



Governance Policy Manual

Reviewed: May 2020

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Policy Type:	1.0 Framework Governance	Policy Number:	1.1
Policy Title:	Vision, Mission and Core Values	Last Updated:	July 2016
		Creation Date:	September 2012

Vision: Safety and Harmony in our Community.

Mission: Through our programs and services, we work to prevent crime and to help people affected by crime.

1.1.1 Core Values:

- We believe that every individual has intrinsic worth and has the right to be treated with dignity and respect.
- We believe in the potential of all human beings and in their capacity for growth and change.
- We believe that all individuals have the right to live in a safe and peaceful society and that justice is best served through measures that resolve conflict and restore harmony.
- We believe that individuals are responsible for their own actions and must be held accountable for those actions.
- We believe that the root causes of crime are found within communities and that the solutions to crime are also found in communities.
- We believe in serving community needs by cooperating and collaborating to achieve a healthy and safe society.

1.1.2 Edmonton John Howard Society exists to develop and implement policies, programs and services for those who are, or may have been, involved with crime through:

- education of the public about crime;
- provision of services to those in conflict with the law and to those who are at risk of being in conflict with the law;
- provision of services to victims of crime;
- undertaking activities which seek to reform the extent to which our system of dealing with offenders diminishes the humanity of those concerned;
- acquiring, constructing, holding, supplying, operating, managing and maintaining housing accommodations and incidental facilities for needy persons lawfully at large after being granted bail to said facility or are directed to the facility by the Courts or are conditionally released to the facility; and

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- receiving or maintaining a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organizations that are qualified donees under the Income Tax Act (Canada).

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Policy Type:	1.0 Framework Governance	Policy Number:	1.2
Policy Title:	Incorporation	Last Updated:	July 2016
		Creation Date:	September 2012

- 1.2.1 The Edmonton District Council of the John Howard Society of Alberta was established in 1949 under the bylaws of the John Howard Society of Alberta.
- 1.2.2 Edmonton John Howard Society (also known as “EJHS”) was incorporated as an independent society in 1984, with its own bylaws and constitution that set forth its authority and accountability.
- 1.2.3 Edmonton John Howard Society voluntarily relates to John Howard Society of Alberta and local John Howard Societies in Alberta through Terms of Association.

Supporting Documents:

The Bylaws of Edmonton John Howard Society (*Appendix A*)
Terms of Association (*Appendix B*)

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Policy Type:	1.0 Framework Governance	Policy Number:	1.3
Policy Title:	Global Governance Commitment	Last Updated:	July 2016
		Creation Date:	September 2012

1.3.1 The Board of Directors of Edmonton John Howard Society (also known as “the Board”) has the legal and corporate authority and responsibility for operation, stability and systematic linkage of the Edmonton John Howard Society to other organizations.

1.3.2 The Board is accountable for:

1. ensuring the agency is managed effectively, efficiently and ethically by the Society's executive leadership;
2. achieving appropriate results for appropriate persons at an appropriate cost; and
3. ensuring agency compliance with government and legal regulations; ~~and _~~
- ~~4. avoiding unacceptable actions and situations.~~

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.1
Policy Title:	Governing Style	Last Updated:	July 2016
		Creation Date:	September 2012

2.1.1 The Board will adopt the following governing style and carry out its job based on that approach. The Board will govern with an emphasis on:

- encouragement of diversity in viewpoints;
- strategic leadership rather than operational detail;
- clear distinction of Board and chief executive roles;
- collective rather than individual decisions;
- focus on long term vision; and
- proactivity rather than reactivity.

Accordingly, the Board will:

1. conduct its responsibilities by providing clear and timely guidance to the Chief Executive Officer in harmony with the planning requirements of the agency while respecting the distinct and yet complementary nature of Board/Staff roles;
2. use the expertise of individual board members to enhance the ability of the Board as a body;
3. keep its major involvement with the intended long-term impact of the organization, not with the administrative or programmatic means of attaining those effects;
4. enforce upon it whatever discipline is needed to govern with excellence. Discipline will apply to attendance, policymaking principles, respect of clarified roles, speaking with one voice and self-policing of Board tendencies to stray from rigorous governance;
5. be accountable to its membership and the community for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or deter this discipline;
6. monitor and regularly discuss the Board's own process and performance. Ensure the continuity of Board improvements through a regular review of current actions against EJHS' record of decisions;
7. develop, implement and/or approve agency policy as required.

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.2
Policy Title:	Code of Conduct	Last Updated:	July 2016
		Creation Date:	September 2012

2.2.1 The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Members must represent unconflicted loyalty to the interests of Edmonton John Howard Society.
2. Members must avoid conflict of interest to their fiduciary responsibility.
 - a) There shall be no self-dealing or business by a member and the organization except when openness and appropriate competition are ensured.
 - b) When the Board is to decide upon an issue, about which a member has an avoidable conflict of interest, that member shall absent ~~herself or himself~~themselves without comment from not only the vote, but also from the deliberation.
 - c) Board members will not use the Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member apply for employment, ~~he or she~~the Board member must resign from the Board.
 - d) Members will disclose their involvements with other organizations, with vendors, or any other association which might produce a conflict.
3. Board members shall not exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a) Members' interaction with the Chief Executive Officer or with Staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.
 - b) Members' interaction with public, press or other entities must recognize the same limitation except when explicitly authorized by the Board.
 - c) Members shall not make individual judgments of Chief Executive Officer or Staff performance.
4. Board members will deal with outside entities or individuals, with clients and Staff and with each other in a manner reflecting fair play, ethical behaviour and straightforward communication.
5. Members will be properly prepared for Board meetings.

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6. Board members are expected to attend every regularly scheduled meeting. A member with more than two (2) unexplained consecutive absences from regularly scheduled meetings may be dismissed from the Board.

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.3
Policy Title:	Confidentiality	Last Updated:	July 2016
		Creation Date:	September 2012

- 2.3.1 Board Members will take reasonable care to keep confidential all information learned and observations made regarding clients served by Edmonton John Howard Society.
- 2.3.2 Confidentiality means that information received or observed by a Board Member about a client or Staff member, paid or volunteer, will be held in confidence and disclosed only when the member is properly authorized or obligated legally or professionally to do so. This also means that professionally acquired information may be treated as privileged communication and only the client or Staff member has the right to waive the privilege.
- 2.3.3 Subject to a legal requirement to disclose, clients' privacy interests are paramount.

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.4
Policy Title:	Liability	Last Updated:	July 2016
		Creation Date:	September 2012

2.4.1 The Board carries ultimate responsibility for the fiscal management of EJHS and ensuring that operations are prudent, ethical, legal and of good value.

2.4.2 The Board shall delegate operational responsibility to the Chief Executive Officer, who must to the best of ~~his/her~~their ability ensure that the Board is adequately and accurately informed about the agency's financial operations.

Accordingly, the Chief Executive Officer must:

1. Keep the Board aware of relevant trends, public events of the organization, material (external and internal) changes, particularly changes in the assumptions, upon which any Board policy has previously been established.
2. Submit the required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
3. Advise the Board if, in the Chief Executive Officer's opinion, the Board or a Director is not in compliance with its own policies, particularly in the case of Board behavior that is detrimental to the working relationship between the Board and the Chief Executive Officer.

2.4.3 Edmonton John Howard Society carries Directors' and Officers' liability (errors and omissions) insurance coverage. The policy may pay damage awards, if any, and may respond with legal assistance and/or payment of legal fees if an Officer or Director is sued in ~~his/her~~their capacity as an Officer or Director.

2.4.4 ~~THEREFORE the Edmonton John Howard Society hereby resolves that it~~The Edmonton John Howard Society shall indemnify the Chief Executive Officer, the Vice President Finance serving as acting Chief Executive Officer, or any member of the Board of Directors, against all damages, charges, and expenses, including any amount paid to settle an action or satisfy any judgment they incurred in respect of any civil or administrative action or proceeding to which they are made a party by reason of performing any actions on behalf of the Edmonton John Howard Society, and any costs related thereto, including legal costs and disbursements to a solicitor, provided they acted honestly and in good faith with a view to the best interests of the Edmonton John Howard Society.

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.5
Policy Title:	Selection and Orientation of Board Members	Last Updated:	July 2016
		Creation Date:	September 2012

Selection of Board Members

- 2.5.1 Edmonton John Howard Society's Board of Directors has a maximum of 12 Directors.
- 2.5.2 To ensure a full complement of directors is maintained, the Board or delegated sub-committee of the Board may:
- ~~1. maintain a recruitment plan to be presented to the Board; and~~
 - ~~2. make recommendations for Board nominations to the membership at the Annual General Meeting.~~
- 2.5.3 The Board's composition ~~may vary from year to year, to will~~ reflect the priorities of the business plan for the organization. ~~In general, a~~All Board members will share an interest in crime prevention and social justice issues and providing community safety.
- 2.5.4 EJHS values diversity and seeks to attract a broad representation of members to the Board that reflect diversity ~~in age, culture, ethnicity and gender and intersectionality of identity, background, and perspective.~~
- 2.5.5 Board members are elected at the Annual General Meeting of the Society for a three-year term. Board members may serve two terms of office (i.e. maximum of six years) with the exception of 2.5.6 and 2.5.7
- 2.5.6 To ensure that the position of Past Chair is never vacant, the Board may vote to have the Past Chair remain in that position for an addition term beyond their six years in office.
- 2.5.7 To ensure Board continuity, a Board member may be elected for an additional term or terms at the discretion of the Board.
- 2.5.8 Candidates for Board membership will undergo a criminal record check at the agency's expense as a condition of their application. The Chief Executive Officer shall bring to the attention of the Executive Committee any search which discloses a criminal record and the Executive Committee will determine appropriate action.

Documentation regarding criminal record checks and any decision of the Executive Committee will be placed in a separate confidential file to be held by the Chief Executive Officer and such record(s) shall be destroyed 1 year after the person ceases to be a Board member.

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~~Individuals serving as Directors at the time this policy is adopted will not be required to undergo a criminal record check.~~

Orientation of Board Members

- 2.5.9 Board orientation for new members will take place annually following the Annual General Meeting and before the first meeting of the newly elected Board. The orientation will be conducted by members of the Executive Committee and/or the ~~Recruitment, Development, Education~~Governance Committee and the Chief Executive Officer.
- 2.5.10 The Board orientation and Board Governance Policy Manual for new Board members will be posted on the Board access only portal on the EJHS website.
- 2.5.11 Opportunities for site visits to various residential and other off site programs will be offered to all Board members.

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.6
Policy Title:	Role of Board Executive	Last Updated:	July 2016
		Creation Date:	September 2012

Board Executive

- 2.6.1 "The EJHS Executive includes: Past Chair, Chair, Vice Chair, Treasurer and Member at Large." (Bylaws, 33)
- 2.6.2 "The Executive of the Society shall be elected or appointed by resolution of the Board at the first meeting of the Board following the Annual General Meeting of Members at which the Directors are elected." (Bylaw, 34)
- 2.6.3 "A retiring Chair shall automatically become Past Chair and a Director upon the appointment of Executive." (Bylaws, 36)

Chair

Authority and Responsibility

The Chair provides leadership to the Board of Directors. The Chair manages and monitors the Board and its operation, ensures the integrity of the Board's process and represents the Board.

1. The Chair is responsible for ensuring that the Board operates consistently with its own rules and those legitimately imposed upon it from outside the organization.
2. The Chair is the only person authorized to speak for the Board (beyond simply reporting Board decisions), other than ~~in rare and specifically authorized instances~~ specifically authorized by Board consensus.
3. The Chair has primary responsibility for the Board's employment relationship with the Chief Executive Officer. The authority of the Chair does not, however, extend to supervising, interpreting Board policies (Framework Governance or Operational Governance) to, or otherwise directing the Chief Executive Officer.
4. The Chair may delegate ~~his/her~~ their authority, but remains accountable for its use.
5. The Vice Chair or, in the absence of the Vice Chair, the Treasurer or Past Chair or such other Board member as the Board may designate, shall perform the duties of the Chair in the Chair's absence.

General Duties

1. Meetings:
 - Chairs meetings of the Board of Directors with the commonly accepted power of the position (e.g. ruling, recognizing);
 - Chairs meetings of the Executive Committee of the Board of Directors;
 - Chairs meetings of the Members including the Annual General Meeting;

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- Encourages Board member participation in meetings;
 - Keeps the Board's discussion on topic;
 - Adheres to the timelines agreed to for meetings;
 - Serves as ex officio member of Board committees and attends meetings when necessary.
2. Reporting
- Presents Executive committee minutes to Board meetings;
 - Prepares a report for the Annual General Meeting.
3. Representation of the Board:
- Speaks on behalf of the Board at public events and to the media when requested.
 - Advocates on behalf of the organization as appropriate;
 - Acts as one of the signing officers of the Board for financial transaction, contracts, proposals, grant applications and other such documents which require Board signature;

Vice Chair

Authority and Responsibility

The Vice-Chair supports the Chair and works closely with the Chair as a consultant and advisor. The Vice-Chair is responsible for learning about the policy and operation of Edmonton John Howard Society and the Board of Directors, in order to be able to carry out the duties of Chair in the future and in the absence of the Chair.

General Duties

1. Meetings

Chairs meetings of the Board of Directors and Board Committees in the absence of the Chair. Serves on the Executive Committee of the Board.

2. Representation of the Board:

- In the Chair's absence, speaks on behalf of the Board at public events and to the media when requested;
- The Vice-Chair may act as one of the signing officers of the Board for financial transaction, contracts, proposals, grant applications and other documents;

Past Chair

Authority and Responsibility

The Past Chair provides continuity, including background information, and counsel to the officers to help in the decision making of the Board.

General Duties

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- Attends Board of Directors and Executive meetings as a voting member.

Treasurer

Authority and Responsibility

The Treasurer is responsible for periodic review of the financial condition of the Society and to report ~~his or her~~their findings to the Board of Directors.

General Duties

- Properly accounts for the funds of Edmonton John Howard Society.
- Presents a full and detailed account of receipts and disbursements to the Board and/or the Executive Committee whenever requested to do so.
- Oversees preparation of the annual financial statement.
- Meets with the Auditors of the agency as required.
- Reports the financial status of the agency to the community at the Annual General Meeting.

Member at Large

Authority and Responsibility

The Member at Large shall perform such duties as may be assigned by the Board or the Executive Committee.

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.7
Policy Title:	Board Committees	Last Updated:	July 2016
		Creation Date:	September 2012

2.7.1 Edmonton John Howard Society ~~Bylaws~~ has ~~three-four~~ Board Sub-Committees. Core sub-committees are: an Executive Committee, a ~~Nominating Committee~~ Governance Committee, a Finance Committee, and an Audit Committee and a Recruitment Development and Education Committee.

Executive Committee

- "The Past Chair, Chair, Vice Chair, Treasurer and Member at Large shall constitute the Executive Committee." (Bylaws, 38)
- "The Executive Committee shall have the power of the Board between meetings of the Board provided that the Executive Committee shall take no action which is contrary to a resolution passed by the Board, nor make any appointment of Directors to the Board or other officers of the Board or of any member of the Provincial Board." (Bylaws, 39)

~~Nominating Committee~~ Governance Committee

- ~~The Nominating Committee is responsible for recommending candidates for Board membership and for evaluating the extent of Board member's participation. The Chair of the Nominating Committee shall be Past Chair or a designate.~~

~~Recruitment, Development, Education and Policy Committee~~

The role of the ~~Recruitment, Development and Education~~ Governance Committee is to:

- develop and implement formalized procedures in the areas of Board recruitment, orientation, development and evaluation
- ensure that the Board has a complement of members in accordance with the bylaws and Board Governance requirements
- ensure that orientation, development and evaluation activities occur regularly
- review Board Governance policy as needed and recommend policy changes as required.
- makes recommendations to the ~~Nominating Committee~~, Past Chair, regarding Directors and candidates for Board membership.

The role of the Finance and Audit Committees is to:

- Evaluate and consider the effectiveness of EJHA's internal controls;
- Review any management letters with external auditors;
- Oversee the external audit;
- Investigate any concerns or issues arising from the external audit;
- Consider the effectiveness of actions taken by management in response to auditors' recommendations; and

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- Perform other duties related to the financial affairs of EJHS, as directed by the Board.

2.7.2 The Board may establish other committees to help carry out its responsibilities. Such committees are to be used sparingly, only when other methods have been deemed inadequate.

2.7.3 A committee is a Board committee only if its existence and charge comes from the Board, regardless of whether the Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

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

Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the Staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current Staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chief Executive Officer.
3. Board committees cannot exercise authority over Staff.
4. Board committees are to avoid over-identification with organizational parts, rather than the whole. Therefore, a Board committee, which has helped the Board create policy on some topic, will not be used to monitor organizational performance on that same subject.
5. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the Chief Executive Officer

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.8
Policy Title:	Board Development	Last Updated:	July 2016
		Creation Date:	September 2012

2.8.1 The Board will invest in and develop its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a) Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b) Outside monitoring assistance will be arranged so that the Board can exercise control over organizational performance. This includes, but is not limited to, fiscal audit.
 - c) Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
2. ~~Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability~~Development costs will be reasonable, and based on the strategic needs and plans of the Board:
 - a) For training, including attending conferences and workshops.
 - b) For audit and other third party monitoring of organizational performance.
 - c) For surveys, focus groups, opinion analyses, and meeting costs.

2.8.2 The cost of governance will be integrated into the annual operating budget.

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.9
Policy Title:	Annual Board Planning Cycle	Last Updated:	July 2016
		Creation Date:	September 2012

2.9.1 To fulfill its governance role and accountability requirements, the Board will follow an Annual Board Planning Cycle which:

1. specifies actions to be undertaken to monitor corporate performance and report to stakeholders; and
2. contributes to continuous Board renewal and development.

2.9.2 ~~The cycle will begin April 1st of each calendar year so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term plans.~~

~~2.9.3 The cycle will conclude on March 31st of each calendar year in order that administrative budgeting can be based on a one-year segment of the most recent Board strategic plan which is aligned with the agency's 50-year Business Plan. The Board cycle is September 1 to August 31.~~

Annual Board Planning, Monitoring and Reporting Cycle (*Appendix C*)

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Policy Type:	2.0 Board Self Governance	Policy Number:	2.10
Policy Title:	Meetings	Last Updated:	August 2018
		Creation Date:	September 2012

Board Meetings

- 2.10.1 The Board meets a minimum of five times a year, typically in alternate months.
- 2.10.2 The Executive Committee meets five times a year, every other month opposite Board meetings.
- 2.10.3 Board meeting agendas are drafted by the Board Chair and Chief Executive Officer and distributed one week prior to the Board meeting.
- 2.10.4 "Fifty percent (50%) of Directors of the Board present shall constitute a quorum of the Board." (Bylaw 40)

Member Meetings

A Member is any person complying with such requirements as determined by the Board or any person who has purchased an annual membership during that fiscal year.

- 2.10.5 An Annual General Meeting of Members is held once per year to:
- approve the Minutes of the Annual General Meeting (previous year);
 - accept the Audited Financial Statements;
 - appoint the Auditors for the upcoming year;
 - accept the Annual Report;
 - elect the Board Members for the upcoming year;
- 2.10.6 A quorum for any meeting of members of the Society shall be 50% of the membersten (10) members personally present. (Bylaw 6)
- ~~2.10.7 In camera session: EJHS Board of Directors may at any time determine that a meeting, or part thereof, be designated as an in camera session to deal with confidential matters only. A determination of confidentiality is made by a majority of board members present. The chair will decide whether to include or exclude agency staff. Minutes summarizing the decision and decisions of a closed session shall be taken, provided to EJHS board for approval at the subsequent meeting and filed confidentially with the board admin files. In camera session matters, including all discussion, action and documentation, shall be kept in confidence in perpetuity by every member and attendee.~~

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Policy Type: 2.0 Board Self Governance	Policy Number: 2.11
Policy Title: In Camera Meetings	Last Updated: December 2021 Creation Date: December 2021

Procedure

2.11.1 The EJHS Board of Directors may determine that a meeting, or part thereof, be held in camera to deal with confidential or particularly sensitive matters only. In camera discussions are reserved for matters:

1. Where discussion of an issue or initiative in public could jeopardize EJHS's reputation or its relationship with its stakeholders;
2. Where a decision must be made in which premature disclosure would be prejudicial;
3. Involving discussion of commercially sensitive business matters, including matters subject to confidentiality agreements with third parties;
4. Involving personal information of an individual (i.e. staff, client);
5. Relating to labour relations or human resources (i.e. compensation, terminations);
6. Involving sensitive internal board governance;
7. Involving the disposition or acquisition of property or matters that would jeopardize the security of property;
8. That are, or may become the subject of litigation or are related to confidential legal proceedings;
9. Involving the receiving of advice that is subject to privilege, including communications necessary for that purpose;
10. Involving clients' safety and security; or
11. Other matters similar to the foregoing where confidentiality is paramount.

2.11.2 The meeting agenda will identify any agenda items to be held in camera and the applicable criteria for doing so. Prior to approval of the agenda, a member may make a motion to discuss a specific agenda item in camera. When possible, agenda items to be discussed in camera will be scheduled together and take place in the latter part of the meeting.

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- 2.11.3 During a Board meeting, the Chair or any other Board member may move that an agenda item be discussed in camera.
- 2.11.4 When it has been determined that a meeting, or part thereof, be designated as in camera, only members of the Board, the Chief Executive Officer, special invitees, and such other staff members of EJHS that are invited by the Board, are permitted to remain in the meeting. The Chair will decide whether to include or exclude any members of the Board, the Chief Executive Officer, special invitees, and such other staff members of EJHS from the in camera session.

Confidentiality and Minutes

- 2.11.5 In camera session matters, including all discussion, actions, and documentation, shall be kept in confidence by every member and attendee, all in accordance with Policy Number 2.3. Board members shall not maintain personal notes of in camera sessions.
- 2.11.6 In camera discussions are not to be recorded in the regular board meeting minutes.
- 2.11.7 If the item discussed in camera will result in a decision or motion, minutes relating to the in camera session must be kept. The minutes will be limited to the substance of the consensus, decision, or instructions of the Board relating to the item discussed. Minutes are not required to be taken if no decision or motion will result from the in camera session.
- 2.11.8 When in camera sessions involve legal advice by a lawyer, the minutes should reflect that the board participated in privileged discussion with only a general reference to the specific subject matter.
- 2.11.9 The minutes will be provided to the Board for approval at the subsequent meeting. Once approved, all copies of the minutes will be destroyed except for an official copy of the minutes, which will be filed in a secure and confidential manner with the Board administrative files.

Motions

- 2.11.10 When a meeting, or part thereof, is held in camera to discuss an agenda item, no resolution may be passed except the motion to revert to the normal (not in camera) portion of the meeting.
- 2.11.11 When the Board resumes the normal portion of the meeting, if a motion is presented as a result of the discussion during the in camera meeting, such motions will be written to protect information considered private or confidential.

Policy Type:	2.0 Board Self Governance	Policy Number:	2.12
Policy Title:	Board Self-Assessment	Last Updated:	July 2016
		Creation Date:	September 2012

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2.12.1 The Board manages its governance performance through annual self-assessment of the entire board and of individual members.

2.12.2 Self-assessment is undertaken according to the Annual Board Planning Cycle and may include:

1. Completing meeting questionnaires after each Board meeting (self reflection); and
2. Completing a year-end questionnaire tallied for board discussion (see CARF guidelines for sample questions)
3. Yearly telephone survey conducted by an appointed Board member with each EJHS Board member.

2.12.3 An opportunity shall be provided prior to adjournment of each Board meeting for all Board members to express any concerns or thoughts without limitation. For example, regarding the effectiveness of the meeting.

Sample Questionnaire (*Appendix D*)

Policy Type:	3.0 Executive Governance	Policy Number:	3.1
Policy Title:	Delegation to the Chief Executive Officer	Last Updated:	July 2016
		Creation Date:	September 2012

- 3.1.1 The Chief Executive Officer is the Senior Officer of EJHS and is the Board's sole link to the administration of EJHS. The Chief Executive Officer is the administrative head of the agency and is delegated the authority for administering Board Policies and is accountable to the Board for the quality of the service programs and for employing professional Staff with the skills necessary to provide effective services.

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3.1.2 All Board authority delegated to Staff is delegated through the Chief Executive Officer, so that all authority and accountability of Staff can be expressed, insofar as the Board is concerned, as authority and accountability of the Chief Executive Officer.

3.1.3 The Board as a whole directs the Chief Executive Officer. Only officially passed motions of the Board are binding on the Chief Executive Officer.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Chief Executive Officer except in rare instances when the Board has specifically authorized such exercise of authority by passing a motion.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of Staff time or funds or are disruptive.

3.1.4 The Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions and develop all activities that are true to the Board's policies. The Board may, by extending its policies, rescind authority previously delegated to the Chief Executive Officer, but will respect the Chief Executive Officer's choices so long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.

3.1.5 No Board member or committee has authority over the Chief Executive Officer. Information may be requested, but if such request, in the Chief Executive Officer's judgment, requires a significant amount of Staff time, it may be refused.

3.1.6 The Chief Executive Officer may not perform, allow or cause to be performed any act which is contrary to explicit Board policies ~~on executive authority~~.

Reviewed: May 2020

- 3.1.7 ~~Should the Chief Executive Officer deem it necessary to violate a Board policy, he or she shall inform the Chair of the Board or designate. Informing is simply to guarantee no violation may be intentionally kept from the Board, it is not to request approval. Board response, either approving or disapproving does not exempt the Chief Executive Officer from subsequent Board judgment of the action nor does it impede any executive decision. [Welcome Board feedback on this deletion. It is difficult to imagine a scenario in which the CEO would violate Board policy.]~~

Reviewed: May 2020

Policy Type:	3.0 Executive Governance	Policy Number:	3.2
Policy Title:	Review of Executive Leadership <u>Chief Executive Office</u> Performance	Last Updated:	August 2018
		Creation Date:	September 2012

- 3.2.1 The Board will oversee and assess the performance of the Chief Executive Officer against the beliefs and values, corporate governance policy, corporate objectives and individual performance expectations.
- 3.2.2 Monitoring Chief Executive Officer performance is synonymous with monitoring organizational performance against Board and Edmonton John Howard Society policies on results and operational governance.
- 3.2.3 The Board will conduct a formal evaluation of the Chief Executive Officer annually or more frequently if deemed necessary by the review committee (Chair and one other member of Executive).

Performance and Compensation Review Process (*Appendix E*)

Reviewed: May 2020

Policy Type:	3.0 Executive Governance	Policy Number:	3.3
Policy Title:	Executive Chief Executive Officer Compensation	Last Updated:	July 2016
		Creation Date:	September 2012

- 1.3.1 The Chief Executive Officer may request compensation which is within the agency's annual operating budget.
- 1.3.2 The Chief Executive Officer will provide the review committee with the following:
- Complete information about the current compensation package;
 - Current compensation surveys for similar executive level positions in the non profit sector.
 - Copy of the last performance review.
- 1.3.3 Bonuses may be recommended by the committee at any time during the review period.
- 1.3.4 The committee reports to the Board after the Board committee completes the performance and compensation review.
- 1.3.5 The Board committee communicates its decision in writing regarding compensation to the Chief Executive Officer and to the Vice President Finance.

Reviewed: May 2020

Policy Type:	3.0 Executive Governance	Policy Number:	3.4
Policy Title:	Executive Chief Executive Officer Succession	Last Updated:	July 2016
		Creation Date:	September 2012

3.4.1 The Chief Executive Officer must ensure continuity of leadership and manage associated risks of leadership vacancies, due to planned or unplanned departure of the Chief Executive Officer.

Accordingly, the Chief Executive Officer will:

1. Ensure that at least one senior Staff member is familiar with Board issues and processes.
2. Provide a plan annually for interim leadership in the event of unexpected departure of the Chief Executive Officer.

Reviewed: May 2020

Policy Type:	3.0 Executive Governance	Policy Number:	3.5
Policy Title:	Treatment of Staff	Last Updated:	July 2016
		Creation Date:	September 2012

3.5.1 With respect to the treatment of Staff, paid and volunteer, the Chief Executive Officer must ensure that all are treated fairly and with respect and dignity.

Accordingly, the Chief Executive Officer acts or directs action to:

1. Keep employees informed about their job responsibilities and any changes which will impact those responsibilities;
2. Recruit and select diverse, capable and innovative employees;
3. Operate within human resource policies and procedures that clarify rules for Staff, provide for effective handling of grievances and protect against wrongful discipline and/or dismissal;
4. Keep employees informed about organizational policies and procedures;
5. Provide leadership and a work environment that unites employees and generates enthusiasm for Edmonton John Howard Society and its programs and services;
6. Maintain the highest standards of ethical behavior; and
7. Understand the importance of the employee's role in the success of our organization.

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

Accordingly, the Chief Executive Officer may not:

1. Change their compensation and benefits as established by the Board.
2. Promise or imply permanent or guaranteed employment negotiated outside of established Human-human Resource-resource policies and procedures.
3. Establish current compensation and benefits at levels that:
 - Deviate materially from the geographic or professional market for employee benefits and for the skills employed in the not-for-profit sector.
 - Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue.

Reviewed: May 2020

Policy Type:	3.0 Executive Governance	Policy Number:	3.6
Policy Title:	Financial Responsibility and Accountability	Last Updated:	July 2016
		Creation Date:	September 2012

3.6.1 With respect to the actual, ongoing condition of the organization's financial health, the Chief Executive Officer may not cause or allow the development of fiscal jeopardy or loss of allocation integrity.

Accordingly, ~~he or she~~ the Chief Executive Officer may not:

1. Expend more funds than have been recognized in the fiscal year to date unless approved by the Board
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days without Board approval.
3. Fail to settle payroll and debts in a timely manner.
4. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner. Board will be notified if receivables are not remitted in 90 days.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Allow actual allocations to deviate significantly from the Board approved budget.

3.6.2 With respect to proper stewardship of the corporation's assets, the Chief Executive Officer may not risk losses beyond those necessary in the normal course of business.

Accordingly, ~~he or she~~ the Chief Executive Officer may not:

1. Fail to insure against ~~defalcation~~ (Any act taken in relation to property or resources that is punishable by imprisonment, including theft, embezzlement, failure to account, and fraudulent misappropriation):
 - Casualty losses to at least 80% replacement value
 - Liability losses (to Board members, Staff or the organization itself), beyond the minimally acceptable prudent level.
2. Make on ~~his or her~~ their own authority any purchase of greater than \$25,000 unless that amount has been previously identified in the approved budget or acquired through a grant, excluding capital costs and tenant improvements.
3. Receive process or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.
4. Fail to protect intellectual property, information and files from unauthorized access, tampering, loss or significant damage.

Reviewed: May 2020

5. Invest operating capital in insecure instruments. The future funding account is within Board control.
6. Unnecessarily expose the organization, its Board or Staff to claims of liability.
7. Allow liability insurance to fall below a Board-determined level.
8. Write off bad debts over \$25,000 without prior Board notification.
9. Write off fixed assets without the pre-approval of the Board.

3.6.3 With respect to planning fiscal events (budgeting for all or any remaining part of a fiscal period), the Chief Executive Officer may not jeopardize either program or fiscal integrity of the organization.

Accordingly, ~~he or she~~ the Chief Executive Officer may not cause or allow budgeting which:

1. Contains too little detail to enable reasonably accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Deviates significantly from the Board approved organizational goals as stipulated in the agency Business Plan in its allocation among competing budgetary needs.
4. Violates generally accepted accounting principles.

This will acknowledge that I have received, read and understand the Board Governance Policies.

My signature indicates that in addition to confirming I have received, read and understand these policies, I agree to comply with these Policies.

Board Member Signature

Date:

Witness (Signature of Society's Designate)

Appendix A

Reviewed: May 2020

