**

**GOVERNANCE POLICY 1.01**

**Mission, Values and Purpose,**

**Guiding Principles, Fields of Consideration**

**Mission Statement**

Through the growth and stewardship of permanent endowment funds and the distribution of income to a broad range of eligible organizations and activities, the Cranbrook & District Community Foundation (CDCF) works to improve the quality of life for all area residents by helping to ensure safe, healthy, sustainable, and vibrant communities.

**Values and Purpose**

* Enhance the social welfare, health and education of residents
* Promote the growth, development and success of community endeavours within the CDCF fields of interest
* Provide philanthropic leadership
* Operate in an open, accessible and ethical manner
* Encourage and nurture innovation
* Strengthen community capacity and volunteerism
* Enable and encourage human growth, dignity, inclusiveness, fairness, and the quality of all people
* Work as a catalyst within the charitable sector
* Develop partnerships
* Encourage the integration of economic, social, and environmental values
* Promote community sustainability
* Promote community well-being by building connections between the private, public and community sectors
* Promote preservation and protection of the environment
* Promote the advancement of the arts, culture and recreation in our communities

**Guiding Principles**

* Provide support where there is genuine need
* Building on the strengths of the community
* Maintain relevance by continuously assessing and addressing community needs
* Conduct business openly, respectfully and ethically
* Recognize and support the efforts of volunteers and staff of the CDCF and other agencies
* Generate adequate resources, manage them effectively, and disburse them consistent with CDCF purposes, priorities, and policies
* Strive for excellence in all aspects of the corporation
* Assess and account for performance and plan for continuous improvement on an ongoing basis

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**GOVERNANCE POLICY 1.01 (cont'd)**

**Mission, Values and Purpose,**

**Guiding Principles, Fields of Consideration**

**Fields of Consideration**

In accordance with Supplementary Letters Patent issued on December 5, 2003 (see also Bylaw No. 2), the CDCF fields of consideration are:

* Relief of poverty
* Educational needs
* Social welfare and health issues
* Programs for the aged and the disabled
* Preservation and protection of the environment
* Advancement of the arts
* Prevention of delinquency and substance abuse

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.02**

**The Board: Role and General Responsibilities**

The Board of Directors is the legal authority for the Cranbrook & District Community Foundation. The **governance** responsibility of the CDCF Board is to:

1. **Represent the community/donors**

Reflect, listen and communicate with the individuals, groups, and communities they serve.

1. **Provide leadership and organizational renewal**

Develop vision for the future and establish clear direction with long and short-term goals.

1. **Govern the CDCF**

Establish outcome oriented policies that guide the CDCF and regularly monitor the goals and policies to ensure their implementation.

1. **Be open and transparent in the operation of the CDCF**

Report to donors and the community at least annually.

1. **Be financially responsible**

Ensure that the financial affairs of the CDCF are conducted in a responsible, transparent manner with due regard for the Board's fiduciary responsibilities and public trusteeship.

The **general responsibilities** of the CDCF Board are as follows:

* Review and revise the bylaws as necessary
* Establish the CDCF's overall direction through the development, approval, implementation and monitoring of a strategic plan
* Recruit and train new Directors
* Manage Board operations
* Approve the budget, monitor financial management, and ensure effective financial and audit controls are in place to protect invested funds and safeguard donor information
* Ensure effective operational management
* Hire, provide direction to, supervise, evaluate and when necessary, release the Executive Director

**Implementation**

The Board will regularly review their role and general responsibilities to ensure adherence to the direction set out in this policy.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.03**

**Governance and Governance Assessment**

**1.03-1 Governance**

The CDCF Board uses a mixed governance/administrative model where the Board provides direction and develops policy and the Executive Director is responsible for administration and operations including the hiring, supervision and, if necessary, dismissal of staff. It is recognized that the Executive Director and staff cannot do all administrative and operational tasks; therefore, officers, Board committees, and individual Directors will continue to perform or assist with some of these functions.

**Implementation**

The Board will ensure that all Directors understand and adhere to the CDCF governance model. The governance model, as well as the functions to be delegated to staff and the functions that will remain the responsibility of the Board, will be reviewed on an as-needed basis.

**1.03-2 Governance Assessment**

The CDCF Board will assess its effectiveness on a regular basis.

**Implementation**

The Board will assess the following:

* Board orientation
* financial viability
* understanding of the Board's responsibilities
* effectiveness of planning direction and priorities of the CDCF
* management of Board meetings
* Board commitment to CDCF mission and values
* compliance with bylaws
* conflict of interest

**Approved/Reaffirmed by the CDCF Board:**



**GOVERNANCE POLICY 1.04**

**Board Recruitment**

While recognizing that common sense and pragmatism should always be guiding factors when considering potential candidates for membership on the CDCF Board of Directors, the Board or the Nominating Committee should consider the following factors, in order of priority, in its assessment:

* the CDCF's overall obligation to ensure that the Board as a whole is broadly representative of the community and credible in the eyes of most citizens within the geographic area represented by the CDCF;
* the range of skills of the combined Board membership is adequate to effectively run the organization (see list of skills below);
* the candidate's commitment to the purposes and success of the CDCF; and
* broader representational issues such as gender and ethnic origin.

Some important skills required for the CDCF Board include, in no particular order:

|  |  |
| --- | --- |
| * legal knowledge | * accounting knowledge |
| * business and marketing skills | * media and public relations |
| * organizational management skills | * investment skills |
| * familiarity with local community services, agencies and charities | * familiarity with government programs, operations and officials |
| * knowledge of grant making | * computer skills |
| * experience with community foundations |  |

Some important community interests the Board should seek to represent in its effort to be broadly representative of the community include, in no particular order:

|  |  |
| --- | --- |
| * community services/charities | * local business |
| * professionals | * senior citizens |
| * youth | * ethnic communities |
| * educators and education institutions | * government services |
| * environmental sustainability | * health services |
| * arts | * financial services |

(See also Governance Policy No. 1.10 – Nominating Committee Terms of Reference for further requirements for candidates.)

**Approved/Reaffirmed by the CDCF Board:**



**GOVERNANCE POLICY 1.05**

**Directors: Requirements and Responsibilities**

As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the corporation.

**1. Requirements**

The CDCF Board requires the following from its Directors:

* Commitment to the work of the CDCF
* Knowledge and skills in one or more areas of Board governance and management: planning, policy, finance, fund development, human resource management, investment, grant making, communications, etc.
* Willingness to embrace the CDCF's mission of philanthropic leadership in the community and support its objectives in asset building and grant making
* A personal reputation within his or her profession and the community that would serve to enhance the public image of the CDCF
* Willingness to serve on committees
* Attendance at monthly Board meetings, committee meetings, and annual general meetings
* Support of fund development activities

**2. Responsibilities**

CDCF Directors are expected to:

* Act in the best interest and believe in the philosophies and values of the CDCF
* Be informed of incorporation articles, bylaws, mission, and strategic plan
* Be informed of Board activities, the community, and general trends in philanthropy
* Serve on committees and contribute to the work of the Board
* Participate fully at Board meetings, and committee meetings as assigned, and review information necessary to make decisions
* Declare conflicts of interest and refrain from voting on such issues
* Exercise care, diligence and skill that a prudent person would show in similar circumstances
* Clearly, respectfully and explicitly voice, at the time a decision is being taken, any opposition to a decision being considered by the Board
* Publicly demonstrate acceptance, respect and support for decisions legitimately taken in the transaction of the Board and/or CDCF business
* Ask the Directors to review a decision where the Board acted without full information
* Respect the roles of the Board and the staff
* Serve the overall best interest of the corporation rather than any particular constituency
* Identify and solicit potential donors
* Be an advocate for the CDCF with contacts and professional colleagues



**GOVERNANCE POLICY 1.05 (cont'd)**

**Directors: Requirements and Responsibilities**

**3. Election, Term and Vacancies**

Refer to Section 4 of CDCF Bylaw No. 1.

**Implementation**

1. The Nominating Committee will ensure that nominees for the position of Director are fully informed of the requirements and responsibilities of CDCF Directors before accepting a nomination.
2. The Board will mentor new Directors and ensure that, within approximately two months of joining the Board, these new Directors are aware of the articles of incorporation, key legislation, bylaws, mission, strategic plan, and CDCF policies.
3. A Board manual will be maintained for all Directors and it will be the responsibility of each Director to keep their manual updated.

**Approved/Reaffirmed by the CDCF Board:**



**GOVERNANCE POLICY 1.06**

**Officers: Appointment, Roles and Responsibilities, Term**

The appointment, general roles and responsibilities, and term of office of CDCF Officers are set out in Section 6 of Bylaw No. 1. The purpose of this policy is to reiterate what is stated in the Bylaw and to provide more detail where required. [Section 6.06 of Bylaw No. 1 allows the Board to vary, add to, or limit the powers and duties of any officer, subject only to the applicable provisions of the *Society Act*.]

**1. Appointment**

The Board shall appoint, by resolution, a President, Vice President, Secretary, Treasurer, and whatever other officers the Board may, by bylaw, determine. Officers shall be appointed at the first meeting of the Board following the annual meeting of members. The Board may specify the duties of any officers so appointed and may delegate to any appointed officers the power to manage the business and affairs of the Corporation, in accordance with Bylaw No. 1 and the *Society Act*. The President and Vice President must be Directors of the Board; the other officers need not be Directors. One person may hold more than one office.

**2. Roles and Responsibilities**

1. **President**

The President is the chief executive officer of the Society *(Society Act)* and:

* Supervises the other officers in the execution of their duties *(Society Act)*
* Generally supervises the affairs of the Corporation, subject to the authority of the Board
* Acts as spokesperson for the CDCF, consistent with Board policy and direction
* Chairs all Board meetings and Executive Committee meetings
* Upon adoption of a policy governing electronic voting, may call for an electronic vote to be undertaken in accordance with said policy
* Manages the activities of the Board and ensures that the Board follows CDCF policies and those imposed by statute or regulation
* Ensures that Board meetings are conducted efficiently and effectively
* Ensures that the Board has the information and opportunity necessary to come to decisions on matters within its purview
* Sets the agenda in consultation with staff and other Board members, where appropriate
* Establishes the schedule for meetings, one year in advance, at a regular location and time
* Ensures that items upon which discussion is deferred, are revisited within the appropriate time period
* Ensures that a volunteer recruitment and recognition program is developed and implemented
* Acts as the Privacy Officer for the CDCF
* Is an ex officio member of all committees



**GOVERNANCE POLICY 1.06 (cont'd)**

**Officers: Appointment, Roles and Responsibilities, Term**

1. **Vice President**

* Assumes the duties of the President in his/her absence
* Sits as a member of the Executive Committee
* Performs other duties prescribed from time to time by the Board

1. **Secretary**

* Attends and is the secretary of all meetings of the Board, members, and the Executive Committee
* Sits as a member of the Executive Committee
* Records all votes and minutes of all proceedings. The responsibility for minutes at Committee meetings, other than the Executive Committee, is delegated to the respective Committee.
* Ensures that minutes of meetings of the Board and members are accurately kept and filed in accordance with statute or regulation
* Ensures notice of meetings is given to members, directors, officers, auditors, and Committee members
* Has custody of the Corporation's seal and of all books, records and instruments belonging to the Corporation (except those required to be kept by the Treasurer – *Society Act*), unless some other officer or agent has been appointed for any of these purposes
* Maintains the register of members *(Society Act)*
* Ensures that changes in the Board are reported to the appropriate provincial and federal agencies
* Performs other duties prescribed from time to time by the Board

1. **Treasurer**

* Keeps proper accounting records of the financial activities of the Corporation
* Is responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation
* Ensures that the financial records are updated and maintained
* Ensures timely banking and government remittances
* Ensures the preparation and monitoring of the annual budget
* Ensures the preparation of monthly financial statements
* Presents financial statements to the Board on at least a quarterly basis with such statements to include comparison to budget
* Ensures that there is an annual audit by an accounting professional of the CDCF financial statements within 120 days of the fiscal year end
* Ensures all financial records are available to the auditor in a timely manner
* Ensures that the annual T3010 is submitted to the Charities Directorate of the Canada Revenue Agency within six months of the fiscal year end



**GOVERNANCE POLICY 1.06 (cont'd)**

**Officers: Appointment, Roles and Responsibilities, Term**

* Presents the annual financial statements to the membership
* Sits as a member of the Finance Committee and the Executive Committee
* Reviews the finances of the organization and provides financial advice to the Executive Committee and the Executive Director
* Performs other duties prescribed from time to time by the Board

*[Note: In accordance with Section 6.01 of Bylaw No. 1, the appointment of officers other than those noted above, must be done by bylaw.]*

**3. Term of Office**

Each officer appointed by the Board shall hold office until either the officer's successor is appointed or the officer resigns. The Board may, in its discretion, remove any officer of the Corporation.

**Monitoring**

This policy will be reviewed every two years.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.07**

**Standing Committee Establishment**

**1. Committee Establishment**

(1) In accordance with Section 5 of CDCF Bylaw No. 1 as may be amended or replaced from time to time, the following Standing Committees are hereby established:

1. Executive Committee
2. Governance Committee
3. Fund Development and Promotions Committee
4. Grant Making Committee
5. Nominating Committee
6. Finance Committee

(2) A Standing Committee shall be considered active upon adoption of the Terms of Reference for that Committee.

**2. Committee Terms of Reference**

1. The Terms of Reference for each of the Committees shall be set by the Board and may include, but not be limited to, the following:
2. mandate
3. function and responsibilities
4. membership
5. member terms of office
6. quorum
7. The Board will strive to review the Terms of Reference for each Committee at least once every two years.

**3. Decision Process**

1. Standing Committees shall conduct their business in a consensus-building format.
2. If necessary, the Chair may call a vote of the Committee members.
3. In the event of a tie vote, the matter being voted upon shall be referred to the Board for a final decision.

**4. Policy Review**

This Policy shall be reviewed every three years.

**Approved/Reaffirmed by the CDCF Board:** January 14, 2014

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**GOVERNANCE POLICY 1.08**

**Executive Committee – Terms of Reference**

**1. Mandate**

The Executive Committee is a standing committee of the CDCF. The mandate of the Executive Committee is to carry out activities as delegated by the CDCF Board.

**2. Functions and Responsibilities**

The functions and responsibilities of the Executive Committee are as follows:

(1) Act on behalf of the Board on matters that do not impact the financial viability of the CDCF and report on these actions at the next Board meeting.

(2) Oversee and provide guidance to the Executive Director in the day-to-day operation of the organization.

(3) Approve financial commitments as required between Board meetings.

(4) Set the agenda for the Board meetings.

(5) Make reasonable efforts to consult with and notify the Board as it considers actions which must be taken between Board meetings and report regularly to the Board on their activities.

(6) Identify strategic planning needs and learning opportunities on emerging issues and ensure appropriate responses are developed.

(7) Develop and review human resources policies and deal with human resources issues as referred by the Executive Director or concerning the Executive Director.

**3. Membership**

The Executive Committee shall consist of the President, Vice President, Past President, Treasurer and Secretary. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee. The Presidentshall be the Chair who will be responsible for chairing all meetings of the Executive Committee and for preparing and presenting the information and reports required under this Terms of Reference.

**4. Terms of Office**

The terms of office for all members of the Executive Committee shall be one year commencing on the day immediately following the Annual General Meeting.

**5. Quorum**

A simple majority shall constitute a quorum of the Executive Committee.

**Approved/Reaffirmed by the CDCF Board:** April 8, 2014

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**GOVERNANCE POLICY 1.09**

**Governance Committee – Terms of Reference**

**1. Mandate**

The Governance Committee is a standing committee of the CDCF. The mandate of the Governance Committee is to draft bylaw amendments and policies as directed by the Board, and to provide guidance to the Board on matters of governance and compliance with bylaws and policies.

**2. Functions and Responsibilities**

The functions and responsibilities of the Governance Committee are as follows:

(1) Draft bylaw amendments and policies (including terms of reference) as directed by the Board. All such bylaw amendments and policies must be approved by the Board.

(2) Provide guidance to the Board to ensure compliance with CDCF bylaws and policies.

(3) Regularly review CDCF bylaws, policies, terms of reference, and procedural documents and, when deemed necessary, recommend changes.

(4) Ensure that reviews required by bylaws and policies are undertaken in accordance with those documents.

**3. Membership**

The Governance Committee shall consist of at least three members, at least two of which must be Board members. The Presidentshall appoint the Committee members and designate the Chair who will be responsible for chairing all meetings of the Governance Committee and for ensuring the information and reports required under this Terms of Reference are prepared and presented to the Board.

**4. Terms of Office**

The terms of office for all members of the Governance Committee shall be two years commencing on the day of appointment of the individual members.

**5. Quorum**

A simple majority shall constitute a quorum of the Governance Committee.

**Approved/Reaffirmed by the CDCF Board:** April 8, 2014

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**GOVERNANCE POLICY 1.10**

**Nominating Committee – Terms of Reference**

**1. Mandate**

The Nominating Committee is a standing committee of the CDCF. The mandate of the Nominating Committee is to solicit nominations of persons suitable to serve as Directors of the CDCF Board.

**2. Functions and Responsibilities**

The functions and responsibilities of the Nominating Committee are as follows:

(1) Nominate candidates to serve as Directors of the CDCF Board who must:

1. Have a commitment to the work of the CDCF;
2. Have knowledge and skills in one or more areas of governance and management;
3. Be willing to embrace the CDCF mission of philanthropic leadership in the community and support its fund development activities;
4. Have a good reputation within his/her profession and community;
5. Have a willingness to serve on committees and to attend Board meetings and Annual General Meetings; and
6. Be at least 19 years of age, with power under law to contract.

(2) Prepare a written report listing suitable candidates for presentation to the Annual General Meeting in each year.

(3) Circulate available information on all candidates to the CDCF Board in advance of the Annual General Meeting and formally report on the nominations to the Annual General Meeting.

**3. Membership**

The Nominating Committee shall consist of the President, Vice President, and most recent Past President. The Past Presidentshall be the Chair who will be responsible for chairing all meetings of the Nominating Committee and for preparing and presenting the information and reports required under this Terms of Reference.

**4. Terms of Office**

The terms of office for all members of the Nominating Committee shall be one year commencing on the day immediately following the Annual General Meeting.

**5. Quorum**

A simple majority shall constitute a quorum of the Nominating Committee.

**Approved/Reaffirmed by the CDCF Board:** January 14, 2014

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**GOVERNANCE POLICY 1.11**

**Finance Committee – Terms of Reference**

**1. Mandate**

The Finance Committee is a standing committee of the CDCF. The mandate of the Finance Committee is to assist the CDCF Board in fulfilling its oversight responsibilities for financial performance and reporting, internal control, the audit process, risk management processes and sound governance and business practices under the legislative requirements as a registered society in British Columbia and as a charity.

**2. Functions and Responsibilities**

The functions and responsibilities of the Finance Committee are as follows:

**General**

1. Provide financial information on a timely basis to enable the Board to discuss potential issues, make decisions, and fulfill its mandate.
2. Provide recommendations to the Board for the security and protection of CDCF resources and on any matter respecting financial or risk management matters.
3. Recommend investment guidelines, review investment performance, and support donor initiatives.
4. Regularly review financial, risk management and other relevant policies and, when deemed necessary, recommend changes.
5. Ensure that financial information is protected within the organization including privacy of personal information under all freedom of information and protection of privacy legislation, and is properly and adequately communicated to stakeholders.
6. Provide to the Board, financial reports and other special reports, recommending policies and procedures that support effective internal controls and financial management.

**Financial and Accounting**

1. Review draft annual budgets and multi-year financial plans (as necessary) and present same to the Board.
2. Monitor financial performance against the budget and report any significant variations to the Board.
3. Review the quarterly and annual financial statements and present same to the Board.
4. Review management's approach for safeguarding the CDCF assets and information systems, the adequacy of staffing of key financial functions, and financial administrative operational plans.
5. Review with management the Board's financial policies and ensure compliance with such policies.
6. Review and monitor compliance with other laws, regulations and codes including conflict of interest.
7. Review and assess the overall financial health and performance of the CDCF and make recommendations to the Board on improvements, adjustments or procedural changes.

**Audit**

1. Recommend to the Board the selection, engagement and performance of an audit.
2. Receive assurances on the independence of a proposed or appointed auditor.
3. Approve the annual audit plan of the external auditors, including the scope of the audit to be performed and the estimated audit fees.
4. Review post-audit or management letters containing recommendations of the external auditors and management's response.
5. Monitor financial reporting risks and fraud risks and the effectiveness of mitigating controls for those risks, taking into consideration the cost of implementing those controls.

**Risk Management**

1. Review and approve risk management and internal control systems.
2. Review insurance coverage and make recommendations to the Board respecting appropriate coverage.
3. Review proposed projects or services that are considered secondary to the function of the CDCF including the adequacy of funding sources and resource allocations in order to make recommendations on the terms and conditions for providing those services or projects.
4. Develop and manage a risk assessment and mitigation framework for the CDCF.

**3. Membership**

1. The Finance Committee shall consist of the Treasurer and at least two other Board members.
2. The President shall appoint the Board members to serve on this Committee and shall report to the Board on the appointments made.
3. In consultation with Committee members and the President, the Committee Chair may engage outside advisors to provide advice with respect to a decision or action, subject to the availability of financial resources.
4. The Treasurer shall be the Chair who shall be responsible for chairing all meetings of the Finance Committee and for preparing and presenting the information and reports required under this Terms of Reference.

**4. Terms of Office**

The terms of office for all members of the Finance Committee shall be two fiscal years commencing on the day of appointment of the individual members.

**5. Quorum**

A quorum of the Finance Committee shall be all members of the Committee.

**Approved/Reaffirmed by the CDCF Board:** May 13, 2014

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**GOVERNANCE POLICY 1.12**

**Fund Development and Promotions Committee –**

**Terms of Reference**

**1. Mandate**

The Fund Development and Promotions Committee is a standing committee of the CDCF. The mandate of the Fund Development and Promotions Committee is to develop CDCF funds in accordance with established financial goals and to develop promotional strategies for the CDCF.

**2. Functions and Responsibilities**

The functions and responsibilities of the Fund Development and Promotions Committee are as follows:

**Fund Development:**

(1) Based on the financial goals set by the CDCF Board, identify, prioritize and contact potential donor organizations and individuals.

(2) Meet with potential donor organizations and individuals to provide information on the CDCF, respond to questions, and provide the potential donors with informational and promotional materials.

(3) Make contact with organizations to provide information on the CDCF and, where applicable, request that the organizations' clients or members be informed of the CDCF and its activities.

(4) Provide guidance to CDCF staff on matters related to fund development.

(5) Regularly review fund development-related policies and, when deemed necessary, recommend changes.

(6) Provide monthly reports to the Board on fund development activities.

**Promotions:**

(7) Provide advice on special promotional, media relations and communications initiatives.

(8) Coordinate any major community special events undertaken.

(9) Report to the Board on promotional activities.

**3. Membership**

1. The Fund Development and Promotions Committee shall consist of at least five members, at least two of which must be Board members.
2. The President shall appoint the Board members to serve on this Committee and shall report to the Board on the appointments made.
3. In consultation with Committee members and the President, the Committee Chair may appoint non-Board members to the Committee and shall report to the Board should such appointments be made.
4. The Fund Development Coordinator shall be an ex-officio, non-voting member of the Committee.
5. The Presidentshall designate the Chair who will be responsible for chairing all meetings of the Fund Development and Promotions Committee and for preparing and presenting the information and reports required under this Terms of Reference.

**4. Terms of Office**

The terms of office for all members of the Fund Development and Promotions Committee shall be two years commencing on the day of appointment of the individual members.

**5. Quorum**

A simple majority shall constitute a quorum of the Fund Development and Promotions Committee.

**Approved/Reaffirmed by the CDCF Board:** April 8, 2014

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**GOVERNANCE POLICY 1.13**

**Grant Making Committee – Terms of Reference**

**1. Mandate**

The Grant Making Committee is a standing committee of the CDCF. The mandate of the Grant Making Committee is to solicit grant applications and to review and recommend grants to eligible groups within the CDCF geographic area.

**2. Functions and Responsibilities**

The functions and responsibilities of the Grant Making Committee are as follows:

(1) Develop and recommend to the Board, grant eligibility criteria taking into consideration the needs of donors, recipients and the CDCF.

(2) Regularly review grant-related policies and, when deemed necessary, recommend changes.

(3) Develop and implement an equitable, transparent and responsive method to evaluate grant applications.

(4) Recommend to the Board, after consultation with the Finance Committee, the total dollar amount to be disbursed to approved applicants each year.

(5) Conduct a public solicitation of grant applicants from a broad range of groups within the geographic area of the CDCF.

(6) Using the approved evaluation method, consider all grant applications which qualify under the CDCF granting criteria.

(7) Recommend to the Board the grants to be made to qualified applicants and the amount of each grant.

(8) Conduct an annual awards ceremony to highlight recipients and the goals and fundraising efforts of the CDCF.

(9) Respond to all funders/donors with relevant and requested grant information and provide follow-up documentation.

(10) Provide monthly reports to the Board on grant making activities.

**3. Membership**

1. The Grant Making Committee shall consist of up to seven members, at least three of which must be Board members.
2. The President shall appoint the Board members to serve on this Committee and shall report to the Board on the appointments made.
3. The Committee Chair shall appoint to the Committee at least four members of the public, representing a broad cross-section of the people living in the CDCF geographic area, and shall advise the Board of such appointments.
4. The Presidentshall designate the Chair who will be responsible for chairing all meetings of the Grant Making Committee and for preparing and presenting the information and reports required under this Terms of Reference.

**4. Terms of Office**

The terms of office for all members of the Grant Making Committee shall be one year commencing on the day of appointment of the individual members.

**5. Quorum**

A simple majority shall constitute a quorum of the Grant Making Committee.

**Approved/Reaffirmed by the CDCF Board:** April 8, 2014

[Next policy number is 1.20 on page 26 ]

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**GOVERNANCE POLICY 1.20**

**Code of Conduct**

**Policy**

All Directors, staff, contractors, and volunteers are expected to model high standards of accountability and to conduct themselves in a manner that:

* Supports the objectives of the CDCF;
* Serves the best overall interest of the organization rather than any particular constituency;
* Brings credibility and goodwill to the organization;
* Respects principles of due process, including shared responsibility of and respect for Board decisions;
* Demonstrates respect for individuals in all areas related to culture, diversity, linguistic, and life circumstances;
* Gives respect and fair consideration to opposing views; and
* Avoids real and perceived conflicts of interest.

All Directors and staff are expected to conduct themselves in a manner that:

* Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events, and all activities on behalf of the CDCF;
* Ensures that the financial affairs of the corporation are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship; and
* Conforms to bylaws and policies approved by the Board.

**Procedures**

1. All Directors are to be provided with copies of or electronic access to the CDCF Bylaws and Policy Manual and are expected to be familiar with their contents.
2. All staff, contractors and volunteers are to be provided with copies of or access to the Governance Policies on mission, values and purpose, guiding principles, and fields of consideration; code of conduct; conflict of interest; confidentiality; and privacy.
3. Any apparent breach of the code of conduct, conflict of interest, confidentiality or privacy policies by a Director, the staff or a volunteer will be investigated by an independent committee chaired by a Director. This committee may include non-Board members.
4. The committee will make recommendations to the Board for actions to be taken. These actions may include dismissal for a Director or the Executive Director or termination of a volunteering opportunity.
5. Any apparent breach of this code of conduct by a staff member or contractor will be investigated by the Executive Director, and the Executive Director will take the appropriate actions with the advice of the Executive Committee. These actions may include dismissal of the employee or cancellation of the contract.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.21**

**Conflict of Interest**

**Policy**

The CDCF must strive to ensure that practices and decisions are without suspicion or influence and that any appearance of impropriety, which may raise concerns within or outside the organization, is avoided. This policy addresses conflicts of interest, real or perceived and is directed towards the sources of most potential conflict, arising as a result of affiliation with:

1. An organization which has, or is negotiating a business relationship with the CDCF:

* A conflict of interest arises in a situation in which
* The CDCF has business or financial dealings with a Director, volunteer\* or staff member individually or with a corporation, partnership or other business enterprise of which the Director, volunteer or staff member, or a member of his/her family\*, is an officer, director, partner or substantial shareholder;
* The primary purpose of a grant from the CDCF to a qualified grantee is made to support a transaction with such a business enterprise.

2. An organization seeking funding or other support from the CDCF:

* A conflict of interest arises in a situation in which the CDCF is considering or makes a grant to a qualified donee of which the CDCF Director, volunteer or staff member, or a member of his/her family, is an officer, director, trustee or employee of the applicant organization. This also includes situations where Directors, volunteers or staff members have an unofficial role with the applicant organization as a significant donor, volunteer, advocate or advisor.

\***Volunteer** includes any person serving voluntarily on a committee with Board-delegated powers or in any other capacity that might give rise to a conflict of interest.

\***Family** includes spouse or partner, children, grandchildren, parents or grandparents, siblings (and their immediate families), as well as any member of the extended family living under the same roof.

**Procedures**

1. The first agenda item of Board and committee meetings will be a declaration of conflict of interest. Directors and staff will be asked to verbally declare conflict of interest and to identify which agenda items with which they are in conflict. The minutes of the meeting will reflect declared conflicts. If the Director or staff member is unsure, he/she will ask for clarification and the Chair will determine if there is a real or perceived conflict.
2. When such interest becomes a matter of Board or committee action, or Executive Director involvement, such individuals shall remove themselves from the discussion and, if a Director, abstain from voting. When there is a conflict of interest for a member of the Grant Making Committee, the committee member will temporarily remove themselves from the committee meeting for the round of grants being assessed.

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**GOVERNANCE POLICY 1.21 (cont'd)**

**Conflict of Interest**

1. When such interest involves a staff member or contractor, the Executive Director, after investigation and with the advice of the Executive Committee, will be empowered to take the appropriate actions.
2. Failure to disclose a potential conflict of interest will be investigated and may result in a Director being asked to resign from the Board, an employee being dismissed, or a volunteering opportunity being terminated.
3. Directors, staff and volunteers are prohibited from accepting personal gifts from current and prospective providers of services or goods and from grantees with the exception of occasional hospitality or other benefits of a nominal value.
4. Directors, staff and volunteers are prohibited from using privileged information gained in their role, for personal or professional gain.

**Implementation**

This policy will be conveyed to Directors and committee members, staff, and contractors.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.22**

**Confidentiality**

**Policy**

Individuals who are Directors or volunteers, or are employed or on contract with the CDCF may have knowledge of confidential information and are obligated to hold in confidence any information that is learned in this setting. Such information is not to be released and/or discussed with friends, family or public, or disclosed to unauthorized persons or agencies unless prior authority has been granted by the Board. The purpose of this policy is to protect the privacy and respect the dignity of individuals and organizations in our communities.

**Procedures**

1. A donor's right to confidentiality will be specified in the Deed of Gift.
2. Directors, volunteers, employees and contractors will be required at all times to respect the confidentiality of a donor's name, level of gift and personal circumstances that might identify a donor, unless specific permission is given to release this information.
3. Financial and other sensitive information received from grant applicants will only be used for the grant adjudication process.
4. Directors are required to hold in strictest confidence all matters dealt with by the Board during closed meetings and matters relating to personnel and property.
5. Any perceived breach of confidentiality will be investigated by the Board or the Executive Director as appropriate, and may result in a Director being asked to resign from the Board, an employee being dismissed, or a volunteering opportunity being terminated.

**Implementation**

This policy will be conveyed to Directors and committee members and to staff.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.23**

**Privacy**

**Policy**

Through responsible information management, the CDCF is committed to protecting the privacy of people whose personal information is held by the CDCF. Any personal information provided to the CDCF is collected, used and disclosed in accordance with the *British Columbia Personal Information Protection Act* (PIPA) and other applicable legislation.

**Privacy Statement**

The following statement sets out how the CDCF commits to protect the privacy and maintain the confidentiality of personal information collected.

**Information collected directly from a donor, member, employee, grant applicant or contractor:**

The CDCF will collect and record personal information voluntarily provided by donors, volunteers, staff, grant applicants or members through correspondence, conversations, meetings, conferences, donations, membership applications or other forms of communication. Such information will only be used by authorized staff and committee members to fulfill the purpose for which it was originally collected or for a use consistent with that purpose, unless the provider expressly consents otherwise.

Such information may be used for the purpose of assisting the CDCF in:

* Distinguishing donors from each other;
* Contacting donors or members;
* Assisting a donor in making a gift to the CDCF or creating a fund at the CDCF;
* Appropriately receipting, acknowledging and stewarding the gifts of donors and the grants from donors' funds;
* Adjudicating grant applications and managing the granting process;
* Maintaining appropriate employee and contractor records, especially as required by the Canada Revenue Agency or under the *British Columbia Society Act*.

The above is not intended to be an exhaustive list, and the CDCF may collect other information about a donor, member, employee, grant applicant or contractor from time to time as is determined appropriate by the CDCF Board of Directors.

The CDCF will not share with, sell or make available to third parties, an information provider's personal information unless:

* The information provider authorized the CDCF to share the information;
* Sharing the information is necessary to process a donation or grant application;
* It is required for the operation of the CDCF (e.g. for software development). Any contractors so engaged are required to keep personal information secure and confidential;
* The CDCF is required to do so by law (including applicable tax laws).

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**GOVERNANCE POLICY 1.23 (cont'd)**

**Privacy**

The CDCF is obligated to protect donors' and other information providers' personal information by making reasonable security arrangements against such risks as unauthorized access, collection, use, disclosure, or disposal. Security measures have been integrated into the day-to-day operating practices of the CDCF.

**Procedures**

1. **Accessing Information**

Donors or other information providers may review the personal information the CDCF has recorded for that provider and only for that provider by making a written request in accordance with PIPA. Information providers may also supply written permission to the CDCF to permit another individual to review the personal information the CDCF has recorded for the provider, but only for that provider.

1. **Fees**

The CDCF will not charge an individual who makes a request under section 23 of PIPA, a fee for access to the individual's personal information.

1. **Retaining Information**

As the CDCF's business is the stewardship of endowment funds kept in perpetuity, all information collected from a donor may be retained permanently. All other personal information will be retained and destroyed in accordance with PIPA.

1. **Response to Complaints**

Complaints that may arise respecting the application of PIPA must be made in writing and addressed to the Executive Director. The Executive Director will:

* investigate complaints and provide a written response to the complainant as to the findings of the investigation;
* advise the Board of the investigation and results; and
* recommend any change in procedures that may be warranted.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.24**

**Risk Management**

**Policy**

The Board will ensure that:

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

**Procedures**

1. **Bylaws**

The bylaws will be reviewed every five years or when there is a significant change in governance. An ad hoc committee of the Board will review the bylaws.

1. **Insurance**

The Finance Committee will annually review the level and type of insurance and make recommendations to the Board as to whether adequate insurance provisions are in place to protect the organization and the Board from potential liabilities.

1. **Corporate Records**

The Secretary is responsible for insuring that the corporate records are maintained and filed securely. This includes: all charter documents; bylaws; list of directors, officers and members; minutes of meetings of Directors and members; copies of financial statements; banking documents; confirmation of charitable registration; copies of T3010; and duplicate copies of charitable tax receipts.

1. **Backup of Computer Records**

Backup copies of all computer records are to be kept off-site in a secure location.

1. **Fund Agreements**

There will be three copies made of each fund agreement. One copy of each fund agreement is to be filed off-site in a secure location.

**Monitoring**

This policy will be reviewed every five years.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.25**

**Directors Failure to Attend Board Meetings**

**Policy**

To effectively participate in the governance of the CDCF, Directors are to attend Board meetings.

**Procedures**

In accordance with CDCF Bylaws, a Director automatically ceases to hold office when that Director fails to attend three successive Board meetings, unless the Director has been specifically excused by Board resolution. Where a Director fails to attend three consecutive Board meetings without reasonable excuse, the following steps will be taken prior to that Director being removed from office:

1. The President shall speak to the Director concerned to discuss the situation and seek a mutually agreeable solution.
2. The President will report the results of this meeting to the Board at their next meeting and the Board shall take appropriate action.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.26**

**Appointment and Role of Honorary Advisors**

**Policy**

1. **Purpose**

It is recognized that the credibility and success of the CDCF rests with those persons who are willing to associate their name with and work on behalf of the CDCF and its objectives. Further, it is recognized that some well-regarded persons will not be able to devote the time and energy required of Directors, but strongly endorse the objectives of the CDCF. Adding their name and public support on behalf of the CDCF will serve CDCF objectives while ensuring that the eclectic nature of our communities is reflected in those participating and supporting the CDCF. Accordingly, appointment of Honorary Advisors serves the objectives of the CDCF.

1. **Appointment**

The CDCF will have a maximum of 20 Honorary Advisors. From time to time, the Board may wish to appoint appropriate Honorary Advisors; such appointment will be by Board resolution. Their term of appointment will be annual with no restriction on subsequent reappointments.

1. **Roles and Requirements**

Honorary Advisors are willing to:

* Commit to the work of the CDCF;
* Embrace the CDCF mission of philanthropic leadership in the community;
* Share personal name and reputation within the community to enhance the public image of the CDCF;
* Provide input to the Board, as requested, to improve the CDCF;
* Advocate for the CDCF with contacts and professional colleagues; and
* Provide community insights and suggestions as they see appropriate.

Honorary Advisors are welcome to attend Board and committee meetings as resource persons.

1. **Communications**

Copies of Board and committee meeting minutes will be sent to Honorary Advisors, on request. As mentioned above, Honorary Advisors' participation in these meetings is most welcome; however, should they wish to have a formal contact point with the Board, that contact shall be the President.

**Procedures**

1. The Board will communicate annually with existing Honorary Advisors to confirm their willingness to continue in this role.
2. New appointments will be at the discretion of the Board and the key criteria will be the ability to fulfill the roles outlined above.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.27**

**Decision Processes**

**Policy**

The CDCF will strive for collaborative and consensus decision making, but in the event that consensus cannot be reached, decision will be by majority vote.

The CDCF bylaws and governance policies will be kept current and available to Directors and to the public.

**Procedures**

1. In accordance with CDCF Bylaws, in the case of an equality of votes at a Board meeting, the President shall be entitled to a second vote.
2. Copies of the bylaws and policy manual are to be maintained on the CDCF website and Directors are to be informed whenever changes to the documents on the website are made.
3. Changes to the policy manual are to be made only as a consequence of a Board decision.

(Note: See Governance Policy No. 1.07 – Standing Committee Establishment which outlines the decision process for standing committees.)

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.28**

**Electronic Voting**

**Policy**

Periodically matters arise that must be addressed prior to the next scheduled Board meeting. The President, at his or her discretion, may initiate an electronic discussion and vote to deal with such a matter. Electronic votes shall not be used for complex or controversial matters. In these cases a meeting will be held.

**Procedures**

1. The President (or designate) will send to all Directors an email describing the issue and the proposed action. Wherever possible, the proposed action should be in the form of a motion.
2. This initial message will invite discussion of the issue and will specify the date and time at which the vote will be taken. This deadline will normally be five days from the date of the original email message, but this time may be reduced if there is greater urgency or if the motion is routine.
3. When discussions are taking place, Directors shall use the "Reply to All" command (or equivalent) so that all Directors will receive all comments.
4. At the deadline, the President will send out another email message calling for the vote. Respondents should again use the "Reply to All" command. When a majority of available Directors have voted yes or a majority has voted no, the President will declare the motion passed or defeated in a final email message. Sufficient "yes" or "no" votes must be received to constitute a quorum.
5. The email discussion and voting process shall be recorded in minutes as if the process were a special meeting of the Board. These minutes shall be formally adopted at the next regular meeting.
6. If a matter turns out to be more controversial or complex than expected, any Director may request a meeting to decide the matter. The original motion shall be considered to be on the floor when the meeting begins.
7. If a member does not have ready access to email, the President will communicate the motion by phone or fax and relay any comments to the rest of the Board.

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.29**

**Membership**

**Policy**

In accordance with CDCF Bylaws, all persons interested in furthering the objectives of the CDCF are entitled to become members. Only members in good standing (have a current membership) may vote at the Annual General Meeting (AGM).

**Procedures**

1. The membership year shall be the calendar year, beginning January 1st.
2. Existing members may renew their membership at any time prior to the opening of the AGM.
3. New members must have joined at least 14 calendar days prior to the AGM to be eligible to vote at the meeting.
4. Public notice of the 14-day cut-off for voting eligibility for new members is to be published with the notice of the AGM.
5. The Secretary will maintain the register of members (see Governance Policy 1.06).

**Approved/Reaffirmed by the CDCF Board:**

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**GOVERNANCE POLICY 1.30**

**Membership Fees**

**Policy**

The CDCF categories of membership and the membership fees are as follows:

1. Regular Membership $10.00
2. Community Builder Membership $25.00 (charitable receipt issued for $15.00)
3. Sustaining Supporter Membership $50.00 (charitable receipt issued for $40.00)

Membership fees are due and payable at the time application for membership is made.

**Monitoring**

The Board shall review this Policy in November of each year. Changes to membership fees shall be effective on January 1st of the immediately ensuing calendar year.

**Approved/Reaffirmed by the CDCF Board:** June 17, 2014 (as to fees only)