



Board Policy Manual

Adopted February 27, 2019

Adapted with gratitude from

The Alzheimer Society of Brant Haldimand Norfolk Hamilton Halton

GOVERNANCE PROCESS

SECTION 1

The Board of St. Matthew's House has four primary responsibilities:

1. to operate as an affiliated ministry of the Anglican Diocese of Niagara and under the terms of its Letters Patent, dated August 26, 1975, and current By-Laws;
2. to establish and enact policies that set out standards for Board performance;
3. to review board performance annually to ensure that the Board's fiduciary responsibilities are adequately fulfilled; and
4. to assure executive performance.

These are areas in which the Board, and only the Board, must assume full responsibility. By setting clear Board Process policies the Board develops a consistent plan for *how* it will operate—compelling it to remain focused on the critical challenges of providing vision and leadership.

POLICY G1: Governance Style & Commitment**CATEGORY: GOVERNANCE****ADOPTED:** February 27, 2019**FOR REVIEW:** January 2020

The Board endorses a governance approach based on the following statements:

The purpose of governance is to ensure that the Board, on behalf of the community served by its programs, ensures the accountability of St. Matthew's House by monitoring that it: (a) achieves appropriate results for the people served by St. Matthew's House at an appropriate cost and (b) avoids unacceptable activities, conditions and decisions.

The Board will govern with a policy governance approach with an emphasis on:

- 1) outward vision rather than an internal preoccupation;
- 2) strategic leadership more than administrative detail;
- 3) collective rather than individual decisions;
- 4) present and future societal conditions rather than fixating on the past; and,
- 5) the proactive rather than the reactive.

The Board will also strive to:

1. Cultivate an environment of collegiality, collaboration and transparency in its deliberations, respecting the perspective and contribution of each member.
2. Encourage a sense of collective responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, as well as supporting staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body.
3. Govern with inspiration through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts outside the operating organization while considering the administrative and programmatic means of attaining those effects.
4. Govern with excellence. Discipline may apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability. No member or committee of the Board will hinder or be an excuse for the Board not fulfilling its commitments.
5. Continually learn and enhance its knowledge and skills. Board development will include learning opportunities from subject matter experts, orientation of new members in the Board's governance process, and periodic Board discussion of process improvement.
6. Formally evaluate its performance on an annual basis to ensure that it is meeting its responsibilities effectively. This evaluation may include a reflective evaluative component for each director as well as a joint process where the Board takes a critical look at its processes and the resultant outcomes.

POLICY G2: Board Responsibilities**CATEGORY: GOVERNANCE****ADOPTED:** February 27, 2019**FOR REVIEW:** September 2020

The Board shall govern and oversee the management of the affairs of St. Matthew's House in a proactive and responsible manner, including the following:

1. develop and review on a regular basis the mission, vision, objectives and strategic plan of St. Matthew's House;
2. work collaboratively with staff, the community, local agencies and Anglican and other local faith-based groups and organizations, to fulfil the mission, vision and objects of St. Matthew's House;
3. ensure effective quality and risk management programs are in place.
4. in consultation with the Bishop of Niagara, establish the selection process, recruitment and appointment of the Executive Director, and ensure the ongoing evaluation of the Executive Director;
5. delegate responsibility and associated authority to the Executive Director for the operation of St. Matthew's House and required accountability to the Board;
6. review regularly the functioning of St. Matthew's House in relation to the objects of St. Matthew's House as stated in the letters patent of incorporation and the by-laws and demonstrate accountability for its responsibility to the annual meeting of St. Matthew's House.

The Board seeks the following qualifications in its Directors:

- Be at least 18 years of age;
- Be able to provide an up to date police clearance certificate and be in compliance with any ministry standards duly established for day cares
- Be a paid member of the Corporation of St. Matthew's House
- A commitment to the mission, vision, values of St. Matthew's House as outlined in the Articles of Incorporation and Strategic Plan
- A demonstrated ability to assume a leadership role and the fiduciary duties of board members in the ongoing work of the Board
- A general knowledge and area wide viewpoint of the people served by St. Matthew's House including a commitment to social justice, a general knowledge of the conditions and effects of poverty on individuals and society, and a commitment to the empowerment of those served by St. Matthew's House
- A demonstrated knowledge and/or experience related to non-profit governance, and an ongoing interest in learning how to govern well
- A willingness to devote time and effort to carrying out the duties of the Board
- A discerning and open mind, intellectual curiosity, ability to work collegially, and a healthy respect for the diverse opinions of others
- Such personal and professional skills, networks and experiences as will assist St. Matthew's House to meet its mission and achieve its vision
- An ability to review and understand financial reports and budgets

A Board Member has an obligation to be an active participant and to:

- Be a donor to St. Matthew's House
- Understand the distinction between the strategic and policy role of the board and the day-to-day operational responsibilities of management
- Be informed of the services provided by St. Matthew's House and the terms of service agreements with funders.
- Prepare for and participate in the discussions and the deliberations of the Board and its committees.

- Attend St. Matthew's House events and represent St. Matthew's House in the community
- Be familiar with the organization's financial position and participate in decision making with regards to the fiduciary duty of board members
- Attend Board and committee meetings, understanding that non-attendance of three consecutive meetings without prior notice in a calendar year is reason for removal from the Board.
- Be aware of and subject to the Board conflict of interest guidelines.
- Act honestly and in good faith with a view to the best interests of St. Matthew's House.
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable situations.
- Maintain confidentiality with respect to board deliberations
- Support board decisions once reached in spite of any prior deliberation and differing opinions
- Refrain from illegal, criminal or unethical activities while in a relationship with St. Matthew's House, and proactively disclose any situations which may bring disrepute to the organization to the Chair
- Return all Board materials to St. Matthew's House on leaving the Board

POLICY G4: Role of Chair**CATEGORY: GOVERNANCE****ADOPTED:** February 27, 2019**FOR REVIEW:** September 2020

The Chair of the Board shall:

- (1) Facilitate the work of the Board of Directors in accordance with its roles and responsibilities by:
 - Ensuring that discussion at Board meetings is focused on issues which are Board matters.
 - Conducting meetings in such a way that there is sufficient discussion of issues that allow for informed decision making.
 - Assuring a collaborative and respectful tone, particularly when there are dissenting voices at the table
- (2) Chair all meetings of the Board and ensure sufficient discussion of Board issues to facilitate informed decision making.
- (3) Execute governance documents, instruments and financial statements in conjunction with the Vice Chair, Treasurer, other officer of the board or the Executive Director.
- (4) Report to each annual meeting of members of St. Matthew's House concerning the management and operations of St. Matthew's House.
- (5) Be authorized to speak for the Board and represent St. Matthew's House at functions.
- (6) Have the authority to make decisions within the limits of Board policies on Governance and Board/Executive Director relations.
- (7) Perform other such duties as may from time to time be determined by the Board.
- (8) Be an ex-officio member of any committee of the Board to which they are not otherwise specifically appointed. In these instances, the Chair shall be exempt from any policies or standards respecting attendance.

The Vice-Chair shall:

- (1) Be vested with all the powers and duties of the Chair in their absence or inability or refusal to act as Chair.

The Treasurer of the Board shall:

- (1) Serve as an advisor to the board on matters related to financial policy and monitoring, ensuring appropriate controls are in place to safeguard the corporation's assets and mitigate financial risks.
- (2) Chair the board's finance committee.
- (3) Review the financial statements prior to board meetings with staff and assist in their presentation to the Board of Directors at their regular meetings;
- (4) Present St. Matthew's House's audited financial statements to the membership at the Annual General Meeting;
- (5) Review, with staff, the performance of St. Matthew's House's auditors and make recommendations to the Board concerning the annual appointment of auditors;
- (6) Review the first draft of the annual budget prepared by the Executive Director and make recommendations for amendments;
- (7) Ensure that all reports, including the T3010 - Registered Charity Information Return, are submitted on time; and,
- (8) Act as a signing officer of St. Matthew's House.

St. Matthew's House commits its Board members to ethical conduct. Board members are expected to act and be perceived to act with integrity on all issues under consideration. Board members will collectively use their skills and experiences to represent the broad interests of the community and to ensure their fiscal and legal accountabilities are met.

Board members will:

- Abide by the Conflict of Interest Policy
- Understand the mandate and the task at hand. Be aware of issues and keep up to date on community trends that may affect these issues
- Be objective in thought and action – come to Board meetings with a point of view, but be prepared to change if the evidence and discussion suggests change is in order
- Come to meetings prepared to listen, question and debate. Ask questions and become informed of the interests of others
- Communicate directly and immediately about any concerns with the Chair
- Demonstrate a respect for individuals in all manifestations of their age, ancestry, colour, race citizenship, ethnic origin, place of origin, creed, disability, family status, marital status (including single status), gender identity, gender expression, sex (including pregnancy and breastfeeding), and sexual orientation.
- Commit to fully explore the issues and search for solutions
- Keep Board discussions confidential, sign the Conflict of Interest and Confidentiality Agreement.
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the organization's business.
- In the case of a Board member being in violation of the Code of Conduct (e.g. negligent in carrying out Board duties), the Board Chair will contact that Board member in writing, outlining the circumstances and corrective actions to be taken. Continued violation of the Code of Conduct could result in the Board member being asked to resign or the Board member may be removed from the Board according to the process outlined in the By-laws. In the case of the Chair being in violation, the Vice Chair will be notified and act accordingly.

If the Board member's external affiliations, obligations or other formal associations influence or are perceived to unduly influence the Board member's actions, then a conflict of interest should be declared. Identifying conflicts of this sort is often difficult except in extreme or obvious cases. Nonetheless, members of the Board must be vigilant regarding these circumstances in order to ensure both the actuality and the perception of impartiality and integrity.

Definition

A conflict of interest is a perceived or real impediment to a Director's responsibility to support the Board's collective goals and interests, due to a member's affiliations, obligations or other associations and relationships outside the Board. A conflict of interest exists when the Board member participates in making a Board decision, when they know or should reasonably know that the decision may enhance, or be perceived to promote, the private interest of the Board member or the private interest of another person or organization with a formal association to the Board member.

Process for Declaring a Conflict

1. For the purposes of St. Matthew's House: include parents, siblings, spouse or partner of the Board member as well as any organization, agency, company or individual (i.e. a business partner) with a formal relationship to the Board member.
2. Every Board member who, either directly or through one of their associates, has or thinks they may potentially have a conflict of interest with respect to a proposed or current contract, transaction or decision of the Board should disclose the nature and extent of the interest at a meeting of the Board, as soon as it is recognized.
3. After making such a declaration, an interested Board member should not vote, participate in the discussion or otherwise attempt to influence the voting on the decision, nor should the member be counted in any required quorum with respect to this vote.
4. If a Board member believes that any other Board member is in a conflict of interest position with respect to a vote on any decisions, and a direct conversation with the member with the potential conflict has not resolved the concern, the Board member should raise this concern with the Chair. The Chair will raise the concern with the entire board, at the next meeting, and the Board may choose to vote on the concern and respond accordingly.
5. If a Board member fails to make a declaration of his or her interest in a particular decision, this may be considered grounds for removal from the Board.
6. Every declaration of a conflict of interest and the general nature thereof should be recorded in the minutes of the Board.

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director. Five standing board committees exist: Finance, Governance, Strategic Plan Implementation, Capital Projects & Facilities, and Fund Development. All other committees will function in an *ad hoc* capacity.

Committee Roles

1. Committees ordinarily will assist the Board by preparing policy directives and action plans for Board deliberation and decision. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chair and Executive Director.
3. Board committees cannot exercise authority over staff. This policy applies only to committees which are formed by Board action, whether or not the committees include non-Board members.

Committee Terms of Reference

Prior to striking a committee, the Board should approve clear terms of reference for the committee. If it is a standing committee, the terms of reference should be reviewed annually by the committee, and any needed changes recommended to the Board. Terms of reference to include:

ROLE &

RESPONSIBILITIES: The purpose of the committee as well as the results expected, tasks and activities to be carried out, recommendations the Board will expect

MEMBERSHIP: The Board appoints the Chair and members of the committee, on the recommendation of the Governance Committee.

ACCOUNTABILITY

AND REPORTING: All Board committees are accountable to the Board, and report to the Board following each committee meeting, but they may also be directed to report to the Chair of the Board for coordination purposes.

Minutes of all committee meetings shall be kept and provided to the Board prior to the next regularly scheduled meeting of the Board.

POLICY G9: Minutes**CATEGORY: GOVERNANCE****ADOPTED:** February 27, 2019**FOR REVIEW:** January 2020

Minutes

- (1) Minutes are kept as a record of Board and committee decisions.
- (2) Minutes will be reviewed by the Board for amendments and acceptance. Any amendments made will be reflected in the next set of minutes.
- (3) Minutes of all committee meetings shall be kept and provided to the Board prior to the next regularly scheduled meeting of the Board.
- (4) A master Minute Book will be kept at the office of St. Matthew's House as a permanent record of all Board and committee meetings; board minutes shall be signed by the Chair.
- (5) In-camera minutes are confidential, recorded for the exclusive use of board directors, and are kept in a locked filing cabinet.

POLICY G10: Decision Making**ADOPTED:** February 27, 2019**CATEGORY: GOVERNANCE****FOR REVIEW:** January 2020

Decisions pertaining to business arising at any meeting of the Board shall be decided by a majority of votes.

When issues arise between regularly scheduled Board meetings and where an unforeseen and timely decision is required, the Board Chair in consultation with the Vice Chair and/or Governance Chair, may initiate an electronic vote of the entire Board on the issue at hand, or convene a special meeting of the board, depending on the significance of the matter.

Any decision made electronically shall be documented in the minutes of the next regularly scheduled Board meeting.

POLICY G11: Communications, Media

CATEGORY: GOVERNANCE

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The Chair or their delegate speaks on behalf of the Board of Directors and to all media issues of a governance nature.

The Executive Director speaks on behalf of the organization and to all media issues of an operational nature.

A Board member is a person with a trust, a duty to preserve and ensure the proper management of St. Matthew's House and to act in the best interests of its stakeholders. As such, they must work for the betterment of the organization and its service to the community. It is imperative that board members understand their duties, roles and obligations and bring with them the commitment required to carry them out.

The Board seeks diversity in age, gender, geographic representation, and ethnic and cultural perspectives to ensure the broadest perspective at the table.

Recruitment Procedure:

1. Annually in February, the Governance Committee will canvas each Board member to:
 - a) assess interest in continuing as a Board member, if their term is coming due, and
 - b) assess Board member satisfaction with current activity level and interests in further involvement (e.g. officer role).
2. The Governance Committee incorporates this information with:
 - a) a review of the Board membership needs (skills, experience, diversity)
 - b) a review of Board needs to be met through training and /or recruitment
3. The Governance Committee will meet with each candidate identified to discuss their interest in the Board, their understanding of the responsibilities inherent in Board membership (as outlined in policy G3) and their availability to make the necessary commitment.
4. If a candidate is deemed to be a good fit with the Board, they are informed that their name will be put forward, with others, to be considered for Board membership. The candidate must be informed that putting their name forward does not guarantee board membership.
5. A recommendation is made to the Board of Directors by the Governance Committee regarding the nominees to the Board, whether an interim appointment is made or a recommendation to the AGM is made.