

O'KEEFE RANCH AND INTERIOR HERITAGE SOCIETY

GOVERNANCE POLICY
2020

September 2020

Mission and Scope

1.0 O'Keefe Ranch and Interior Heritage Society's mission is restricted to those which are charitable in nature and for the education and recreation of the public. Specific objects of the society are:

- a. 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.
- b. 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.
- c. to provide instruction to persons wishing to study matters or subjects of historical or cultural significance or interest.
- d. to exhibit to the general public, as a museum, those historical and cultural objects acquired by the Society from time to time.
- e. to acquire such sites, real property, chattels, as are required for the purposes of the Society.

1.1 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 until the next Annual General Meeting.

1.2 The Board of Directors is responsible to its members and stakeholders. 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 Management 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.
- f. Set direction for the organization and approve the budget and business plan.

1.3 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.

1.4 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. It is the responsibility of the Management Team to arrange for an appropriate level of directors' and officers' liability insurance with a minimum of \$2 million.

1.5 The O'Keefe Ranch and Interior Heritage Society will adhere to the terms set out in the lease with the City of Vernon. The O'Keefe Ranch and Interior Heritage Society will provide the City of Vernon an annual report that will be submitted by the first week of June that 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.

1.6 Annual Assessment of the Needs of the Board of Directors

- (a) Annually, at least **six** months before the society'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 Governance Committee of the Board of Directors will meet to discuss the functional, representational and requirements of the O'Keefe Ranch and Interior Heritage Society
- c. The nominating committee will conduct a search for appropriate board candidates and establish a proposed slate of new and returning directors for presentation to the Board of Directors for Approval.
- d. All society members will be notified of vacancies and given a chance to put forward their names for consideration as a director.
- e. The slate will be presented by the Governance Committee to the membership at the Annual General Meeting.

1.7 Election to the Board of Directors

The board's slate of proposed directors will be presented for election at the AGM. Notice of the slate will provide appropriate information as to the background and experience of each proposed director. At the first meeting after the election of new and returning directors, the directors will elect the President, Vice-President, Treasurer and Secretary.

1.8 Board Orientation and Development

All new directors will be provided with orientation opportunities by an appointed Board member and Management including:

- a. Meet and greet with returning directors, Management Team and key staff members.
- b. Copies of board policies and organizational bylaws.
- c. Information about standing and current ad hoc committees of the board and their terms of reference.
- d. Copies of public policy positions.
- e. Copies of current budget and previous year financial statements.
- f. Names and contact information for Executive Committee members, committee Chairs and the rest of the board.
- g. General information on the structure and operations of the organization, website and other sources.
- h. General information on governance practices and board development opportunities.
- i. The Devonian Agreement.
- j. Lease between the City of Vernon and Interior Heritage Society and list of properties and leases

2 BOARD PROCESSES

2.0 The Board shall operate within the bylaws, society's act and Robert's rules of order.

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

- (a) Curatorial Committee
- (b) Facilities Committee
- (c) Finance and Audit Committee
- (d) Governance Committee
- (e) Human Resources Committee
- (f) New Business Ventures and Marketing Committee

The Board of Directors may establish other committees as it may deem appropriate from time to time. All board committees shall have board-approved terms of reference. All active standing committees and *ad hoc* committees shall report to the board regularly on activities and the fulfilment of their mandate. 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. 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.

3. ROLES AND RESPONSIBILITIES

3.0 The Board of Directors provides oversight to the Management Team and will not provide direction to staff except through the President.

3.1 The President of the Board of Directors, or his or her designate shall act as the official spokesperson for the organization.

3.2 The Management Team is responsible to the Board of Directors. They shall:

- (a) Manage the affairs of the organization including day to day operations, hiring and management of staff and input to annual budgets and the business plan,
- (b) Support the board in its strategic planning, advocacy and fundraising activities.
- (c) Perform other duties as delegated by the Board of Directors.

3.3 The Management Team shall make all information requested by the board available at the earliest opportunity.

3.4 The mandate of the Board of Directors is to:

- a Safeguard and enhance the interests of the organization and its shareholders by:
 - i. Recruiting and selecting the Management Team
 - ii. Monitoring the performance of the Management Team and replacing the Management Team members where warranted,
 - iii. Setting policies for the continuous effective and transparent functioning of the board
 - iv. Performing succession planning for directors and key executive positions
 - v. Monitoring the financial performance of the organization, including periodic assessment of internal controls
 - vi. Setting and adhering to ethical standards for the organization including

- vii. the board itself
Reporting periodically to the members regarding its activities and the condition of the organization

3.5 Directors are accountable to the members of the organization for ensuring that it is effectively governed in accordance with their mandate. Directors will exercise their office in a manner that fulfils their fiduciary and other duties. Directors will attend board meetings regularly and participate in such committee work as required. Notice of scheduled meetings of the Board of Directors will be provided to all directors a minimum of one week prior to each meeting, although meetings will generally be scheduled at least one month in advance. Notice will generally be by email, but may be given by mail. Directors who miss more than one third of scheduled board meetings in the course of any year may be asked to resign by the President of the board. The organization does not remunerate its directors, but will reimburse for reasonable expenses incurred in the performance of their duties according to the expenses policy.

3.6 The Finance and Marketing Manager is responsible for ensuring that appropriate insurance is in place.

4 ETHICS

4.0 Guiding Principles

4.0.1 Every director and employee shall act with honesty and integrity and ensure that all actions taken by the organization meet the highest ethical standards.

4.0.2 Every director, and employee shall act to ensure adherence to all laws and regulations pertaining to any jurisdiction within which the organization operates.

4.0.3 Directors, staff and members may not derive personal financial benefit from the organization.

4.0.4 The organization will contribute to the communities in which it operates as a good corporate citizen.

4.1 Conflict of Interest

4.1.1 All directors and staff must formally disclose in writing any actual or apparent conflicts of interest before taking up their duties. Officers and directors are expected to excuse themselves from taking part in any decisions in which they have an actual or apparent conflict of interest.

4.1.2 Directors and employees must report any actual or apparent conflicts of interest that arise during the course of their work with the organization.

4.1.3 The organization, its directors and employees will avoid conflicts of interest and any actions that have the potential to create the perception of a conflict of interest.

4.1.4 In cases where a conflict of interest cannot be avoided, it must be declared to the society in writing. Individuals are expected to excuse themselves from any decision or action that touches upon the area or subject of the conflict.

a. In the case of directors, conflicts should be reported to the board.

b. In the case of employees, conflicts should be reported to the Facilities and Human Resources Manager.

4.2 Whistle-Blowing

4.2.1 If an employee believes that some other individual or group of individuals is acting in an illegal or unethical manner, it is expected that the employee will report such action. We are committed to treating such allegations seriously and confidentially.

4.2.2 All allegations that an individual or group of individuals is acting in an illegal or unethical manner will be investigated confidentially and dealt with expeditiously.

4.2.3 The organization will ensure that individuals reporting illegal or unethical behaviour are protected from harassment by treating their report and any subsequent action confidentially. However, employees are reminded that allegations of illegal or unethical behaviour are extremely serious and not to be made lightly. An employee who uses this whistle-blowing provision frivolously will be subject to disciplinary action.

4.2.4 An employee who is confirmed as behaving unethically or illegally may be subject to immediate dismissal for cause.

4.2.5 Complaints should be directed to the Management Team or if they are involved to the Board President.

4.3 Code of Ethics And Conduct

4.3.1 The organization follows the highest standard of ethical conduct at all times. Individuals are expected to behave on and off the job in a manner consistent with this philosophy and in a way that reflects well on the organization.

4.3.2 Individuals shall protect the good name of the organization, the privacy of their clients, members and colleagues and the value of the organization's intellectual and physical property at all times.

4.3.3 Individuals shall deal with others professionally and honestly. This applies to dealings with any individual or group of individuals or organization within or outside the organization.

4.3.4 No individual may pay or receive a bribe, kickback or any other improper payment. No individual shall accept business gifts of more than a token value from any supplier or client of the organization.

4.3.5 Individuals are expected to protect the confidentiality of organizational information. Disclosure of confidential information to any external parties with the exception of the external auditors must be approved in writing.

4.4 RISK MANAGEMENT

4.4.1 The organization shall engage in formal risk assessment and risk management planning annually in addition to its overall business planning.

4.4.2 Procedures related to personal security shall be reviewed with all new employees as part of the orientation process.

4.4.3 Documents and other media of a confidential or sensitive nature shall be securely stored and access-controlled.

5.0 Fire Safety

The Facilities and Human Resources Manager is responsible for ensuring a fire safety plan is in place to protect the Ranch and employees.

5.1 General Safety

- a. The Facilities and Human Resources Manager is responsible for ensuring all Work Safe requirements are met to ensure employee safety.
- b. Unaccompanied employees working after hours must ensure that their supervisor is aware of their plans.

5.2 General Security

Employees are encouraged to question any unknown individuals seen within the Ranch premises without any obvious reason for being there. If employees feel unsafe doing this, they should report the situation to their supervisors.

5.3 Information Security

- a. Lockable cabinets for the protection of documents containing sensitive or confidential information will be maintained. Access to the documents will be granted only to those with a need to have regular access to those documents.
- b. Documents containing sensitive or confidential information will be shredded before disposal or disposed via a bonded shredding company,
- c. Personal computers will be password-protected at the individual level. They will be logged off and locked at the end of every work shift.
- d. Electronic information shall be securely backed up.

6.0 COMMUNITY INVOLVEMENT

6.01 The O'Keefe Ranch and Interior Heritage Society is committed to community involvement and will explore opportunities that will engage the broader North Okanagan community in all aspects of governance, operation, education and advocacy.

6.02 The Board and staff will produce and present a quarterly report to the City of Vernon and the Township of Spallumcheen. Additional outreach will include, but is not limited to: Council and Chamber meetings in Armstrong, Coldstream and Lumby.

6.03 Clubs, businesses and schools in the North Okanagan should be approached for opportunities to provide presentations and offer collaboration opportunities with O'Keefe Ranch in areas of tourism, invitation to sit on committees to promote inter-regional cooperation.