



**IMMIGRANT WOMEN SERVICES OTTAWA  
BOARD GOVERNANCE MANUAL**

---



## TABLE OF CONTENTS

1.	<b>Governance Policy</b>	3
2.	<b>Board Code of Conduct</b>	13
3.	<b>IWSO Board of Directors (2007-2008)</b>	16
4.	<b>Board Committees (Terms of Reference)</b> <ul style="list-style-type: none"><li>• Standing Committees</li><li>• Ad-Hoc Committees</li></ul>	17
5.	<b>Duties and Responsibilities of the Board of Directors</b> <ul style="list-style-type: none"><li>• Collective</li><li>• Individual</li></ul>	19
6.	<b>Duties and Responsibilities of the Officers of the Board</b>	21
7.	<b>Duties and Responsibilities of the Committee Chairs</b>	23
8.	<b>Board Operating Policies</b> <ul style="list-style-type: none"><li>• Preparing an IWSO Board Agenda</li><li>• Decision-making Process for Board Meetings</li></ul>	24
9.	<b>Conflict Resolution</b> <ul style="list-style-type: none"><li>• Excerpt from the Staff Personnel policy</li></ul>	27
10.	<b>Evaluation tools</b> <ul style="list-style-type: none"><li>• Self-Evaluation Tool</li><li>• Board Evaluation Tool</li></ul>	30
11.	<b>Annual Board Orientation</b>	33
12.	<b>Succession Plan for the Executive Director</b>	34
	<b>Appendix A: Committees' Terms of Reference</b>	36
	<b>Appendix B: Annual Board Orientation – Draft Agenda</b>	38
	<b>Appendix C: Annual Board Orientation – Power Point</b>	39



## 1. GOVERNANCE POLICY

<b>POLICY NUMBER:</b>	<b>PREPARED BY:</b>
	Joan Riggs, Catalyst Research and Communications
<b>ORIGINAL APPROVAL DATE:</b>	<b>APPROVED BY:</b>
	<ul style="list-style-type: none"><li>• Coordinating Committee</li><li>• Board of Directors</li></ul>
<b>LAST REVISED AND APPROVED:</b>	

### POLICY

Immigrant Women Services Ottawa (IWSO) is committed to transparency and responsible not-for-profit governance practices. The Governance Policy is a framework for the way in which governance is carried out within IWSO. We believe that these practices benefit all of our stakeholders and must be maintained as an essential part of our operations. IWSO will review this policy annually to ensure that it includes the most current governance standards and best-practices.

### 1. THE BOARD

#### a) Policy-Making Board

IWSO has a Policy-Making Board. It is the responsibility of the Board of Directors to design policies and or make policy decisions around the goals, objectives, programs and activities of the agency. The Board shall ensure the policy is implemented and review each policy as needed.

#### b) Duties and Responsibilities

The Board is responsible for the stewardship of IWSO, providing independent, effective leadership to oversee the management of IWSO's business and affairs and to grow value responsibly, in a sustainable manner.

The Board annually reviews and confirms or updates its mandate, which sets out the duties and responsibilities of the Board. The Board Mandate is publicly disclosed through the Annual Report and the Annual General Meeting.



### c) Independence from Management

The Board meets without management, as needed. When a Board member would like an in-camera meeting she will make a request to the Executive Committee and specify the issue that she wants to have discussed in-camera.

### d) Size of Board

As required by IWSO's By-Laws, the Board consists of between eight (8) - twelve (12) directors (with Joan Gullen – Life Time Director being one director).

### e) Recruitment and Selection Process

The members will elect directors each year at the Annual General Meeting (AGM). The Board may from time to time appoint additional directors between AGMs, who will serve until the next AGM. All potential candidates for election or appointment to the Board will initially be reviewed and recommended by the Executive Committee and/or the Nominating Committee. All potential candidates will receive information about the Duties and Responsibilities of IWSO Board members and will be invited to the office to become familiar with the organization.

### f) Board Timeline

The IWSO Board will follow an annual timeline:

TIMEFRAME	TASKS
September	<ul style="list-style-type: none"><li>• Annual General Meeting</li><li>• Election of the Board</li></ul>
October	<ul style="list-style-type: none"><li>• Board Orientation</li></ul>
Jan-March	<ul style="list-style-type: none"><li>• Strategic Plan Review</li><li>• The semi-annual Executive Director report based on Performance Contract outcomes</li><li>• Revise E.D Performance Contract</li></ul>
April-May	<ul style="list-style-type: none"><li>• Evaluate Board Policies and Procedures</li></ul>
June	<ul style="list-style-type: none"><li>• Committee evaluations</li></ul>
July	<ul style="list-style-type: none"><li>• Executive Committee report – Recommended Revisions</li></ul>
August	<ul style="list-style-type: none"><li>• No Board meeting</li></ul>
September	<ul style="list-style-type: none"><li>• Finalize policy changes based on annual review before AGM.</li><li>• The semi-annual Executive Director report based on Performance Contract outcomes.</li></ul>



## 2. DIRECTORS

### a) Duties and Responsibilities

Each individual Director of IWSO will contribute actively and collectively to the effective governance of IWSO. The Board annually reviews and confirms or updates the Individual Director Mandate that sets out the duties and responsibilities of individual Directors. The Individual Director Mandate will be publicly disclosed at the Annual General Meeting and as part of the election process for the Board of Directors.

### b) Independence and Representation

While IWSO will actively seek people from different constituency groups to reflect the diversity of immigrant people in Ottawa, no Board member will represent a particular cultural constituency.

### c) Attendance

Directors will strive for attendance at all Board and Board Committee meetings. IWSO will circulate the Director attendance record at each Board meeting and it will be available at the Annual General Meeting for the members to review.

### d) Orientation

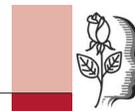
IWSO has established and maintains an in-depth orientation program for new directors, which includes: information on the role of the Board and each of its Committees; organizational information; and, the contribution individual directors are expected to make. Each new Director receives a binder with up-to-date information on IWSO's organizational structure and programs, strategic plan, the Executive Director's performance contact, the last quarterly financial report and annual budget, governance documents and important policies and procedures.

Each new Director will attend an orientation session detailing the values and the Strategic plan of IWSO, the internal operations, internal structure and processes. As well, regardless of which Committees a new Director is on or will be appointed to, each new Director will be invited to attend a full set of Committee meetings.

A buddy system will be established to ensure that new board members have a person to discuss Board business with as they become oriented to their IWSO governance role.

### e) Continuing Education

Presentations are made regularly to the Board and Committees to educate and keep them informed of changes within IWSO and any relevant legal changes to not-for-



profit governance and charitable organizations. Special presentations on operations and issues of specific programs are provided to all Directors from time to time. The IWSO Executive Director reviews information on available external educational opportunities and ensures Directors are aware of educational opportunities. In some cases, IWSO will provide funds to further Board members' governance education.

#### **f) Board Performance Evaluation**

Every Director participates in the annual performance evaluation review of the Board. The review consists of a questionnaire and an open discussion at the Board. The responses to the questionnaire (which explores the performance of the Board as a whole and all Board Committees) are reviewed by the Executive Committee and in some cases, may be reviewed by an independent third-party. A self-evaluation will be provided to all Board members. A report is provided to the Board to discuss any changes or further actions to address issues that were identified.

#### **g) Compensation**

As a charitable not-for-profit organization, IWSO provides no compensation to members of the Board. As described in the By-Laws, "The Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from her position. A director may be paid or reimbursed for reasonable expenses incurred by her in the performance of her duties."

#### **h) Board Code of Conduct**

All Board members of IWSO must agree and sign the Board of Directors Code of Conduct. Board members can discuss with the Executive Committee if they see that a Board member is not in compliance with the IWSO Code of Conduct.

#### **i) Term Limit**

As described in the By-Laws, "a director shall be elected for a term of two (2) years. A director is eligible for re-election for two terms, for a total of three consecutive terms. She may stand for re-election after a one-year absence from the Board.

#### **i) Removal of Directors**

As described in the By-Laws, "The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting duly called for such purpose, remove a director for cause before the expiration of her term of office and elect a replacement for the remainder of her term."

#### **j) Decision-making**

The Board will strive to make decisions by consensus. When time does not allow or consensus cannot be reached then a majority vote will be held. For all decisions,



a thorough discussion will be held that will encourage all Board voices being heard before the decision is made.

### **3. BOARD COMMITTEES**

#### **a) Committees**

IWSO has an Executive, Finance and Human Resources, Fund Development and Program and Policy Committee.

Two months prior to the Annual General Meeting, the Board of Directors shall appoint a Nominating Committee of not less than three (3), and not more than (5) members to solicit and review nominations for the Board of Directors.

The Board may also authorize other committees, as it feels are appropriate.

The Executive Committee has the power and responsibilities as delegated to it from time to time by the Board of Directors and is consistent with the objects of the organization. The Executive Committee is comprised of the Chairperson, the Vice-chairperson, past Chairperson (where she remains a member of the Board), the Secretary, the Treasurer and one Director-at-Large elected by the Board of Directors. The Executive Director is an ex-officio member of the Executive Committee.

The Executive Committee assists the Board between Board meetings in overseeing the:

- i) compliance with governance policies within the organization;
- ii) compliance and support in the implementation of the Executive Director Performance Contract, and
- iii) the effectiveness of compliance with the Code of Conduct.

The Finance and Human Resources Committee assists the Board in overseeing the:

- i. compliance with accounting, financial, legal and regulatory requirements; and
- ii. the Audit, to ensure that it is completed within the financial guidelines of a charity and not-for-profit organization.

The Program and Policy Committee assists the Board in overseeing the development of all governing policies to support the organization.



The Fund Development Committee assists the Board in overseeing the long-term financial sustainability of the organization.

**b) Mandates/Terms of Reference**

Each Board Committee will have developed a Mandate and Terms of Reference setting out its duties and responsibilities that has been approved by the Board. All Board Committee Mandates will be reviewed annually as part of the Committee evaluation process and based on the Strategic Plan. The Board must approve changes to the mandate of a board committee.

**c) Committee Membership**

All members of IWSO committees must agree to follow the Board of Directors Code of Conduct. Committees will review the Code of Conduct annually. Committee chairs can recommend to the Board that committee members be removed if they are not in compliance with the IWSO Code of Conduct.

**d) Reporting**

The Board receives reports from the Board Committees at each regular meeting.

## **4. BOARD, BOARD COMMITTEE AND INDIVIDUAL DIRECTORS**

**Advisors**

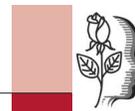
The Board and all Board Committees can identify to the Board the need for independent advisors to assist them in carrying out their responsibilities. Once the Board or Committee has indicated a need to hire outside support, the Executive Director will be responsible for hiring, if a budget is available for the contract. The Executive Director is responsible for the supervision and direction of any person contracted by IWSO to support the Committee work.

The only exception is when the Board has delegated to the Executive to hire contractors to support the performance of governance responsibilities (e.g. the performance evaluation of the ED). The Executive or the Board as a whole would make the decision only after the budget limitations have been provided by the E.D.

## **5. CHAIRS OF THE COMMITTEES**

**a) Duties and Responsibilities of the Chairs**

The Board has adopted and maintains and annually reviews and updates or confirms the position Descriptions for the Board Chair and the Committee Chairs, which set out the duties and responsibilities of the Chairs.



#### **b) Term Guidelines for Chairs**

The Board has determined that Committee Chairs will serve for a term of no more than two years. The exception is the Finance Committee who at all times has the Treasurer as the Chair. The Board may decide to extend the two-year terms for Chair under extenuating circumstances.

### **6. SENIOR MANAGEMENT**

#### **a) Duties and Responsibilities of the Executive Director (ED) of IWSO**

The Board has developed and annually reviews and updates the Executive Director's job description, which sets out her duties and responsibilities.

#### **b) Performance Contract for the Executive Director**

The Executive Committee, on behalf of the Board reviews and approves Annual outcomes for the ED through a Performance Contract.

#### **c) Reporting by the Executive Director**

The ED provides regular reports to the board at monthly meetings, and reports to the Board on twice a year around her performance contract and the outcomes specific to the strategic plan.

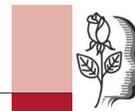
#### **d) Succession Planning**

The Board of IWSO will ensure that there is a succession plan in place should the Executive Director need to be replaced unexpectedly. To support that plan, the Executive Director provides to the Board a short-term plan for Executive Director transition in the case of her unexpected absence.

### **7. RESPONSIBLE STEWARDSHIP**

#### **a) Code of Conduct Policy**

The Board will annually review and update or confirm the Code of Conduct. The Board, through the Executive Committee, receives regular reports on compliance with the Policy. The Code of Conduct will be publicly disclosed on IWSO's website. Any waivers of or changes to the Code of Conduct will be approved by the Board and will be appropriately disclosed. The Code of Conduct contains provisions for the submission of complaints by Board members, employees and others. IWSO has developed and regularly reviews and updates all related policies set out in the Code of Conduct.



### **b) Process for Non-Compliance with the Code of Conduct**

The Executive Committee is ultimately responsible for interpretation, application and enforcement of the Board members' code of conduct. All complaints concerning a possible violation of the code of conduct will be made in writing to an Executive Committee member with a copy provided to the complainant.

The Executive will make an initial determination of the issue and shall attempt initial resolution of the problem.

If this initial attempt at resolution is not successful, the Executive will identify an ad hoc Complaints Committee composed of three Board members to investigate the complaint. The ad hoc committee is required to investigate and submit a written report to the Executive within 30 days. The Executive will render their decision within ten days of receiving the committee's report.

The Executive's decision may be appealed in writing to the Board of Directors for consideration at the Board's next regular meeting. The final decision shall be delivered in writing to the concerned parties.

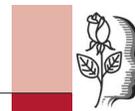
Penalties imposed for breach of the code of conduct may include, but are not limited to, the following:

- Excluding the director from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
- censure of the director, in private, at a Board meeting, or both, and/or removal of the director from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting of the not-for-profit organization's members, provided that notice of such a proposed resolution is given with the notice calling the meeting.

### **c) Conflict of Interest**

The following activities are considered by IWSO to be conflicts of interest, but conflicts of interest are not limited to the following situations:

- where a director acts, or makes a decision motivated by considerations other than the best interests of IWSO;
- where a director personally contracts with IWSO or where she is a director of other organizations which are contracting with IWSO;
- where a director, as a result of her role at IWSO, learns of an opportunity for profit which may be valuable to her personally or to another organization of which she is a member, or to other persons known to her;



- where a director, in any circumstance that relates to the organization, puts her personal interests ahead of the best interests of IWSO;
- where a director knowingly takes advantage of or benefits from information that is obtained in the course of her IWSO duties and responsibilities as a Board member.

#### **d) Directors and Officers Liability Insurance**

IWSO has a Directors and Officers Liability, Administrative, Errors and Omissions Insurance Policy valued at \$1,000,000. The policy protects Board members against any “claims” made during the policy period against Board Members, which give rise to suits, judicial or arbitrary proceedings within Canada.

This policy will not cover claims for the deliberate attempt at falsifying information, fines, penalties imposed by the law, punitive or exemplary damages which are uninsurable under the law, acceptance of illegal payments, property damages and bodily injury; pollutants and radioactive contaminants.

#### **e) Confidentiality**

The Board of Directors must respect the confidentiality of any information pertaining to IWSO clients or their situation. All matters dealt with during an “in-camera” meeting of the Board, or related to personnel issues must be kept confidential.

#### **f) Conflict Resolution Process**

The board will use the same conflict resolution process as outlined in the Personnel Policy Manual.

- a. Try to resolve conflicts between Board members.
- b. Involve fellow board member as a peer to mediate or facilitate the conflict, and
- c. Ask the Chair to set up a process to resolve the conflict.

#### **g) Loans**

IWSO will not make any loans to its Directors or Officers.

#### **h) Board of Directors Meeting Minutes**

All decisions made by the Board of Directors will be recorded with a short description of the discussion, the decision, any dissenting opinions and action items.

#### **i) Annual Governance Reporting**

IWSO will annually publicly disclose its governance practices, as part of the Annual

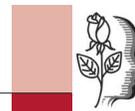


---

General Meeting and in the Annual Report in compliance with relevant Canadian legislation and rules.

**j) Communications Policy**

Board members of IWSO will follow the Communication Policy of the organization.



## 2. BOARD CODE OF CONDUCT (BOARD POLICY)

*Code of Conduct  
Immigrant Women Services Ottawa  
Board of Directors*

### STATEMENT OF COMMITMENT

The Board of Directors of IWSO is committed to creating an open and supportive board environment that will facilitate open and respectful discussions. As an organization that has a diverse membership and works to support immigrant and visible minority women in the Ottawa area, we recognize that we will be on a continuous learning journey to be open and respectful to the different cultures that are part of IWSO. As such, we are creating a Code of Conduct that establishes a common foundation for all board members to be able to fully participate in Board discussions and responsibilities.

As a Board member of IWSO, I am a custodian in trust of the assets of IWSO. The members recognize the need for competent and committed elected Board members to serve their organization and have put their trust in my sincerity and abilities. In return, the members deserve my utmost effort, dedication, and support.

As a Board member/director of IWSO, I acknowledge and commit that I will observe a high standard of ethics and conduct as I devote my best efforts, skills and resources in the interest of IWSO and its members. I will perform my duties as board member/director in such a manner that members' confidence and trust in the integrity, objectivity and impartiality of IWSO are conserved and enhanced.

### GUIDELINES

#### General

1. I will engage in Board discussions with respect for each Board member's opinions and will abide by the final decisions made by the Board.
2. I will conduct myself with the highest standard of professional and personal conduct.
3. It is my responsibility to contribute to the Board of Directors any suggestions of ways to improve the organization's policies, standards, practices or code of conducts.
4. I will communicate directly, honestly and constructively with others at all times,



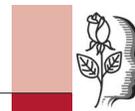
- and attempt to resolve any concerns with people directly.
5. I will consult with the IWSO Executive Director when concerned about the quality of programs, services, or operations related to IWSO.
  6. I will act in accordance with the goals of reconciliation and refrain from responding with anger, hostility, or with behaviour not representative of a member of IWSO.
  7. I will not abuse my position as a Board member by suggesting to any organization employee that I am entitled to or expect any special treatment beyond regular members of the organization.
  8. I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.
  9. If the Board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the Board's request. I understand that the Board's decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded.
  10. I will be alert to information that the organization can use to develop improved policies and strategies and communicate it to the Board or the Executive Director.
  11. I will protect the organization's information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it.
  12. I will maintain confidentiality of all information, which the Board deems ought to be kept confidential.

### **Resources**

13. I will be mindful of resources, which are in my trust on behalf of the organization, and will help establish policies, which ensure the maximization of secure and protected resources.
14. If I have been given prior approval to incur costs for IWSO business, I expect to be reimbursed for legitimate expenses. I will keep all such expenses reasonable and justifiable and will discuss expenses that may be in question with the organization's president.

### **Representing the Organization**

15. As part of my duties as a Board member, I represent the organization informally and formally to other organizations, communities, government officials, and business representatives. In my duties I will preserve and enhance the good reputation of the organization and will avoid behavior that might damage its image.



### Interpretation

16. The Executive Committee shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

### Enforcement

17. The Executive Committee is ultimately responsible for immediate interpretation, application and enforcement of the Board members' code of conduct. All complaints concerning a possible violation of the code of conduct will be made in writing to an Executive Committee member with a copy provided to the person against whom the complaint is made.

The Executive will make an initial determination of the issue and shall attempt initial resolution of the problem.

If this initial attempt at resolution is not successful, the Executive will identify an ad hoc Complaints Committee composed of three Board members to investigate the complaint. The ad hoc committee is required to investigate as required and submit a written report to the Executive within 30 days. The Executive will render their decision within ten days of receiving the committee's report.

The Executive's decision may be appealed in writing to the Board of Directors for consideration at the Board's next regular meeting. The final decision shall be delivered in writing to the concerned parties.

### Delegation and Penalties

18. Penalties imposed for breach of the code of conduct may include, but are not limited to, the following:

- Excluding the director from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
- censure of the director, in private, at a Board meeting, or both, and/or removal of the director from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting of IWSO's members, provided that notice of such a proposed resolution is given with the notice calling the meeting.

I have read and I accept IWSO's Code of Conduct for Board Members

\_\_\_\_\_ Date

\_\_\_\_\_ Signature of Director or Nominee



### 3. IWSO BOARD OF DIRECTORS

NAME	TITLE	PHONE & FAX
Marcia Carlyn Consultant	Chairperson	234-1698 (h) 762-4992 (cell)
Jean Christie	Vice- Chairperson	613-236-9394
Lula Adam	Secretary	613-736-8903
Sabina Saeed Accountant	Treasurer	864-6955 (cell) 598-4864
Christiane Lefebvre-Bollinger Retired Teacher	Member-At-Large	489-3971 (h) 489-3375 (w)
Mary Lee	Member-At-Large	613-828-6203 (h) 613-276-6203 (c) 613-230-0367 fax
Joan Gullen Social Worker (retiree)	Life Member	749-9332 (h)
Negar Ahtari Immigration Lawyer	Member-At-Large (Leave of Absence)	235-1266 x227 230-2727 (f)
Isobel Anderson Staff Sergeant	Member-At-Large	822-8283 (h) 236-1222 x 5405 899-0271 (cell)
Heidi Liu	Member-At-Large	613-834-6954 613-299-6753 228-6725 W
Suzanne (Zan) Chandler Public Servant	Member	613-565-5346
	Vacant	
	Vacant	



---

## 4. BOARD COMMITTEES

(SEE TERMS OF REFERENCE IN APPENDIX A)

There are two types of committees in operation:

- a. Standing Committees - ongoing board committees
- b. Ad Hoc Committees - committees which are struck to perform specific short term tasks.

Each committee will review/develop its terms of reference for approval by the Board. Each committee will prepare minutes of their meetings for the record.

### STANDING COMMITTEES

IWSO has an Executive, Finance and Human Resources, Fund Development and Program and Policy Committee.

### AD-HOC COMMITTEES

- a. By-law/Constitution Committee

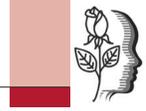
The By-Law Committee reviews the By-Laws and ensures they remain consistent with the mission and practices of the IWSO.

*Responsibilities:*

1. Review and make revisions to the By-Laws as requested by the Board of Directors.
2. Submit revisions to the Board for approval.
3. Present the By-Laws and any proposed by-law changes to the membership for ratification at the Annual General Meeting.

- a. Nominating Committee

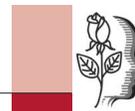
The Nominating Committee seeks individuals from among the membership and the community who are willing to stand for election to the Board of the IWSO.



---

*Responsibilities:*

1. Outreach to IWSO members and the community.
2. Present a slate of candidates to the membership at the AGM.
3. Facilitate the election process at the AGM.



## 5. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

### GENERAL

1. The Board of Directors shall oversee the affairs of the Corporation. The Board may exercise all of the powers and carry out all acts, including entering into contracts, for which the Corporation has the authority.
2. The Board of Directors is responsible for determining the goals and objectives of IWSO.
3. The Board develops policies and defines the programs and services within the policy framework. It is the responsibility of the Board to engage in active fundraising initiatives, ensuring there is adequate funding to undertake the program and services.
4. The Board is fiscally responsible for all funding received and to ensure that those funds are prudently managed.
5. The Board selects and appoints an Executive Director who is responsible for the administration of the agency.

### INDIVIDUAL DUTIES OF THE IWSO BOARD OF DIRECTORS

Board members are expected to:

- Attend Board meetings once a month (10 times per year)
- Serve on at least one Board Committee that meets approximately once a month
- Make a time commitment to the work of IWSO

### Rights and Privileges

Each Board member has a right to be:

- Fully informed about her role and responsibilities;
- Given a thorough orientation to the programs and services of the agency at the first meeting of the Board of Directors following an election, and provided with an orientation manual.
- Fully informed of the financial operations and receive service and management reports on a monthly/quarterly basis;
- Provided pertinent/relevant information to assist her in making decisions.



- Assigned tasks which allow for the utilization of her skills and enhances personal growth.
- Provided opportunities for Board training and development.

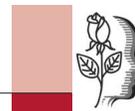
Any Board member who misses more than three (3) consecutive meetings, may be asked to voluntarily resign from the Board. Failing to do so, the Board is vested with the power to remove that person and fill the vacancy.

### **Leave of Absence**

A Board member can ask for a leave of absence from the board for up to six months.

### **Between Board Meetings**

1. The Executive Committee will address issues that may arise between board meetings, and cannot be addressed by the Executive Director and Management staff. The Executive Committee will prepare minutes to share with the board on the issues they have discussed.
2. Copies of any relevant correspondence between Board meetings (including internal memos) will be distributed at the earliest possible Board meeting or sent by electronic mail to Board members prior to the next meeting.



## 6. DUTIES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD

### **Chairperson**

Subject to the provision of any special resolution providing for the election of a Chairperson of the Board of Directors, the Chairperson shall preside at all meetings of Directors, of the Executive Committee, and of the members, or she may delegate as required.

She shall sign all instruments that require her signature and perform all duties that may be assigned by the Board of Directors.

The role of the Chair is to:

- Chair the Board meetings
- Prepare for the Board meetings (in consultation with the Executive Committee and Executive Director)
- Work with the Executive Director on internal and external problem issues as they arise
- Participate as an ex-officio member of the standing committees.
- Encourage the full participation of Board members at meetings.
- Represent the organization at various functions.
- Prepare correspondence as required, and engage in follow-up work after Board meetings.
- Respond accordingly to complaints, concerns etc. that may arise (staff, managers, board, clients, service providers.) in consultation with the Executive Director.

The Chair and Vice-Chair will work as a team.

### **Vice Chairperson**

The Vice Chairperson shall be vested with all powers and shall perform all the duties of the Chairperson in her absence or disability or refusal to act as Chairperson. She shall perform such duties as may be assigned by the Chairperson and/or the Board of Directors.

### **Secretary**

The Secretary shall be responsible for recording, typing and distributing the minutes of general meetings of the membership, the Annual General Meeting, and meeting



---

of the Board of Directors. She shall perform such duties as may be assigned by the Chairperson and/or the Board of Directors.

**Treasurer**

The Treasurer shall be responsible for overseeing the general financial operations of the corporation. She shall ensure that all funds of the corporation are properly disbursed and that proper vouchers are prepared. She shall be responsible for seeing that all budgets are prepared for consideration by the Board of Directors and submit to the Board of Directors all financial statements as requested. She shall also perform other duties as may be determined by the Chairperson and/or the Board of Directors.

**Past Chairperson**

The Past Chairperson shall ensure continuity, and shall perform such duties as may be assigned by the Chairperson and/or the Board of Directors.

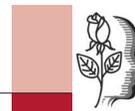


## 7. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE CHAIRS

Committee chairs will be decided at the Board level, unless the Board gives direction to the Committee to choose their Chairperson. In the case of the Finance Committee, the chairperson is always the Treasurer.

The role of a Committee chair is to:

- Chair the Committee meetings.
- Support the committee to develop an annual workplan based on the Board's Strategic Plan.
- Prepare the agenda for the committee meetings (in consultation with the Executive Director).
- Working with the Executive Director, or her designate, ensure that the appropriate information is at the committee level to support the Committee in their work.
- Work with the Executive Director, as needed, on issues related to the Committee work.
- Encourage the full participation of committee members at meetings.
- Ensure that the Board is updated each month on the work of the Committee.
- Respond to specific requests from the Board that relates to the work of the committee.



## 8. BOARD OPERATING POLICIES

### a) Board meeting times

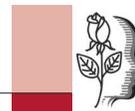
Board meetings will be held the fourth Tuesday of every month from 6:00 - 9:00 p.m.

### b) Preparing an IWSO Board Agenda

Each month, the Executive Committee of IWSO will prepare the Board agenda.

These steps may be followed when developing the agenda:

1. The Executive Director will prepare a list of potential agenda items after discussion with the program managers.
2. The Chair, the Executive Director or other committee members will call or email the chairpersons of each standing committee to find out if there are any items that need to come to the Board.
3. The Executive Committee will confirm the agenda two weeks before the Board meeting.
4. The rules outlined below may apply when developing the agenda:
  - a. Issues relating to the Executive Director's performance or other personnel issues brought forward by the staff will not be discussed initially with the Executive Director present. Confidential time will be set aside on the Board agenda for these items.
  - b. Each agenda item will be reviewed and the committee will ask, "What decision needs to be made in this area?" If the decision is an operational decision, the committee will review or develop guiding policies to help the Executive Director to make that decision. **THE COMMITTEE WILL NOT MAKE THE DECISION.** If the decision is a policy decision, it will be placed on the Board's agenda. There may be some items where there is no decision to be made at the Board level but the Executive Committee will ask for the information to be put into the Executive Director's report (e.g. a funding application/proposal).
  - c. If a decision needs to be made, the committee will identify what information is required in order to make an informed decision. The committee has one week to collect that information or it will be deferred to the next month's agenda. Ideally, the committee putting forward an agenda item will already have prepared the information necessary. No item will be put on the Board's



agenda for a decision without adequate information and sufficient time for Board members to have the opportunity to review it.

- d. The agenda and the supporting information will be distributed to all Board members no later than one week before the Board meeting. If the Board requires staff input on a specified agenda item, before the Board meeting, the Executive Director will ensure that she gets input from the service/program managers or may invite them to attend the Board meeting to address the matter.

### c) Open meetings

- The Board will follow clear, open and consistent processes for board meetings that all Board members agree upon.
- Each new Board member will have a buddy that is a previous Board member whom they can talk to and share information with.
- All items must be thoroughly prepared and discussed by the presenting committee prior to coming to the Board.

### d) Decision-Making process for Board meetings

The Board will utilize a consensus method of decision-making.

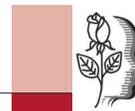
1. A Board member or staff member will present the decision item.
2. A round will be done and each Board member will be given the opportunity to express her views on the item.
3. The chair will summarize and note if there is consensus.
4. If there is agreement, then it will be registered in the minutes as a decision by consensus.
5. If there is no agreement, the discussion will be re-opened. The Board members will then have another opportunity to speak to the item.
6. The chair will summarize, once again noting if there is consensus. This process will continue until consensus is reached or one of the choices from #7 may be applied.
7. If the time allotted for discussion of the item is over then a decision will be made by utilizing one of the following options:
  - voting
  - postponing the decision to another meeting
  - continuing the discussion (postponing other agenda items to the next meeting, or extending the meeting time)



### e) Committees

The committees are the backbone of the Board: they will explore ideas and options formulate draft policies, and make recommendations to the Board. They also facilitate the opportunity for learning and sharing by Board members.

1. Committees will meet as deemed necessary on the first, second or third Tuesday. (Every Tuesday in the month is dedicated to IWSO meetings.)
2. The Chair of each Standing Committee will be a member of the Board and have the responsibility to convene the meetings as needed, organize the work of the committee, ensure that members of the committee are fully participating and present monthly reports to the Board.



## 9. CONFLICT RESOLUTION PROCESS

The board will use the same conflict resolution process as outlined in the Personnel Policy Manual.

- a. Trying to resolve conflicts between Board members.
- b. Involving a fellow Board member as a peer to mediate or facilitate the conflict, and
- c. Asking the Chair to set up a process to resolve the conflict.

***SECTION 6 – GRIEVANCE AND CONFLICT RESOLUTION - Excerpt from the IWSO Staff Personnel Policy Manual***

### 6.1 CONFLICT RESOLUTION PROCESS

*POLICY:* IWSO is committed to resolving conflict in a timely manner and at the level which the conflict occurs. If this is not possible then the staff member will have organizational supports to resolve the conflict. IWSO will approach conflict resolution in a four (4) tiered approach.

*STEP 1:* Quick and immediate identification of problems and resolution of them by the people principally involved through the use of constructive feedback techniques.

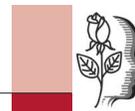
*STEP 2:* A staff member requests the assistance of a Program Manager or fellow staff member to problem-solve.

*STEP 3:* Assistance from a mediator outside of the work space (Executive Director, another staff person, independent consultant) to ensure a resolution to the problem.

*STEP 4:* Proceed with the grievance procedure.

### 6.2 CONFLICT RESOLUTION

*POLICY:* Conflict is a normal part of a working environment and IWSO will encourage all staff and board members to deal with conflict in an open and respectful manner.



1. Every attempt will be made to resolve conflict within IWSO in a timely, fair and amicable way. To ensure that, all staff will be provided with conflict resolution skills through training and a process to resolve conflict. (See Appendix)
2. Employees are encouraged to use organizational process like staff meetings, supervision sessions and employee feedback to voice their concerns and issues.
3. Where a dispute appears irreconcilable between the parties after following the informal process, mediation can be offered to assist with the resolution of conflict.
4. The request for a mediator must be made to the Executive Director and approved by the Personnel Committee
5. The Executive Director will engage a mediator acceptable to all parties and which is within the financial resources of the organization. This arrangement will be made within ten (10) days of the approval by the Personnel Committee.
6. The mediation process shall include interviews with all related parties and a written report prepared by the mediator with specific recommendation and will be submitted to the Executive Director and the Chair of the Personnel Committee.
7. The primary responsibility for successful resolution of the conflict rests with the parties in the dispute.
8. The number of hours for which employees shall be paid to participate in the mediation process will be determined by the Executive Director and the Personnel Committee and will take into account such factors as length of employment, nature of the conflict, potential for effective resolution and other cost-benefit considerations.

### **6.3 GRIEVANCE PROCEDURE**

*POLICY:* All reasonable steps must be taken to resolve differences at the level which they occur. If this is not possible, then the employee has a right to file a grievance.

1. Grievances will be presented orally or in writing to the Executive Director and clearly describe the nature of the problem and any suggested solutions that the employee may have.
2. The employee submits the grievance personally, but may request another employee or friend to appear with her for support. The role of that employee/friend is to be a personal support and will agree to respect the confidential nature of the process.
3. The Executive Director, to the best of her ability, is required to inform, listen, and counsel the employees on the matters affecting them, and shall recognize that the employee has the right to file a grievance without retribution or prejudice.
4. The Executive Director will make every effort to resolve the complaint at this



step and shall keep written notes on the presentation, whether resolved or not, so there can be a permanent record and signed by the Executive Director and the employee. This step will be completed in five (5) working days in which to provide a written reply. During this period, the Executive Director may seek additional background information which to base a decision.

5. The staff member can appeal the decision to the Personnel Committee. The Personnel Committee would:
  - Review that the Executive Director has followed all the steps in the above process.
  - Should steps have been missed, repeat the above process. If no steps have been missed, the Personnel Committee chairperson will meet with the Executive Director and the employee to identify how the problem can be resolved.
  - If no resolution can be found, the Chair of the Personnel Committee will put a recommendation to the Personnel Committee.
  - Throughout this process, the Personnel Committee Chair has the right to include any member of the Personnel Committee in this process.
6. If the staff member is not satisfied with the outcome of her grievance she can appeal directly to the Chair of the Board. Such appeals must be made in writing within two (2) days of the outcome of the Personnel committee's decision on the appeal in writing to the employee, with copies to the Executive Director and the Chair of the Personnel Committee.
7. All documentation related to the appeal will be kept in the employee's file. After two years, the employee may submit a request to the Executive Director that all such documentation be removed from the personnel file.
8. Should the concern be related to the Executive Director, the grievance would go directly to the Personnel Committee.
9. Employees shall not discuss any grievance with clients or ex-clients of the service.



## 10. BOARD EVALUATION TOOLS

### A. Proposed Board Evaluation Tool

AREA	AGREE STRONGLY	AGREE	AGREE SOMEWHAT	DISAGREE SOMEWHAT	DISAGREE	DISAGREE SOMEWHAT
1. IWSO orientation for board members adequately prepared us to fulfill their governance responsibilities.						
2. This board is actively involved in planning the direction and priorities of the organization.						
3. The board does a good job of evaluating the performance of the ED (measuring results against objectives).						
4. IWSO is financially sound (viable and stable).						
5. Board members demonstrate clear understanding of the respective roles of the board and ED.						
6. The organization's resources are used efficiently (good value for money spent).						
7. The board has high credibility with key stakeholders (e.g. funders, donors, consumers, collateral organizations or professionals, community, staff).						



AREA	AGREE STRONGLY	AGREE	AGREE SOMEWHAT	DISAGREE SOMEWHAT	DISAGREE	DISAGREE SOMEWHAT
8. Board members demonstrate commitment to IWSO's mission and values.						
9. Board members comply with requirements outlined in key elements of the governance structure (bylaws, policies, code of conduct, conflict of interest, traditional/cultural norms, etc.).						
10. The board's capacity to govern effectively is not impaired by conflicts between members.						
11. There is a productive working relationship between the board and the ED (characterized by good communication and mutual respect).						
12. I am confident that this board would effectively manage any organizational crisis that could be reasonably anticipated.						
13. Board meetings are well-managed.						
14. The board uses sound decision-making processes (focused on board responsibilities, factual information, efficient use of time, items not frequently revisited, effective implementation).						
15. IWSO has a good balance between organizational stability and being open to new ideas.						



**Closing Question:** Based on my ratings of the Board, what suggestions do you have to improve the effectiveness of the IWSO board?

### B. Personal Board Members Self- Assessment Tool

AREA	AGREE STRONGLY	AGREE	AGREE SOMEWHAT	DISAGREE SOMEWHAT	DISAGREE	DISAGREE SOMEWHAT
a) I was able to follow the Code of Conduct.						
b) I met all of my responsibilities as a Board member.						
c) I was able to speak openly and safely at the Board meetings.						
d) I was able to bring my skills and abilities to the Board work.						
e) I was an effective Board member.						

**Closing Question:** What would have been helpful to make me a more effective board member at IWSO?



---

## 11. ANNUAL BOARD ORIENTATION

(SEE APPENDIX B AND C)

Consistent with the IWSO Board timeline, the Board will receive an orientation to their responsibilities at a special meeting of the Board each October (or one month after being elected).

The Board orientation has three objectives. Board members will get an overview of:

- a. IWSO programs, services and activities,
- b. IWSO governance structure and fiduciary, legal and employer responsibilities as a board member of IWSO, and
- c. The current strategic plan.

*See Appendix B for the previous Board orientation agenda and Appendix C for the governance power point presentation.*



## 12. SUCCESSION PLAN FOR THE EXECUTIVE DIRECTOR

### DRAFT POLICY

#### Policy Statement:

A change in executive leadership is inevitable for all organizations and can be a very challenging time. Therefore, it is the policy of the IWSO to be prepared for an eventual permanent change in leadership – either planned or unplanned – to insure the stability and accountability of the organization until such time as new permanent leadership is identified. The board of directors shall be responsible for implementing this policy and its related procedures.

It is also the policy of the board to assess the permanent leadership needs of the organization to help insure the selection of a qualified and capable leader who is representative of the community, a good fit for the organization's mission, vision, values, goals and objectives, and who has the necessary skills for the organization. To insure the organization's operations are not interrupted while the board of directors assesses the leadership needs and recruits a permanent executive officer, the board will appoint an interim Executive Director as described below. The interim Executive Director shall ensure that the organization continues to operate without disruption and that all organizational commitments previously made are adequately executed, including but not limited to, programs and services delivered, reports due and other obligations clients and partners of IWSO.

It is also the policy of the IWSO to develop a diverse pool of candidates and consider at least three finalist candidates for its permanent Executive Director position. The IWSO shall implement an external recruitment and selection process, while at the same time encouraging the professional development and advancement of current employees. The interim ED and any other interested internal candidates are encouraged to submit their qualifications for review and consideration by the transition committee according to the guidelines established for the search and recruitment process.

#### Procedures for Succession:

For a temporary change in Executive Director (i.e., illness or leave of absence) the Executive Director will have a member (or members) of the management team. In the event the Executive Director of IWSO is no longer able to serve in this position



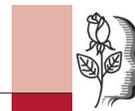
(i.e., leaves the position permanently), the Executive committee of the board of directors shall do the following:

1. Within 5 business days appoint an interim Executive Director according to the following line of succession:

- a. Current IWSO Manager for the two core programs
- b. Manager in one of the non-core programs
- c. external consultant (with experience as an interim executive director)

2. Within 15 business days appoint an executive transition committee, in the event that a permanent change in leadership is required. This committee shall be comprised of at least one member of the executive committee and two members of the board of directors. It shall be the responsibility of this committee to implement the following preliminary transition plan:

- a. Consider the need for consulting assistance (i.e., transition management or executive search consultant) based on the circumstances of the transition.
- b. Review the organization's business plan and conduct a brief assessment of organizational strengths, weaknesses, opportunities and threats to identify priority issues that may need to be addressed during the transition process and to identify attributes and characteristics that are important to consider in the selection of the next permanent leader.
- c. Establish a time frame and plan for the recruitment and selection process.
- d. Refer to the Hiring Policy and Procedures in the Personnel Manual for additional procedures.



## APPENDIX A: COMMITTEES TERMS OF REFERENCE

### FINANCE COMMITTEE

The Finance Committee makes recommendations to the Board regarding finances, consistent with the stated goals and objectives of the agency.

The Finance Committee is chaired by the Treasurer.

#### *Responsibilities*

1. Review annual budgets - composite and individual programs.
2. Ensure proper book-keeping practices.
3. Advise the Executive Committee on salaries and benefits, as needed.
4. Monitor the financial management of the agency.
5. Share information on possible funding sources.
6. Identify program/service activities where fundraising is required.

#### *Term*

The term of members of the committee is consistent with the membership year as per the By-laws.

#### *Frequency of Meetings*

The Finance Committee will normally meet up to 10 times per year.

### TERMS OF REFERENCE

#### Program and Policy Committee

The Program and Policy Committee advises the Board of Directors on the development and Implementation of programs, policies and activities of IWSO in accordance with the stated goals and objectives.

#### *Responsibilities*

- Provide input in planning of new programs; review funding proposals and recommend them to the Board for approval.
- Establish guidelines, mandates, goals, protocols and procedures for program delivery.
- Ensure periodic program evaluation and make recommendations to the Board for changes or program expansion.



- 
- Ensure outreach to immigrant and visible minority women in the community and ensure that a base for community support and partnership is incorporated into all programs.
  - Propose policies as may be deemed necessary to ensure the agency's compliance with all regulations.
  - Ensure appropriate policies are implemented.
  - Develop an evaluation tool for the Board of Directors

#### *Membership*

- The committee will be comprised of 8 persons including community representatives, of which 5 will be Board members. The Chair of the Board and the Executive Director will be ex-officio members of the committee.

#### *Approach*

- The meetings will be chaired by a member of the Board.

#### *Frequency of Meetings*

- Meeting frequency may vary depending on the issues or assignments delegated by the Board from time to time.

#### *Time Frame*

- The time frame will coincide with the year of the Board – from October to September.

Program & Policy – Approved January 24, 2006



## APPENDIX B: DRAFT ORIENTATION AGENDA

### Goals for the meeting:

- To get an orientation to the IWSO.
- To get an overview of the governance structure and the board and employer responsibilities of being an IWSO board member.
- To discuss specific parts of the strategic plan.

**Participants:** The board and staff of IWSO.

### AGENDA

#### *5:30 Opening*

- Welcome and Opening
- Introduction Exercise
- Purpose and agenda

#### *6:00 History of IWSO*

- Using the Map, provide the history of IWSO

#### *6:15 The current IWSO*

- What programs are delivered today

#### *7:00 Close of the Staff/Board session*

#### *7:10 Governance in IWSO (Powerpoint)*

- Governance Manual
- Governance Policy, Code of Conduct Board Responsibilities

#### *8:00 The Strategic Plan*

- Overview
- Board Work plan and responsibilities around the strategic plan

#### *8:30 Adjourn for the night*