

Governance policies 2.01 to 2.06 approved in principle subject to editing March 27, 2018

Governance policy 2.03 adopted May 24, 2018

1.06 updated January 9, 2019

1 POLICY

1.01 Board meetings shall be chaired by the President, or if the President is absent, by the **Vice-President**. In the absence of both the President and Vice-President, the Board shall elect a Chairperson for the meeting.

1.02 The Secretary shall record or cause to be recorded the official minutes of the organization. In the absence of the Secretary, a secretary for the meeting will be appointed.

1.03 Quorum for board meetings, as defined in the organization's articles of incorporation is **four** directors. The names of all those present shall be recorded by the Secretary.

1.04 Board meetings shall follow *Robert's Rules of Order*.

1.05 Upon approval of the board meeting minutes at a Board meeting, the approved minutes shall be signed by the Chair and the Secretary attesting that they accurately reflect the contents of the meeting. These minutes shall be filed with the corporate records and posted to the website.

1.06 The Board of Directors shall establish the following standing committees:

(a) Curatorial

(b) Facilities Committee – to advance the O'Keefe Ranch objectives through education and exposure to domestic livestock and cultivated crops that were an integral part of life during the period that the O'Keefe Ranch was established.

(c) Finance and Audit Committee—to set and recommend financial policies, provide oversight on the financial activities of the organization including stewardship of public funds, financial accountability to major funders and establishment of fund structures that fairly reflect the intentions of its donors, and to ensure that all appropriate policies associated with charitable donations, charitable receipts and charitable returns are in place and adhered to.

(d) Governance and Succession Planning Committee

– to ensure ethical, legal and smooth running of the society. They are responsible for ensuring that all policies and committee terms of reference are reviewed annually, amended as necessary and brought to the Board for approval. The governance committee will specifically organize process and draft a strategic plan each year. An annual Board self evaluation will also be conducted and reported on annually.

- to identify the required skill sets and recruit suitable candidates for the board as laid out in the organization's bylaws, provide quarterly reports to the City of Vernon and seek opportunities to involve the community.

(e) Human Resources Committee—to develop new and evaluate existing policy relating to all volunteers and staff; each must demonstrate compliance with Provincial and Federal regulations and to recruit and manage the performance of the Management Team.

(f) New Business Ventures and Marketing Committee – to advance the O'Keefe Ranch objectives through the development of a sustainable year-round operation to educate and provide opportunities for community interaction on the site.

1.07 The Board of Directors shall establish other committees as it may deem appropriate from time to time.

1.08 All board committees shall have board-approved terms of reference.

1.09 All active standing committees and *ad hoc* committees shall report to the board regularly on activities and the fulfilment of their mandate.

1.10 All committees shall make recommendations to the board for decisions, which must be validated by a resolution of the board before it has the force of a board decision.

1.11 A board committee may require particular expertise in the performance of its duties and may add members that it believes are necessary to perform its duties. Such additional members must sign a confidentiality agreement and a declaration of conflict of interest.

2 PURPOSE

2.01 This Statement of Policy and Procedure provides guidance to the Board of Directors with respect to meeting and committee processes.

3 SCOPE

3.01 This policy applies to the Board of Directors and the Management Team.

4 RESPONSIBILITY

4.01 It is the responsibility of the President to ensure that board meeting protocol is followed.

4.02 It is the responsibility of the Secretary to record, or cause to be recorded, board meeting attendees and confirm quorum with the President.

4.03 It is the responsibility of the Secretary to faithfully record, or cause to be recorded, all board decisions and to confirm this record at the next board meeting. The Secretary is also responsible for ensuring that a duly validated copy of the minutes of the board meeting is filed with the corporate records and posted to the website.

4.04 It is the responsibility of the Management Team to adhere to any direction provided by the board.

4.05 It is the responsibility of the Chair to ensure that all board committees are duly constituted by resolution of the board.

4.06 It is the responsibility of the board to establish terms of reference for each board committee.

4.07 It is the responsibility of each board committee Chair to provide oral or written reports on a regular basis to the Board of Directors, and to ensure that all recommendations stemming from the committee are presented to the board for decisions.

5 DEFINITIONS

5.01 "**Conflict of interest**" refers to a situation where an individual has some personal stake in a discussion before the board and therefore may be perceived to not act objectively (free from bias), or may in fact not act objectively.

5.02 "**Ex officio**" means "stemming from the position rather than the person." It is used in situations where an individual is not elected or appointed to an office, but rather holds it by virtue of the position they hold.

5.03 "***In Camera***" (literally, "in a chamber" or "in a room") refers to activities of the board or various committees of the board that are held in private, meaning without public disclosure and/or in the absence of certain parties such as staff or employees.

5.04 "**Resolution**" means a direction or decision, which will be put before the board as a motion at the board meeting.

5.05 "***Robert's Rules of Order***" is a book of standard parliamentary procedures outlining the protocols to be followed in formal meetings, including the way in which motions are put forward and dealt. Small boards often follow somewhat simplified variations of "Roberts Rules of Order."

5.06 "**Terms of reference**" is a document that sets out the terms under which a particular committee is expected to operate.

6 REFERENCES and RELATED STATEMENTS of POLICY and PROCEDURE

SPP NP 2.01 – Board of Directors

SPP NP 2.03 – Roles and Responsibilities

SPP NP 2.04 – Ethics

7 PROCEDURES

7.01 Pre-Board Meeting Protocol

- (a) Scheduled meetings of the board will take place as planned unless notice of a change has been communicated to all board directors at least **seven** days in advance of the meeting, or otherwise agreed to by all directors.
- (b) Meetings may be held in person or by teleconferencing or a combination of both.
- (c) Minutes from the previous meeting, the meeting agenda and reading or presentation material for all items on the agenda shall be sent to directors a minimum of one week prior to the scheduled meeting.

7.02 Board Meeting Protocol

- (a) The Chair will call the meeting to order and declare quorum or lack thereof.
 - (i) Where there is quorum, the meeting will proceed as per the agenda.
 - (ii) Where there is no quorum, agenda items may be covered and issues discussed, but no formal decisions may be taken by the Board of Directors.
- (b) The Chair will then ask for approval of the agenda. Any changes or additions to the agenda will be made.
- (c) The Secretary will refer to or recommend the minutes of the previous board meeting to the board. The Chair will invite a motion to approve or amend the minutes along with a seconder. Amendments to the minutes will be recorded by the Secretary along with the details of the motion to approve the minutes.
- (d) Board meetings shall contain regular reports from all standing committees and active *ad hoc* committees, including nil reports.
 - (i) Decisions of the President shall be read into the record of the board meeting and formally approved by the board.
 - (ii) Recommendations from committees shall be considered by the board at the end of each committee report. Appropriate decisions shall be taken and any direction provided from the board to each committee.
- (e) Board meetings shall also contain reports from the Management Team and Treasurer regarding the business and financial results of the company since the last meeting with a brief discussion and analysis.
- (f) As part of its regular business, the board shall also consider activities or recommendations in one or more of the following areas of responsibility:

- (i) Any information in the public eye, so that the board members are fully informed.
- (ii) Risk management plan.
- (iii) Financing plan.
- (iv) Strategic plan and related (high level) business plan.
- (v) New business opportunities.
- (vi) Existing and possible litigation.
- (vii) Succession plan.
- (g) Board motions will be recorded verbatim and shall include mover, seconder and the results of the board decision on the motion. In the case where decisions cannot be reached by consensus, the board will follow *Robert's Rules of Order*. Subordinate motions and related information shall be recorded in the order of consideration by the board.
- (h) The Chair will introduce any additional business of the board and the board shall deal with it.
- (i) The Chair will request a motion for adjournment, and shall adjourn the meeting.

7.03 Post-Board Meeting Protocol

Feedback to the committees regarding both directions and decisions shall be carried to the committee by the committee Chair.

7.04 Constituting a Board Committee

- (a) From time to time, the Board of Directors may deem it advisable to create a board committee to assist it with its work. A board committee is constituted by resolution of the board.
- (b) As soon as a committee is created, the board will consider and approve a terms of reference for the committee. The terms of reference will include:
 - (i) Overall purpose of the committee.
 - (ii) Composition, including proportion of independent directors and special background and expertise.
 - (iii) Quorum of the committee.
 - (iv) Expected term of the committee (if *ad hoc*).
 - (v) Expected term of committee members.
 - (vi) Means of selecting the Chair of the committee (appointed by board or chosen by committee members).
 - (vii) Detailed responsibilities and duties.
 - (viii) Definitions or other clarifications.
- (c) The board will then identify a number of directors who fit the criteria for the committee members and invite them to participate in the board committee.
- (d) Unless appointed by the board, at the first meeting of the committee, the committee shall select a committee Chair who will be responsible to report back to the board on the work of the committee and to lay before them any recommendations of the committee.

7.05 Board Committee Procedures

- (a) The Chair of the board committee is responsible to schedule committee meetings and set agendas for those meetings as well as chair the meetings.
- (b) Board committees report regularly to the board. The committee Chair's report to the board constitutes a record of the committee's activities. If the committee or the committee Chair believes that further documentation of the committee's activities are advisable, the committee may minute their meetings and submit these minutes to the board Secretary. The board-accepted committee report will continue to represent the official record of the committee's activities and the minutes will be treated as supplemental information.
- (c) The board committee report to the board should include:

- (i) Dates of all meetings held.
 - (ii) The existence of quorum at each meeting.
 - (iii) A summary of activities undertaken.
 - (iv) Any recommendations from the committee to the board which the committee would like a board decision on.
- (d) From time to time, board members will withdraw from the committee either because their term on the committee is complete, or their term as a director of the board is up. New committee members may be suggested by the committee or its chair, but the appointment of new committee members is in the purview of the board and requires a board resolution.

7.06 Dissolution of a Committee

When the mandate of an *ad hoc* committee has been fulfilled, the committee chair may recommend the dissolution of the committee. The board must pass a resolution dissolving it.