How the Board of Directors is formed
- Powers of the Board and members
- How meetings will be run
- How decisions will be made
- How rules can be changed

**Board of Directors** refers to a legally constituted and responsible group of persons who serve as the governing body of a non-profit society. As such, the Board must meet a number of legal requirements and fulfill a number of key functions. Board members are volunteers elected from the membership.

### **Governing Documents**

In the Province of British Columbia, incorporated non-profit organizations are governed by legislation, Constitutions, Bylaws, policies and procedures that set out the provisions for legal status, goals, roles and decision-making processes.

### **Structure**

The Board of Directors of Whispers establishes committees to assist the governing body in undertaking its responsibilities. Each year the Board of Directors reviews its structure and determines the type and number of committees that are absolutely necessary. The Whispers Board primarily acts as a Board of

the whole and from time to time establishes committees to carry out some of its responsibilities of the organization.

### **Committees of the Board**

Committees are valuable to an organization for a number of reasons. They allow wide participation in governance and operational decision making thereby increasing membership commitment to the organization and improving the quality of decisions.

- Standing Committee - It exists on an on-going basis to make recommendations to the Board regarding specific areas of activity or to conduct regular governance activities.
- Ad Hoc Committee – Is a temporary committee, formed by the Board for a specific purpose and disbanded when that purpose is accomplished. These committees are formed and disbanded by the Board to perform specific projects of determinate length that do not fall under the normal responsibilities of a standing committee. Once formed by the Board, the committee will develop terms of reference for its activities and submit them to the Board for approval.

### **Duties of Committee Members**

The members of the Board committees are appointed by the governing body, as well as recruited by the committee Chairperson. Members of the committees are expected to:

- Accept appointment to the committee in good faith
- Attend meetings of the committee and contact the Committee Chair if unable to attend a meeting
- Review meeting information before the scheduled meeting date
- Actively participate in meeting discussions

### **Terms of Reference**

The terms of reference shall be defined by the following guidelines:

- Name of the committee
- Authority – The committee shall make recommendations and report to the board
- State the Purpose of the committee
- Membership – minimum/maximum number of members
- Composition – Define how the committee is comprised and whether it shall have board members, staff, society volunteers or others such as advisors or community members
- The Chairperson of the committee shall be a board member as this person will be the person who will report back to the board, all recommendations
- Term – one year, unless otherwise noted
- Duties, functions or responsibilities – planning, activities, financial responsibility, minimum frequency of reporting to Board.
- Meetings – The committee / group shall define frequency of meetings; whether meeting dates are set in advance; where the meetings will be held; expected start/end date for the committee; how and when the agenda is prepared; who records & distributes minutes.
- No quorum needed.

## GOVERNANCE POLICIES

### 1.0 MISSION, VISION, VALUES & GUIDING PRINCIPLES

❖ **The purpose and mission of the organization is:**

- a) To relieve those who suffer distress, loneliness or despair as a result of being disadvantaged or oppressed in their pursuit of basic human needs.
- b) To provide, for these people, a drop-in centre dedicated to their physical, spiritual and emotional well-being, where they and other compassionate people might offer each other acceptance, support, enrichment and hope, might share or exchange any surpluses of food, clothing or household goods, and enjoy the opportunity to participate in the operations of the centre.
- c) To nurture the community's concern for the circumstances of suffering and a willingness to respond to peoples' needs either directly or through support of social-service agencies.
- d) To cooperate with other persons, organizations, or authorities in arrangements, activities, or projects as shall be deemed to serve these purposes.

#### VISION STATEMENT

***"Inspiring community connections one person at a time"***

#### MISSION STATEMENT

***"Whispers of Hope is a non-profit charitable organization motivated to empower individuals by providing community support, nourishment and essentials in a safe welcoming environment."***

#### ORGANIZATIONAL VALUES

*Loving  
Compassionate  
Respectful  
Dependable  
Resourceful*

### 2.0 ANNUAL POLICY REVIEW

Policies of the board shall be reviewed annually by the board. The policies to be reviewed shall include:

- Governance Policies
- Personnel Policies
- Operational Policies
- Volunteer Policies

### **3.0 BOARD MEMBER RECRUITMENT**

#### **POLICY**

It is the responsibility of the board to recruit new board members. Others may assist in the recruitment; however, ultimately it is the responsibility of the board.

#### **PROCEDURE**

- The process of recruitment takes place throughout the year
- Names of individuals are brought forward by directors
- Introduction to the organization may be done in numerous ways – invitation to attend an open house, a meeting or a special meeting /social

### **4.0 BOARD DEVELOPMENT & ORIENTATION**

#### **POLICY**

All new board members and existing board members shall be orientated to the organization. The organization shall support its board through training and development to ensure its success in governing the organization.

PURPOSE - Board Members are not only an integral part of the organization, but are also the leaders that steward, guide and govern the organizations direction. It is the responsibility of the organization itself to ensure that its board members represent the organization in a professional manner at all times and that they become knowledgeable about its mission and purpose. To support its board members the organization will endeavor to provide board development opportunities wherever possible. It will also provide an initial orientation to all new board members through available resources.

#### **PROCEDURE**

- Incoming board members shall be given the opportunity to meet with the Centre Coordinator for the purpose of becoming knowledgeable about the Centres operations, services, cliental, and resources available

### **5.0 BOARD COMMITTEES**

#### **POLICY**

The board has the ability to set up committees it deems appropriate and that effectively meets the needs of the organization. This may include Adhoc committees or Standing (task) committees.

#### **PROCEDURE**

- Committees of the board shall have Terms of Reference in place and terms shall be determined by the committee members and recommended to the board for approval.
- Committee members may consist of board members, staff and community members

### **6.0 ATTENDANCE AT BOARD MEETINGS**

#### **POLICY**

Directors nominated to the board shall be required to attend all board meetings. Directors who are absent from 3 or more board meetings without good cause may be asked to resign from the board.

### Scope of Responsibility

Being a director on a board is a serious commitment. In order for an organization to function and grow, requires that all Board Members attend regular meetings and participate in the decision making process. Any board member who misses more than 3 board meetings without notifying the secretary or Board Chair may be asked to resign from the Board.

### PROCEDURE

- All board members are required to attend board meetings
- A board member who misses three or more board meetings without notifying the Secretary or Chair person may be asked to resign.
- Under special circumstances only will the board member be able to hold their seat. (i.e. hospitalization; extended vacation etc.)
- Should the board member be required to miss two or more consecutive meetings, he/she will be required to put their intentions in writing.
- The board as a whole shall determine dismissal of the board member

## 7.0 CONFLICT OF INTEREST

### POLICY

Whispers Directors shall refrain from perceived conflicts of interest by:

- Defining potential conflicts of interests which shall include disclosure of potential conflicts involving financial gain, society property or gifts.
- Establishing protocols for hiring / firing / supervising employees who may be friends or relatives
- Prohibiting directors / staff members from proselytizing in the workplace
- Limiting other situations whereby a director's personal affiliation might create a conflict of interest with the performance of their roles and responsibilities.

Purpose – The purpose of this policy is to ensure that the organization and its representatives remain transparent. Board Members are obligated to express intentions for what might be considered perceived conflicts of interest. Using good judgement and discretion may be required to determine perceived conflict of interest.

### Scope of Responsibility

- a. The responsibility lies with the individual to whom the perceived conflict might arise, and/or where the organization might be in conflict. If necessary, where there might be a perceived conflict of interest, the organization will request the individual to remove themselves from the conflict. For example, if a director is related to a staff member and the conversation is about the staff member, the relative will be required to leave the room so that discussion may take place. There may be the perception that decisions are being made on behalf of Whispers that promote the personal interests of the Director.

### PROCEDURE

DIRECTORS:

- Board Members shall serve on the board of Whispers without remuneration and he/she shall not receive any profit from his / her involvement. However, board members may be reimbursed out of pocket expenses incurred while performing duties on behalf of the organization.

- Directors must disclose any potential conflicts of interest regarding an agenda item that could potentially put themselves or the organization in a conflict situation.
- That disclosure of the conflict be noted in the minutes of the meeting
- That if a board member has disclosed a conflict of interest the board member shall leave the meeting room while the board discusses the item.
- The Board member's departure from the meeting room shall be noted in the minutes, and there shall be no discussion of that agenda item until the Board member has left the meeting room
- The board shall decide whether the item is in fact a conflict of interest.
- Following the discussion the board member shall be invited back to the room and the discussion and/or recommendations noted in the minutes
- There shall be no further discussion with the board member about the disclosed conflict, either before or after the board of directors meeting
- In the case where the board member refuses to leave the room, the board shall decide the appropriate course of action.
  - To postpone the item indefinitely until such time that the board member agrees to leave the room

## 8.0 BOARD MEETINGS

### POLICY

Board meetings shall be conducted in an effective and respectful manner with a democratic and collaborative approach that reflects the compassionate nature of the organization.

### ROLE OF THE BOARD

To provide strategic direction to the organization for the Executive Director (or Centre Coordinator & Staff) to carry out the responsibilities.

#### **These are the five key areas of board responsibility:**

- 1) To establish the organization's vision & direction
- 2) To ensure the financial health of the organization
- 3) To ensure the organization has sufficient and appropriate human resources
- 4) To direct organizational operations
- 5) To ensure effective community relations

#### **The Board of Directors is responsible for:**

- Determining the organization's Vision, Mission & Purpose
- Developing strategy & processes
- Establishing and articulating governance policy
- Ensuring a communications plan is in place
- Selecting , hiring, monitoring and evaluating the organization's management (Centre Coordinator)
- Determining the level of authority provided to the Centre Coordinator is adhered
- Identifying risk management policies and procedures
- Ensuring risks management procedures are followed



- Create and approve the organization's benefits & compensation for staff
- Monitor the performance of the Centre Coordinator and take corrective action if required
- Establish and approve the annual budget for the operations of the organization
- Ensure succession planning for board recruitment
- Assure the membership of fiscal responsibility
- Provide assurance to the membership that all legal obligations have been fulfilled responsibly
- Adhere to all Government regulatory responsibilities and obligations

Individual Board Members are responsible for:

The board relies on each board member to carry out tasks and obligations as determined. The board collectively makes decisions on behalf of the organization.

- Accepting the responsibilities of Board Membership (see Board Agreement)
- Understand and be able to articulate the Vision, Mission, Purpose of the organization
- Attend all board meetings, and notify the Chair if unable to attend
- Participate on committees, as determined
- Participate actively on the board
- Complete the tasks you have accepted to perform
- Contribute expertise when appropriate
- Provide input to formulating policies
- Evaluate self and board processes

**ROLE OF THE EXECUTIVE DIRECTOR (CENTRE COORDINATOR)** – To carry out the strategy for the operations of the organization that have been provided by the Board of Directors

**The Centre Coordinator is responsible for:**

- Being directly accountable to the Board of Directors
- Managing the day-to-day operations of the organization
- Propose any changes to the structure or key objectives to the organization's strategy
- Develop the annual budget in collaboration with the Board of Directors
- Provide monthly reports on the operations of the organization including successes and challenges
- Identify potential risks and propose appropriate responses to reduce or mitigate potential harm
- Execute the strategic planning processes set out by the Board of Directors
- Ensure appropriate succession planning and placement of staff
- Develops, supports and augments programs / services of the organization
- Perform duties appropriate to manage the internal operations of the organization including setting up systems and controls
- Liaises with the community and develops relationships of stakeholders

## **9.0 ABSENCE OF THE CENTRE COORDINATOR**

In the absence of the of the Centre Coordinator, the Board of Directors will temporarily appoint or delegate the responsibility to an alternate person to ensure the operations of the organization continue

to operate effectively. In the short-term, or during a temporary absence the Centre Coordinator shall be responsible for ensuring that there is an alternate person to be responsible in his/her absence.

## 10.0 CONFIDENTIALITY AND PRIVACY

### POLICY

All representatives of the organization, including board members, staff and volunteers shall be required to uphold and maintain confidentiality. All board members, staff and volunteers must complete and sign an Oath of Confidentiality.

Purpose – The purpose of the Confidentiality Policy is to ensure that compliance to the policy is respected and adhered and that NO personal information of (Staff, Board Members, Volunteers or Guests) shall be given to a third party without their consent. Confidential information shall be respected and held in confidence by Whispers and its employees and representatives and will take reasonable steps to safeguard and protect the privacy of confidential organizational information.

### Scope of Responsibility

- a. It is the responsibility of ALL representatives of Whispers (Board, Staff, Volunteers & Consultants) to safeguard information such as the names and contact information of its employees, volunteers and guests, as well as, any other information that might be deemed personal information such as financial or non-disclosed information. There may be times however, that information may be collected with written consent for publication or photos used to benefit the organization.

Personal Information:

- a. Name, address, phone number, electronic mail addresses
- b. Employee files and any information pertaining to that individual including personal information of banking, salary, performance reviews, disciplinary actions etc.
- c. Information regarding conflicts & resolutions between staff, service providers, guests etc.
- d. Medical or health information
- e. Ethnic origin, religious or philosophical views / beliefs or political views

All personal information shared with a third party shall only be passed on for processing and will be protected by contractual agreements or otherwise. Before sensitive or confidential information is passed onto a third party, consent will be obtained by the individual to whom information is being collected and used. Personal information may be **disclosed without knowledge or consent** only in the following circumstances and exceptions to this policy may include but not be limited to:

- In the event of an emergency (for health, injury etc.)
- Situations that might arise where information may not be obtained in a timely manner
- A lawyer representing the organization
- Information that is publically available
- As required by law such as a subpoena

### PROCEDURE

- Personal Information of staff and volunteers will be held in a locked filing cabinet at all times.

- Individuals who may have access to the information will ONLY be those individuals who have the right to access the information with consent to do so by the person whose information is being accessed. This consent may be implicit, such as, processing payroll.
- Documentation shall be noted in the file, to which information is accessed
- All requests or complaints regarding the use, retention or disclosure of personal information will be documented by the person investigating
- All complaints regarding the use, retention or disclosure of personal information will be investigated and if the complaint is justified, appropriate corrective action shall be taken as deemed appropriate.

#### **11.0 COMPOSITION OF THE BOARD**

The board composition shall consist of no more than nine (9) Directors. There shall be no more than two members of the same family reside on the board. The executive of the board shall include: the Chair, Vice-Chair, Secretary, Treasurer, and all others will remain as Members at Large.

#### **12.0 MEMBERSHIP OF THE SOCIETY**

Membership is open anyone. A member constitutes any person who subscribes to having an interest in the work of Whispers. There is no fee for membership.

#### **13.0 ANNUAL GENERAL MEETING**

The directors shall be nominated by its membership at the Annual General Meeting with the Annual General Meeting held yearly, no later than 15 months from the last AGM. Members of the board may be appointed by the general membership or by the directors, as required if there are vacant seats available. If there are vacant seats available after the Annual General Meeting has been held, the board has the ability to recruit and place board members by acclamation.