

From: Jim Klingle
EJHS Board Chair

To: EJHS Board Members
DeAnn Hunter, EJHS CEO

**Subject - Notes to File on Meeting of JHSA Board Members and Local
John Howards' Board Chairs
Held via Microsoft Teams
December 7, 2022
5:30 - 6:30 pm**

Meeting Purpose: To discuss input received from local EDs regarding JH Alberta and clarify the role of JH Alberta.

Background: At the September 27th Board Meeting, the EJHS Board decided not to sign the proposed JHSA Terms of Association document until JHSA undertook the following actions:

- The ends of the John Howard Society of Alberta are met;
- Maximum value is received from JHSA by the local John Howard Societies and the individuals served; and
- Accountabilities and expectations are clearly articulated and understood by all parties.

This message was conveyed verbally by DeAnn to the JHSA ED and by me to the JHSA Chair following the Board meeting. As part of the EJHS board direction I sought a meeting of the JHSA Board reps and local John Howard Board Chairs to discuss our concerns regarding JHSA's role and that of their ED. This was agreed to by the JHSA Board Chair who was willing to organize and chair such a meeting.

DeAnn worked with local EDs during October and prepared the attached Challenges and Opportunities document that focused on the role of the John Howard Society of Alberta and its Executive Director. I sent this document to the JHSA Board Chair for distribution in advance of the meeting.

Meeting Highlights

The JHSA Board Chair clarified at the beginning of the meeting that the feedback raised in the Opportunities and Challenges document related to JHSA Executive Director would not be discussed at this meeting. He said that a separate meeting of the JHSA Board would be held to discuss ED related concerns. Despite this clarification, two JHSA Board members repeatedly took opportunities to defend the Executive Director. Another JHSA Board member acknowledged several times there were concerns related to the ED that the Board needed to address.

I explained that I had initially contacted the JHSA Board Chair to advise him that EJHS was not willing to sign the JHSA Terms of Association at this time. I outlined what we were seeking before the Board would be willing to sign off on it.

The Chair offered to provide me with JHSA's End Statement and Governance documents (which includes an ED Job Description) to address some of our concerns. These documents were emailed to me immediately after the meeting and are attached.

In the discussion of JHSA roles, the JHSA Chair stated that JHSA should be the only John Howard entity to directly address and engage provincial politicians. I said I could bring this forward to the EJHS Board but felt that would be a hard sell. I cited our close proximity to the provincial legislature and established and emerging connections with provincial politicians. I also conveyed we had a trust issue regarding how JHSA currently collects and represents EJHS issues and positions to the Alberta government. The Chair then suggested that perhaps exclusive JHSA engagement with the Alberta government could be an 'aspirational goal'.

The Chair also stated that the larger local John Howards, Edmonton and Calgary, had significant resources and did not need the help of JHSA. Instead, he said that JHSA is really there to serve the smaller local John Howards. This appeared to be tacitly accepted by JHSA Board members as there was no discussion about the statement.

There were several comments from JHSA Board members regarding EJHS's reluctance to sign off the JHSA Terms of Association. One member wondered

whether EJHS's decision was related to the membership fee. A few comments were made about EJHS having plenty of resources to pay this amount, and that smaller local John Howards had to pay a significantly higher percentage of their annual revenues for membership. Another comment was that despite having some concerns, their Board, like all the rest of the local John Howards, had signed off on the Terms of Association.

Several JHSA Board members stated that for several years EJHS had seemed uninterested in being part of JHSA. I said I was here because we wanted to be part of JHSA and to address our concerns about unclear roles and accountabilities of JHSA and their ED. At least one member acknowledged their appreciation that EJHS was interested in being part of JHSA. The meeting concluded with the Chair indicating that a separate JHSA meeting will be held early in the New Year to deal with any issues related to their ED.

**Feedback from Local Executive Directors
on the Role of the John Howard Society of Alberta and its Executive Director
October 2022**

Opportunities	Challenges
Joint Funding Opportunities and Collaboration - Coordinated response for larger impact - Timely submission and follow-up - Library of available grants available	Limited Follow-Up and Accountability - Meetings are not consistently attended by participants as there is regular confusion as to meeting dates and time - Agendas are not sent in advance - Minutes are provided by the Calgary ED - Action items are not addressed in between meetings and are brought forward with no action for months - Locals have had to assume responsibility to coordinate meetings and stay on top of benefits and insurance - Initiatives lose traction unless a local ED maintains momentum (e.g. indigenous initiative)
Research - Relevant and practical - Shared and accessible - This appears to be an area where we have seen some success - Recent regional research being completed, relevant to current projects, funding applications, etc.	Role Confusion/Clarity? - It is not clear what the role of prov ED is even when requesting clarity - Unaware of office closures (e.g. Cold Lake office closure announced on Facebook and prov ED not aware) – is the provincial ED responsible to provide support to avoid a closure or support wind down? - Provincial benefit summaries prepared by Grande Prairie ED in the absence of a summary being available from Provincial office
Advocacy and Social Media - Positive impact stories - Community safety trends - Justice trends - Recruitment to the field (not the actual recruitment but marketing our work provincially to appeal to new employees) - Comments on policy matters of a Provincial and National nature (as per the Terms of Assoc.)	Availability & Commitment - No contact information on the website - No consistency in availability

Stakeholder Relations - Maintain awareness of and share funding opportunities - Government relations - Other stakeholder relations as appropriate, including AHS who we regularly contract with or work closely with - Tell our story locally and provincially - o Leveraging social media and traditional media effectively to reach other audiences - Able to look at big picture, see what's on the horizon, have a vision	Communication & Information Sharing - Limited communication from and with Provincial office - Receive emails with little context (e.g. CBSA contracts not being renewed but this was not accurate) - Prov ED meeting with JSG Minister that nobody was aware of; Local EDs requested an urgent meeting to discuss approach and agenda so we could appear to be on the same page and not lose opportunity to bring forward local and provincial issues - Lack of confidence in ability to be the Provincial or National spokesperson on policy statements for all Societies (as per the Terms of Assoc.)
Local Office Support - Guidance - Policy and procedure assistance - Support for capacity building activities - Attendance at Local Office events where applicable and appropriate - Organized approach to Insurance and benefits coordination - External professional development opportunities, train the trainer, resource library - Facilitate shared learning and team building (e.g. provincial staff conference)	Lack of Local Office Support - Provincial ED and local ED 1:1s on an annual or semi-annual basis; may be able to better determine how to contribute to making the locals successful; Would this effort supplement and help the smaller and struggling offices? - o Proactive offers of support, i.e. as concerns are brought forward as a group, a reach out with specific areas of support can be made to the local. - The small bit of coordination currently being done regarding benefits and insurance could be done by one of the locals; this is currently the only thing that the JHSA is doing for locals and it is not worth the amount that we are being charged

THE JOHN HOWARD SOCIETY OF ALBERTA

GOVERNANCE

POLICIES

Revised/Ratified: January 2021

THE JOHN HOWARD SOCIETY OF ALBERTA

GOVERNANCE POLICIES

PREAMBLE

The following model and policy statements are patterned after work originally conceived by John Carver.

Much of the language and style is discussed in his book, **Boards That Make A Difference**, Jossey-Bass Inc., CA (1990).

DEFINITIONS

“Board” means the board of directors of JHSA;

“Board Member” means a director serving on the board of directors of JHSA;

“ED” means the executive director of JHSA;

“Ends” means the ends contained in Section I.D. of this document;

“JHSA” means the John Howard Society of Alberta;

“Member” means a member of JHSA;

“Member Society” means a John Howard Society that is a member of JHSA;

“Ownership” means, collectively, the Member Societies; and

“Terms of Association” means that Terms of Association agreement executed in 2016 among JHSA and all of the Member Societies.

THE JOHN HOWARD SOCIETY OF ALBERTA

POLICIES INDEX

POLICY TYPE: I. VISION, CORE VALUES, MISSION AND ENDS

- I. A. Vision
- I. B. Core Values
- I. C. Mission
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- I. E. [Deleted September 27, 2014]

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- IV. C. Code of Conduct
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POLICY TYPE

I. VISION, CORE VALUES, MISSION AND ENDS

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

I. A.

Policy Type: Vision, Core Values, Mission and Ends

Policy Title: Vision

A socially just, harmonious and safe community.

Approved: February 11, 1996

Revised: September 6, 1997; June 14, 2014

Ratified: September 26, 2020

Monitoring: Board Self-Monitoring

Monitoring Date: Annually: Fall meeeting

Policy Type: Vision, Core Values, Mission and Ends

Policy Title: Core Values

The following are the core values of JHSA. These values guide the work that JHSA does in the community and the manner in which Board Members work together amongst ourselves and with others. They are the foundation upon which JHSA forms its positions on justice and public safety issues, works together as staff and board members and serves our communities.

1. People have the right to live in a safe and peaceful society as well as a responsibility implied by this right to respect the law.
2. Every person has intrinsic worth and the right to be treated with dignity, equity, fairness and compassion without discrimination. In particular, those involved in the criminal justice process should be treated in a manner that is consistent with applicable human rights legislation.
3. Every person has the right and the responsibility to be informed about and engaged with the criminal justice process.
4. Justice is best served through measures that resolve conflicts, repair harm and restore peaceful relations in society.
5. Independent, autonomous, non-government voluntary organizations have a vital role in crime prevention, public safety and the justice process.

Approved:	February 11, 1996
Revised:	June 14, 1998; February 9, 2019; September 21, 2019
Ratified:	September 26, 2020
Monitoring:	Board Self-Monitoring
Monitoring Date:	Annually: Fall meeting

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

I. C.

Policy Type: Vision, Core Values, Mission and Ends

Policy Title: Mission

To advance the work of the John Howard societies across Alberta through research, public education and advocacy with respect to issues related to crime prevention, public safety and justice.

Approved: February 11, 1996

Revised: November 16, 1996; June 14, 2014; September 21, 2019

Ratified: September 26, 2020

Monitoring: Board Self-Monitoring

Monitoring Date: Annually: Fall meeting

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

I. D.

Policy Type: Vision, Core Values, Mission and Ends

Policy Title: Ends

1. Support the work of the John Howard societies in Alberta to achieve their missions.
2. Advance public awareness of social justice with respect to crime prevention, public safety and justice processes.
3. Advise government and other agencies on humane and effective responses to crime and its consequences.

Approved: February 11, 1996

Revised: November 16, 1996; June 14, 2014; September 21, 2019

Ratified: September 26, 2020

Monitoring: Board Self-Monitoring

Monitoring Date: Annually: Fall meeting

POLICY TYPE

II. EXECUTIVE LIMITATIONS

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

II. A.

Policy Type: Executive Limitations

Policy Title: Administrative Expectation

1. The ED will not allow any organizational activity that is imprudent, unethical, or illegal.
2. The ED will not fail to establish, implement and follow administrative policies and procedures which will be published and widely available to staff and Board members.
3. With respect to the treatment of paid and volunteer staff, the ED will not cause or allow conditions that are inhumane, unfair or undignified.
4. The ED will not operate without a current published personnel manual.
5. The ED will not cause or allow JHSA to breach any term of the Terms of Association.
6. The ED will not enter into, or cause JHSA to enter into, any agreement that may fetter the Board's autonomy to direct the ED.

Approved: October 15, 1995

Revised: June 3, 2001; January 31, 2015; February 2, 2019; September 21, 2019, January 23, 2021

Ratified: February 8, 2020

Type of Monitoring: Internal; Direct Inspection

Monitoring Date: Annually: Winter meeting

Policy Type: Executive Limitations

Policy Title: Financial Planning

The ED will not cause or allow budgeting which:

1. contains too little information to enable accurate projection of revenues and expenses, separation of capital and operational items, subsequent audit trails, and disclosure of planning assumptions;
2. provides less than sufficient funds for Board meetings during the year as determined by the Board; or
3. plans the expenditures in any given fiscal year of more funds than are conservatively projected to be received in that period. This, however, does not apply to planned expenditures of previous years' operating surpluses.

Approved: October 15, 1995

Revised: June 14, 1998, February 2, 2019, January 23, 2021

Ratified: February 8, 2020

Monitor: Annually: Winter meeting

Type of Monitoring: Internal

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

II. C.

Policy Type: Executive Limitations

Policy Title: Financial Condition

With respect to operating JHSA in a sound and prudent fiscal manner, the ED will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies. Accordingly, the ED may not:

1. Expend more funds than have been received in the fiscal year to date unless Policies II.C.2 and II.D are met.
2. Indebt JHSA in an amount greater than can be repaid within 90 days by certain, otherwise unencumbered revenues.
3. Commit to any total capital expenditure of greater than \$10,000.
4. Allow unrestricted cash to drop below the amount needed to settle payroll and debts in a timely manner.
5. Disburse and receive funds under internal controls insufficient to meet external auditor's recommendations.
6. Disburse any non-budget items that cannot be recovered from another budget category or the ED's portion of previous years' operating surpluses.
7. Allow tax payments or other government ordered payments or filing to be overdue or inaccurately filed.
8. Fail to comply with guidelines and contractual obligations as required by funders.
9. Allow assets to be unprotected, inadequately maintained nor unnecessarily risked.
10. Make any financial commitment with a term greater than 5 years.
11. Acquire, encumber or dispose of real property.
12. Fail to aggressively pursue receivables after a reasonable grace period.
13. Commit to the loan of funds to any other organization.

Approved: October 15, 1995

Revised: February 3, 2002, February 2, 2019

Ratified: February 8, 2020, January 23, 2021

Monitor: Annually (Winter meeting)

Type of Monitoring: Internal/Direct Inspection

Policy Type: Executive Limitations

Policy Title: Financial Reserves

JHSA protects itself financially against unforeseen loss of income or unanticipated expense and maintains a cash reserve that can be used from time to time to fund aspects of JHSA's operations. In relation to these needs, the ED will not:

1. invest or hold reserve funds in insecure or equity instruments, uninsured accounts, bonds of less than AA rating or non-interest bearing accounts;
2. fail to allocate fifty percent of a given year's operating surplus to the Accumulated Operating Surplus fund thereby increasing that fund's minimum amount;
3. fail to disclose the Restricted Funds in the annual financial statements in accordance with Generally Accepted Accounting Principles (GAAP);

Approved: February 11, 1996

Revised: June 14, 1998; February 2, 2019; February 8, 2020, September 26, 2020

Monitor: Annually: Winter meeting

Type of Monitoring: Internal

Policy Type: Executive Limitations

Policy Title: Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the ED may not jeopardize JHSA's fiscal integrity or public image. Accordingly, the ED may not:

1. change ED compensation and benefits as established by the Board.
2. Establish compensation and benefits for staff that:
 - a. Deviate significantly from the geographic or professional market for compensation and employee benefits for the skills employed.
 - b. 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.
 - c. Cause unfunded liabilities to occur or in any way commit JHSA to benefits that incur unpredictable future costs.
 - d. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity in key employees are not prohibited.

Approved: October 15, 1995
Revised: February 2, 2019
Ratified: February 8, 2020
Monitor: Annually: Winter meeting
Type of Monitoring: Internal

Policy Type: Executive Limitations

Policy Title: Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the ED may not cause or allow the Board to be uninformed or misinformed. Accordingly, the ED may not:

1. fail to disclose to the Board any significant and relevant:
 - a) governance issues, particularly changes in the assumptions upon which any Board policy has previously been established;
 - b) organizational issues/information related to JHSA;
 - c) criminal justice issues; or
 - d) information about public events.
2. Fail to submit the required monitoring data in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies being monitored.
3. Fail to gather relevant staff and external points of view, issues, and opinions as required pursuant hereto for Board monitoring purposes.

Approved: October 15, 1995

Revised: October 3, 1999, February 2, 2019

Ratified: February 8, 2020

Monitor: Annually: Winter meeting

Type of Monitoring: Internal

Policy Type: Executive Limitations

Policy Title: Operational Coverage

The ED will not operate without a written manual that would enable another person to perform the duties of the ED.

Approved: October 15, 1995
Revised: June 14, 1998; January 31, 2015
Ratified: February 8, 2020
Type of Monitoring: Internal
Monitor: Annually: Winter meeting

Policy Type: Executive Limitations

Policy Title: Corporate Security

JHSA is committed to maintaining the confidentiality of its employees, Members and consultants, protecting all information assets from threats of cyber security or otherwise and complying with industry standards and applicable law. As such the ED will not fail to:

1. keep and maintain information in accordance with relevant industry and regulatory security standards and practices.
2. manage JHSA's information assets to support service delivery to its Ownership and to provide efficient operations.
3. use methods of collecting, reviewing, transmitting and storing JHSA information that protects against improper access to information, while maintaining a reasonable level of privacy and accessibility.
4. maintain this policy and all related administrative policies to support confidentiality, integrity, and availability of information.

Approved: June 22, 2019

Revised: February 8, 2020

Monitor: Annually: Winter meeting

Type of Monitoring: Internal

Policy Type: Executive Limitations

Policy Title: Assets Management

The ED may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked. Accordingly, the ED may not:

1. fail to acquire and maintain sufficient insurance against liability losses to JHSA premises, property and data, Board members, JHSA staff and JHSA volunteers, including but not limited to Directors' and Officers' insurance.
2. unnecessarily expose JHSA, its Board or its staff to claims of liability.

Approved: June, 2019

Revised:

Ratified: February 8, 2020

Type of Monitoring: Internal

Monitor: Annually: Winter meeting

POLICY TYPE

III. BOARD – ED RELATIONSHIPS

Policy Type: Board - ED Relationships

Policy Title: Delegation to the ED

It is the Board's role to develop general policy and to establish the Ends and the Executive Limitations. It is the ED's role to develop and implement subsidiary policy to achieve the Ends. The Executive Limitation Policies contained in Section II constrain the ED to act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the ED, and all staff are accountable directly to the ED.

1. Subject to the Executive Limitation Policies contained in Section II, the ED is authorized to make all decisions, take all actions, and develop all activities that are true to the Board's policies.
2. The Board may, by extending its policies, withdraw delegated areas of ED's authority, but will respect the ED's choices so long as such delegation continues. This does not prevent the Board from obtaining information about activities in delegated areas.
3. Should the ED deem it necessary to violate an Executive Limitation, he/she will inform the President of the Board. Informing is simply to guarantee no violation may be intentionally kept from the Board, not to request approval. The President's response, either approving or disapproving, does not exempt the ED from subsequent Board judgment of such violation, nor does it curtail any ED decision.

Approved:	October 15, 1995
Revised:	January 2016; June 22, 2019
Monitoring:	Board Self Monitoring
Monitoring Date:	Annually: Spring meeting

Policy Type: Board - ED Relationships

Policy Title: Executive Director Job Description

The ED's role is to implement policies to accomplish the Ends. Consequently, the ED's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the Ends.
2. Operational accomplishments within the boundaries of the Executive Limitations.

Approved: October 15, 1995
Revised: January 2016; June 22, 2019
Monitoring: Board Self Monitoring
Monitoring Date: Annually: Spring meeting

Policy Type: Board - ED Relationships

Policy Title: Monitoring ED's Performance

The Board makes the ED responsible for implementing strategies to achieve the results towards the Ends Policies. The purpose of monitoring is to determine the degree to which Executive Limitations are being adhered to.

1. A given Ends policy may be monitored in one or more of the following ways:
 - a. Internal report: Disclosure of compliance information to the Board from the ED. Such reports will assess the ED's performance only against the Board policies.
 - b. Direct inspection: Discovery of compliance information by a Board Member, a committee of the Board, or the Board as a whole. This is a direct inspection of organizational documents, activities, or circumstances which allows a "prudent person" test of policy compliance. The Board will determine which method of direct inspection will be used, and will implement the procedures to do so.
2. Any Executive Limitation Policy can be monitored by any method at any time. However, Executive Limitations Policies will be classified by the Board according to frequency and method of regular monitoring.
3. The ED's performance will be reviewed and reported on by the Board annually as set forth in Section IV.

Approved:	October 15, 1995
Revised:	January 2016; June 22, 2019
Monitoring:	Board Self Monitoring
Monitoring Date:	Annually: Spring meeting

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

III. D.

Policy Type: Board - ED Relationships

Policy Title: Executive Director Compensation

1. ED compensation will reflect the current and appropriate salary subject to Section III.D.4.
2. The Board will determine the education, skills and core competencies required by the ED and determine an appropriate level of compensation.
3. The regular setting of compensation does not preclude the Board from recognizing extraordinary circumstances of ED performance.
4. ED compensation will be in compliance with Society's financial limitations.
5. The ED's salary will be reviewed and reported on by the Board annually as set forth in Section IV.

Approved:	October 15, 1995
Revised:	January 2016; June 22, 2019
Ratified:	January 23, 2021
Monitoring:	Board Self Monitoring
Monitoring Date:	Annually: Spring meeting

POLICY TYPE

IV. GOVERNANCE PROCESS

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

IV. A.

Policy Type: Governance Process

Policy Title: Principles of Governance

1. The Board governs JHSA on behalf of, and is accountable to, the Ownership.
2. The Board's duties are:
 - a. Linking with Ownership in accordance with Policy IV.F.;
 - b. Establishing, approving and publishing four categories of policy:
 - i. Ends
 - ii. Executive Limitations
 - iii. Governance Process
 - iv. Board-ED Relationships
 - c. Hiring and directing the ED;
 - d. Monitoring the organization's accomplishment of the Ends and the ED's adherence to Executive Limitations; and
 - e. Drafting, reviewing and amending relevant organizational documents, including Governance Policies, Terms of Association and By-Laws, in accordance with the perpetual calendar.
3. The Board speaks with one voice, through approved and published Governance Policies, which authorize the ED to make all further decisions with respect to JHSA.
4. The Board hires and directs one employee, the ED. Individual Board members including the Board President and committees have no authority to direct the activities of the ED.
5. The Board, individual Board members or committees have no authority over staff subordinate to the ED.
6. The Ends established by the Board will be broad.
7. The Board delegates to the ED the duty of directing the organization so that the Ends are met, and authorizes the direction of the ED in accordance with the Executive Limitations. The Board must accept any reasonable interpretation by the ED of actions taken to meet the Ends.

Approved:	September 19, 1998
Revised/Ratified:	June 23, 2018; June 22, 2019
Monitoring:	Board Self Monitoring
Monitoring Date:	Annually: Spring meeting

Policy Type: Governance Process

Policy Title: Governance Style

The governing style of the Board will focus on strategic leadership that will emphasize:

- The future rather than the past and the present;
- A clear distinction between the roles of Board Members and staff;
- Proactivity rather than reactivity.

In this spirit the Board will:

1. Focus its involvement primarily on the Ends of JHSA, not to the administrative or programmatic means of attaining such Ends.
2. Direct, control, and inspire the organization through the careful deliberation and establishment of policies. Being an initiator of policy, not merely a reactor to staff initiatives, the Board, not the staff, will be responsible for Board performance.
3. Enforce upon itself whatever discipline is needed to govern with excellence, including in matters of attendance, respectful treatment of individual Board Members, respect for the roles established hereby, singularity of voice and self-policing of tendencies to stray from rigorous governance.
4. Be accountable to the Member Societies for competent, conscientious, and effective fulfillment of Board responsibilities as established hereby. Accordingly, the Board will allow no officer, individual, or committee of the Board to usurp the Board's role or deter Board discipline.
5. Monitor and regularly discuss the Board's own process and performance. Ensure the continuity of improvements through systematic review and updating of governance policies.

Approved: October 15, 1995

Revised/Ratified: June 23, 2018; June 22, 2019

Monitoring: Board Self Monitoring

Monitoring Date: Annually: Spring meeting

Policy Type: Governance Process

Policy Title: Code of Conduct

The Board expects of itself and its Board Members, ethical and professional conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board Members.

1. Board Members will represent loyalty to the interests of the Member Societies as a whole. This loyalty supersedes affiliations with any advocacy or special interest groups, Boards or staffs and the personal interest of any Board Member acting as an individual consumer of JHSA's services.
2. Board Members will avoid any conflict of interest with respect to their fiduciary responsibility.

There will be no self-dealing or any conduct of private business or personal services between any Board Member and JHSA, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information.

Board Members will not use their positions to obtain for themselves, or for their family members, employment within JHSA.

Should a Board Member apply for employment, she/he will resign from the Board.

3. Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

Board Members' interaction with the ED or with staff will recognize the lack of authority in any individual member or group of members, except as noted above.

Board Members' interaction with the public, press, or other entities will recognize the same limitation and the similar inability of any individual Board Member to speak for the Board.

Board Members will make no judgments of the ED or staff performance except as that performance is assessed against explicit Board policies by the official process.

CONTINUED...

Policy Type: Governance Process
Policy Title: Code of Conduct

4. Board Members may not use Board information for their own direct benefit or advantage. This requires that the information be kept confidential whenever required in the best interest of JHSA.

That part of a meeting when financial information, negotiation strategies, or intimate personnel matters may be disclosed will be kept confidential. The proceedings of any meeting of the Board or any part of a meeting of the Board or of any committee thereof that is conducted in camera, including the minutes or any records, will be kept in confidence by every member of the Board and by the ED and by any member of any committee or other person invited or permitted to attend the meeting.

5. Board Members will deal with outside entities or individuals, with staff, and with each other in a manner reflecting fair play, ethics, and straight forward communication.
6. Board Members will carry out duties in good faith with a reasonable degree of diligence, care, and skill. If a Board Member is deemed to be negligent in carrying out their duties, then given that the Board has the right to make and provide a method of discipline, the following guidelines will be followed:
 - a. Offending members may be censured by the Board President with a letter being sent to the Member outlining the circumstances and corrective actions.
 - b. Continued offence will result in a motion of censure being brought to the Board President. This motion may result in a voluntary withdrawal or upon a vote of the majority, the member will be removed from all committee membership.
 - c. Continued offense by a Board Member will result in removal from office by a resolution as prescribed in the bylaws of JHSA.

Approved:	October 15, 1995
Revised/Ratified:	June 23, 2018; June 22, 2019
Monitoring:	Board Self Monitoring
Monitoring Date:	Annually: Spring meeting

Policy Type: Governance Process
Policy Title: Board Job Description

The Board will make the following specific contributions that lead to the achievement of the stated outcomes.

1. Write governing policies that, at the broadest level, address:
 - a. Ends: Organizational products, impacts, benefits, outcomes (what good, for what people, at what cost).
 - b. Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
 - c. Board-ED Relationship: How power is delegated and its proper use is monitored.
 - d. Executive Limitations: Constraints on ED authority, that establish the prudence and ethical boundaries within which all executive activity and decisions will take place.
2. Annually monitor and report on the ED's performance by assessing JHSA's accomplishment of the Ends and the ED's operation within Executive Limitations as established herein, following which the Board will provide a report that will constitute the ED's performance review for that year.
3. Provide accountability and linkage to the Ownership.

This requires dialogue with various constituents as to JHSA's definition and achievement of organizational mission. The responsibility is further defined in the policy 'Linkage to the Ownership'.
4. Conduct Board Performance Review pursuant to Section IV.J.
5. Establish policies requiring JHSA to abide by the Terms of Association signed with each of the Local Societies.

Approved: October 15, 1995
Revised/Ratified: June 23, 2018; June 22, 2019
Monitoring: Board Self Monitoring
Monitoring Date: Annually: Spring meeting

Policy Type: Governance Process

Policy Title: Board President's Role

The role of the President is, primarily, to guide Board meetings in a manner that preserves the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The President is the only Board member authorized to speak for the Board (beyond simply reporting Board events), other than in specifically authorized instances.

1. The Board President will ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside JHSA.
 - a. The Board will make decisions that, according to Board policy, clearly belong to the Board to decide, not the ED.
 - b. Deliberation will be timely, fair, orderly, and thorough, but also efficient, limited to time, and kept to the point.
 - c. Where JHSA has no other rules in the Bylaws or Board policies, the current edition of **Robert's Rules of Order** are observed.
2. The Board President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

Board President's authority does not extend to making decisions within the Ends and Limitations policy areas, each of which is within the purview of the ED.

Board President authority does not extend to supervising, interpreting Board policies to, or otherwise directing the ED.

3. The President may represent the Board to outside parties in announcing Board-stated positions and in stating decision and interpretations within the area delegated to him or her.

Approved:	October 15, 1995
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Monitoring:	Board Self Monitoring
Monitoring Date:	Annually: Spring meeting

Policy Type: Governance Process

Policy Title: Linkage to Ownership

The Board acts in trusteeship for the Ownership and serves as the legitimizing connection between JHSA and the Ownership.

Linkage with the ownership can be seen as:

1. **Attitudinal** The first, simplest level of Board obligation to Ownership is attitude: Board Members behave in the belief that they are trustees on behalf of the Ownership. This intention establishes a frame of mind that leads the Board to appropriate considerations and loyalties when resolving value issues.
2. **Evidence** At a second level, the Board receives reports of the concerns and requirements of the Ownership.
3. **Personal** The third level is more personal; it engages the Board in education that may be facilitated by:
 - 1) reviewing articles in the media;
 - 2) presentations at Board meetings;
 - 3) dialogue with other Boards or public officials and
 - 4) studying responses from questionnaires and comments from key community advisors.

Approved: October 15, 1995
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Monitoring: Board Self Monitoring
Monitoring Date: Annually: Spring meeting

Policy Type: Governance Process

Policy Title: Ad Hoc Committee Principles

The Board Members may establish committees to help carry out its responsibilities. Board committees will be used sparingly and will support the Board policy development function.

1. The Board will use ad hoc committees, as required from time to time, for the purpose of gathering information related to policy issues and outlining various options, and the implications of optional courses of action.

Ad hoc committees of the Board:

- a. will be chaired by a member of the Board;
 - b. may include in their composition, individuals who are not on the Board;
 - c. will receive written terms of reference from the Board;
 - d. will be disbanded once they have completed the specific tasks assigned to them.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the ED.
3. Board committees are not to be created by the board to advise the ED.
4. Board committees cannot exercise authority over staff, and in keeping with the Board's focus on the future, Board committees will ordinarily not have direct dealings with current staff operations. Further, the Board will not impede its direct delegation to the ED by requiring approval of a Board committee before ED action. The ED works for the Board, never for a Board committee or officer.

Approved:	October 15, 1995
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Monitoring:	Board Self Monitoring
Monitoring Date:	Annually: Spring meeting

Policy Type: Governance Process

Policy Title: Handling Complaints

The Board will use the following process to handle complaints received about ED performance:

Board member receives a complaint about a certain incident.



Board member informs ED as a courtesy.

← Yes

Is the incident a violation of Board policy?

No →

Should it be? Does the policy need tightening?

No →

The matter is dropped.



Board member informs chair or other person designated to process alleged violation.

Yes ↓

Board member informs ED as a courtesy.

→

Board member asks chair to put the issue on next agenda.



Chair (or other) institutes review of applicable policy and asks for ED's interpretation of that policy.

The matter is dropped.

← No

Board deliberates whether existing policy should be amended.



In Board's opinion, does ED's interpretation fall outside 'any reasonable interpretation' of Board policy?

No →

The matter is dropped.

Yes →

Board determines degree of seriousness and takes appropriate action.

Yes ↓

Policy is amended, making reported event explicitly unacceptable in the future.

Approved:

September 19, 1998

Revised/Ratified:

June 23, 2018; June 22, 2019

Monitoring:

Board Self Monitoring

Monitoring Date:

Annually: Spring meeting

Policy Type: Governance Process

Policy Title: Cost of Governance

1. Board skills, methods and supports will be sufficient to assure governing with excellence.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

Approved: September 19, 1998
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Monitoring: Board Self Monitoring
Monitoring Date: Annually: Spring meeting

THE JOHN HOWARD SOCIETY OF ALBERTA

Board Policy Statements

IV. J.

Policy Type: Governance Process

Policy Title: Procedures for Board Self-Monitoring

The Board will monitor its own performance and that of its President and committees over the previous 12 months, addressing the following questions:

1. Has the Board maintained linkage and accountability to Ownership by maintaining regular dialogue with its Ownership with respect to JHSA's definition and achievement of organizational mission?
2. Has the Board regularly reviewed and where necessary revised governing policies addressing Vision, Core Values, Mission and Ends; Executive Limitations; Board-ED Relationship; and Governance Process?
3. Has the Board maintained singularity of voice?
4. Has the Board employed and delegated operational authority to an ED?
5. Has the Board refrained from usurping the ED's authority?
6. Has the Board monitored the ED performance based solely on JHSA's accomplishment of the Ends and the ED's adherence to Executive Limitations?
7. Has the Board ensured that the ED's salary meets the requirements set forth in Section III.D.?
8. Has the Board conducted annual self-monitoring?
9. Has the Board adhered to its Code of Conduct set forth in Section IV.C.?
10. Has the Board ensured that JHSA has abided by the Terms of Association set forth pursuant to Section IV.D.5?
11. Has the Board managed all complaints in accordance with the requirements set forth in Section IV.H.?
12. Has the President met the requirements set forth in Section IV.E.?
13. Have all existing Board committees met the requirements set forth in Section IV.G.?
14. Has the Board ensured that new Board Members have received proper orientation?
15. Has the Board addressed any goals it has set for itself?

Approved: October 13, 2018
Revised/Ratified: June 22, 2019
Monitoring: Board Self Monitoring
Monitoring Date: Annually: Spring meeting