

| STATEMENT of POLICY and PROCEDURE | | | |
|-----------------------------------|---|-----------|-----------------|
| Manual: | O'Keefe Ranch and Interior Heritage Society | SPP No. | OKR 2.01 |
| Section: | Governance | Approved: | |
| Subject: | Board of Directors | Amended: | |
| Issue to: | All Manual Holders | Page: | 1 of 6 |
| | | Replaces: | |
| Issued by: | | Dated: | |

1 POLICY

1.01 O'Keefe Ranch and Interior Heritage Society's mission and scope is as follows:

- (a) restricted to those which are charitable in nature and for the education and recreation of the public, the specific objects of the society being.
- (b) to advance the knowledge and appreciation of and stimulate interest in, the historical and cultural background of Western Canada and in particular, the way of life in the North Okanagan area.
- (c) to provide and operate facilities for the preservation, maintenance, display, and development of matters of historical or cultural significance in Western Canada, and in particular, in the North Okanagan area.
- (d) to provide instruction to persons wishing to study matters or subjects of historical or cultural significance or interest.
- (e) to exhibit to the general public, as a museum, those historical and cultural objects acquired by the Society from time to time.
- (f) to acquire such sites, real property, chattels, as are required for the purposes of the Society.

1.02 The number and terms of office of the Board of Directors shall be implemented according to the organization's bylaws, as follows:

- Number of directors – not more than **ten**, not less than **eight**;
- Director term of office – **two** years;
- Interim Director – the Board may appoint an interim director up to **one** year or until the Annual General Meeting.

1.03 The Board of Directors is responsible to its members, stakeholders and major funders. It shall:

- (a) Provide oversight of the operations of O'Keefe Ranch and Interior Heritage Society including finances, human resources practices and legal compliance through board and operational policies and monitoring organizational performance.
 - (b) Hire, monitor the performance of and set remuneration for the Leadership Team, and where necessary replace them.
 - (c) Research and develop advocacy positions and perform advocacy work on behalf of the organization.
 - (d) Engage in and support fundraising activities.
 - (e) Represent the diverse interests of the organization's stakeholders.
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|--|---|------------|-----------------|
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| Section: | Governance | Issued: | |
| Subject: | Board of Directors | Effective: | |
| Issue to: | All Manual Holders | Page: | 2 of 6 |
| | | Replaces: | |
| Issued by: | | Dated: | |

(f) Set direction for the organization and approve the budget and business plan.

1.04 O'Keefe Ranch and Interior Heritage Society will establish appropriate amounts of directors' and officers' liability insurance. All directors and officers will be asked to review and understand the limitations of the coverage.

1.05 O'Keefe Ranch and Interior Heritage Society will establish general public liability insurance of a minimum of \$5,000,000 and include the City of Vernon as an additional insured.

2 PURPOSE

2.01 This Statement of Policy and Procedure provides details of the processes related to the generation of qualified directors for the board.

3 SCOPE

3.01 This policy applies to the Board of Directors.

4 RESPONSIBILITY

4.01 It is the responsibility of the Secretary of the board to provide the nominating committee with information related to the expected board openings and the intentions of those directors whose terms are concluding.

4.02 It is the responsibility of the nominating committee to determine board requirements, recruit potential directors and provide related information to the Board of Directors.

4.03 It is the responsibility of the Chair of the nominating committee to present the proposed slate of directors to the membership at the AGM.

4.04 It is the responsibility of the President and Secretary to manage the notice and election procedures.

4.05 It is the responsibility of the Governance Committee to provide appropriate

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| Section: | Governance | Approved: | |
| Subject: | Board of Directors | Amended: | |
| Issue to: | All Manual Holders | Page: | 3 of 6 |
| | | Replaces: | |
| Issued by: | | Dated: | |

orientation and development for new and returning directors.

- 4.06 It is the responsibility of the Leadership Team to arrange for an appropriate level of directors' and officers' liability insurance.
- 4.07 The O'Keefe Ranch and Interior Heritage Society will adhere to the terms set out in the lease of O'Keefe Ranch to the Interior Heritage Society.
- 4.08 The O'Keefe Ranch and Interior Heritage Society will provide the City of Vernon an annual report, which will include at minimum:
- (a) Most recent copy of audited financial statements;
 - (b) List of approved leases and subleases;
 - (c) List of all fees the O'Keefe Ranch and Interior Heritage Society are charging visitors on leased lands; and
 - (d) Formal requests for any anticipated construction projects, significant repairs or substantial changes to the O'Keefe Ranch and Interior Heritage Society's operations.

5 DEFINITIONS

- 5.01 "**Ineligible individual**" with respect to a registered charity or registered Canadian amateur athletic organization is someone who has been:
- convicted of a relevant criminal offence or relevant non-criminal offence under provincial or federal legislation (whether committed in Canada or not);
 - a director, trustee, officer or like official, or an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered organization whose registration was revoked for a serious breach of the requirements for registration;
 - a promoter of a tax shelter that involved a registered organization, in which the participation in the tax shelter caused the registered organization to have its charitable registration revoked;
 - or who otherwise is considered by the CRA to be an ineligible individual.

6 REFERENCES and RELATED STATEMENTS of POLICY and PROCEDURE

SPP NP 1.03 – Annual General Meeting

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| Section: | Governance | Issued: | |
| Subject: | Board of Directors | Effective: | |
| Issue to: | All Manual Holders | Page: | 4 of 6 |
| | | Replaces: | |
| Issued by: | | Dated: | |

SPP NP 2.02 – Board Processes

SPP NP 2.03 – Roles and Responsibilities

City of Vernon Lease Agreement dated April, 1997

Canada Not-for-profit Corporations Act

Income Tax Act, 149.1(1) Definition of ineligible individual

Income Tax Act, 149.1(4.1)(e), 149.1(4.2)(e) Revocation of registration

Income Tax Act, 149.1(25) Refusal to register

7 PROCEDURES

7.01 Annual Assessment of the Needs of the Board of Directors

- (a) Annually, at least **six** months before the company's annual general meeting, the Secretary will identify those directors whose terms are due to expire at the time of the next AGM.
- (b) Annually, the nominating committee of the Board of Directors will meet to discuss the functional, representational and technical requirements of the O'Keefe Ranch and Interior Heritage Society over the next two-five years, considering such requirements as:
 - (i) Requirements as outlined in the *BC Societies Act*.
 - (ii) Functional requirements such as relationships with key stakeholders or suppliers.
 - (iii) Technical requirements such as legal, financial or human resources qualifications.
 - (iv) CRA requires prohibiting "ineligible individuals" from being involved with a registered charity or registered Canadian amateur athletic organization.

7.02 Development of a Board Slate for Election

- (a) Based on the requirements identified, and the number of potentially vacant board positions, the nominating committee will plan:
 - (i) Which full-term directors will be asked to continue for an additional term on the board.
 - (ii) Which specific qualifications should be sought in its search for new candidates for the board.
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| Section: | Governance | Approved: | |
| Subject: | Board of Directors | Amended: | |
| Issue to: | All Manual Holders | Page: | 5 of 6 |
| | | Replaces: | |
| Issued by: | | Dated: | |

- (b) The Chair of the board will then contact those full-term directors who will be asked to stay to determine their willingness to serve an additional term.
 - (i) Where a director is unwilling to stay for an additional term, the legal, functional, technical or other qualifications they represent will be incorporated into the list of unmet requirements.
 - (ii) The Chair will formally communicate the organization's thanks to those directors who are leaving the board.
- (c) With the final list of expected requirements, the nominating committee will conduct a search for appropriate board candidates with the necessary qualifications and establish a proposed slate of new and returning directors for presentation to the membership.
- (d) The slate will be presented by the Succession Planning and Community Involvement committee to the membership at the Annual General Meeting.
- (e) Each candidate will then be notified the Succession Planning and Community Involvement committee has approved them.

7.03 **Election to the Board of Directors**

- (a) The board's slate of proposed directors will be presented for election at the AGM. Notice of the slate providing appropriate information as to the background and experience of each proposed director will be provided to all members at the AGM.
- (b) The election results will be announced and minuted in the organization's *corporate* record.
- (c) At the first meeting after the election of new and returning directors, the directors will elect the President, Vice-President, Treasurer and Secretary.

7.04 **Board Orientation and Development**

- (a) All new directors will be provided with orientation opportunities including:
 - (i) Meet and greet with returning directors, Leadership Team and key staff members.
 - (ii) Copies of board policies and organizational bylaws.
 - (iii) Information about standing and current ad hoc committees of the board and their terms of reference.
 - (iv) Copies of public policy positions.
 - (v) Copies of current budget and previous year financial statements.
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| Issue to: | All Manual Holders | Page: | 6 of 6 |
| | | Replaces: | |
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- (vi) Names and contact information for Executive Committee members, committee Chairs and the rest of the board.
 - (vii) General information on the structure and operations of the organization, website and other sources.
 - (viii) General information on governance practices and board development opportunities.
 - (ix) The Devonian Agreements.
 - (x) Lease between the City of Vernon and Interior Heritage Society.
 - (xi) List of properties and leases
- (b) From time to time, the Governance Committee of the board will review and identify useful opportunities for board development and provide information about those opportunities to all members of the board.
 - (c) From time to time, the Governance Committee may discuss with the Board the advisability and affordability of providing development opportunities to the board as a whole.

7.05 **Directors' and Officers' Liability Insurance**

- (a) Annually, as part of the insurance coverage review, the Leadership Team will review the level of coverage for directors' and officers' liability and will make recommendations to the Board regarding the appropriate coverage.
- (b) With the approval of the Board, the Leadership Team will arrange for appropriate directors' and officers' insurance coverage.
- (c) As soon after the insurance coverage is obtained, the Leadership Team will provide information to all directors regarding the limitations of coverage and the expectations of the organization for its directors' behaviour and standard of care.
- (d) The Leadership Team shall provide the City of Vernon **two** weeks' notice prior to the insurance coverage expiring.

7.06 The annual report to the City of Vernon will be submitted by the first week of June.