

**SOCIAL PLANNING & RESEARCH COUNCIL
OF HAMILTON**

**BOARD MEMBERS' MANUAL
2017/2018**

BOARD MEMBERS' EDITION

Revised September 2017



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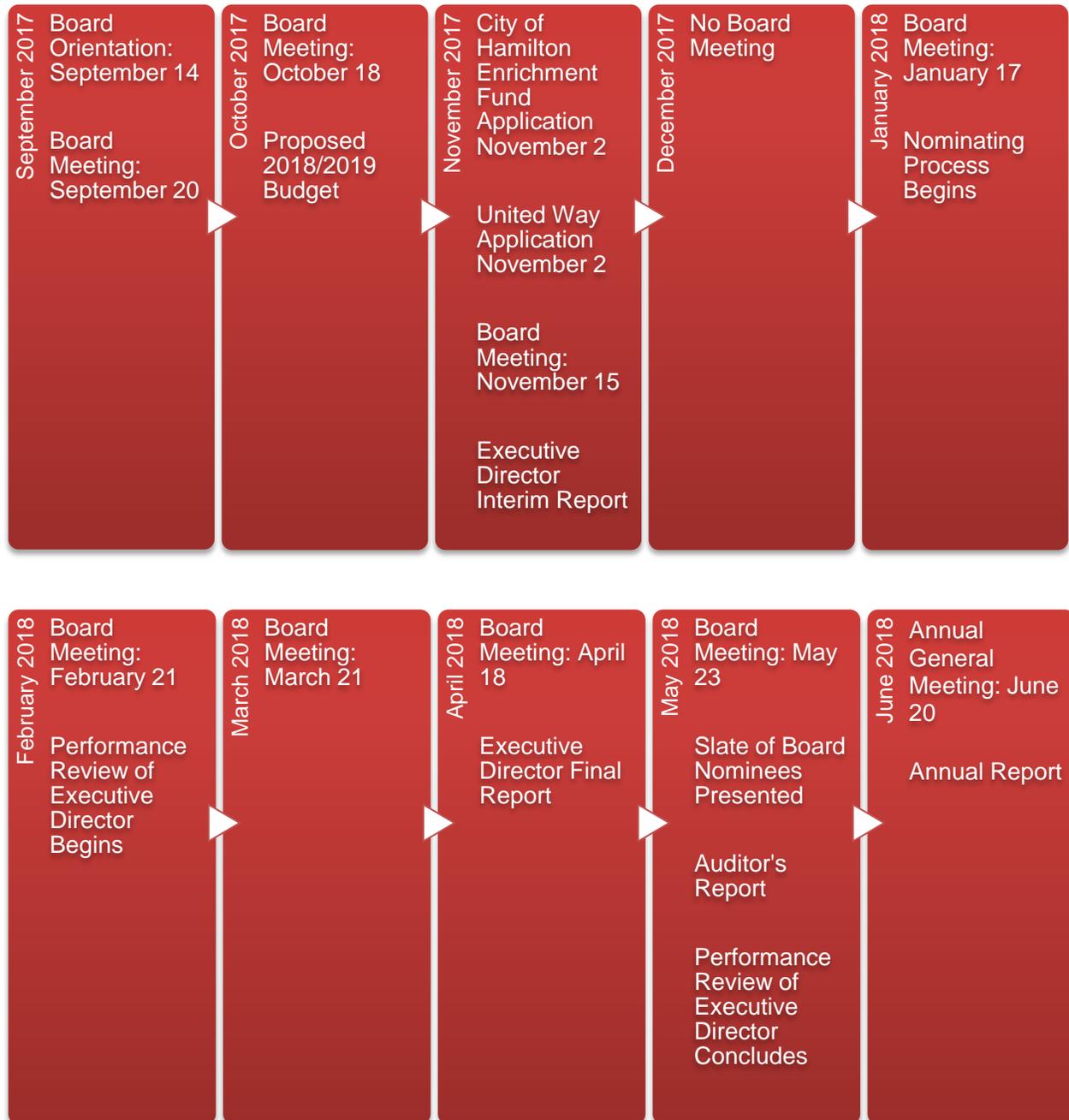
United Way Funded Agency

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SECTION 1: YEAR-AT-A-GLANCE



Where: Social Planning and Research Council of Hamilton
350 King Street East, Suite 104, Hamilton, ON L8N 3Y3

When: 6:00 pm – 7:30 pm

SECTION 2: STRATEGIC PLAN 2014-2017

Revised 2014

INTRODUCTION

This current Strategic Plan for the SPRC offers a comprehensive long range view to guide the work of the organization several years into the future. It takes account of recent accomplishments, current partnerships and commitments along with emerging community issues.

BACKGROUND AND PROCESS

A variety of information sources have been used as reference points for the development of this strategic plan. These include consultations with community groups, project partners and funders, reviewing results of program evaluations, and engaging in discussions with Board, staff and members.

In addition, informational sources were used including socio-demographic data and profiles that have been produced recently at SPRC and in the community as well as those that are currently under development at the SPRC. We also incorporated a scan of significant broad based community planning initiatives that have taken shape over recent years to address significant community issues.

A significant influence in shaping our strategic plan is the relationships that SPRC engages in with funders of voluntary sector service. As those funders revise their social change priorities for community investment, the SPRC both informs and responds to build synergies on common priorities. The SPRC then defines collaborative projects and partnership initiatives with funders and other organizations in the community that will address significant issues of common concern.

The strategic plan continues to be subject to review and renewal.

MISSION

- To improve the quality of life for all citizens by engaging in activities, this will result in:
 - improved social policies and services
 - maximized access for all citizens to the opportunities afforded by society
 - effective citizen involvement in the continuing consideration of social issues



VISION

- To create a community that provides a socially, physically, and economically supportive environment and supports public participation and community integration to preserve and enhance the health and well being of our population.



VALUES

- The SPRC commits to ethical practice that will:
 - improve community conditions in a way that respects the rights of individuals
 - ensure that programs and priorities are developed through processes that ensure an opportunity for input from community members
 - endeavor to work for the empowerment of disenfranchised community members and ensure that resources and conditions necessary to well being are available to all
 - programs and policies of the SPRC will anticipate and respect diverse values, beliefs and cultures in the community
 - create sustainable, equitable, respectful and supportive environments that will enhance the physical and social environment

STRATEGIC DIRECTIONS	
OBJECTIVES	ACTIONS
<ul style="list-style-type: none"> ▪ Identify social issues of importance ▪ Focus on vulnerable populations and marginalized communities, i.e. aboriginal population, women with low incomes, immigrants, precarious work, equitable practices, and lower city neighbourhoods ▪ Ensure work on these issues is well founded in research and knowledge of the community ▪ Contribute to the development of solutions and strategies that improve social conditions ▪ Contribute to implementation of those solutions ▪ Be a catalyst for change ▪ Define strategies for building commitment on issues ▪ Take leadership on issues ▪ Explore new avenues of funding support for the SPRC ▪ Strengthen key funding relationships ▪ Enhance communication of SPRC issues and accomplishments 	<ul style="list-style-type: none"> ▪ Monitor information sources including: local contacts, networks and organizations ▪ Monitor data and literature ▪ Partner with local organizations and funders in developing strategies for action ▪ Participate in community planning tables ▪ Foster productive working relationship with the United Way of Burlington and Greater Hamilton

SOCIAL PRIORITY GOALS			
PRIORITY	OBJECTIVES	ACTIONS	TIMELINE
Poverty	To provide information and support to local poverty reduction initiatives.	<i>Research:</i> <ul style="list-style-type: none"> ▪ Trends in Hamilton ▪ Profiling Selected Neighbourhoods in Hamilton ▪ Report on urban Aboriginal population ▪ Report on Poverty – update ▪ Report on Immigration 	2014 – 2017 2014 – 2017 2014 – 2017 2014 – 2018 2017 – 2019
	Provide support to groups and organizations in Hamilton concerned with poverty and poverty reduction strategies.	<i>Community Planning:</i> <ul style="list-style-type: none"> ▪ Hamilton’s Roundtable for Poverty Reduction ▪ Hamilton’s Poverty Reduction Strategy - Implementation ▪ Provincial Poverty Reduction Strategy consultation – Basic Income Pilot Project ▪ Neighbourhood Action Strategy ▪ Financial Empowerment Project 	2014 – 2017 2016 – 2018 2017 – 2020 2017 2017 - 2020
Housing and Homelessness	To provide information and support to local housing initiatives that will increase the supply of adequate affordable housing in Hamilton.	<i>Research:</i> <ul style="list-style-type: none"> ▪ Census data report (update) on housing trends and issues 	2017 - 2018
		<i>Community Planning:</i> <ul style="list-style-type: none"> ▪ Aboriginal Housing First Point in Time ▪ Community research, planning and evaluation in support of homelessness 	2017 – 2018 2014 – 2018

SOCIAL PRIORITY GOALS			
PRIORITY	OBJECTIVES	ACTIONS	TIMELINE
Healthy Development of Children and Youth	To develop programs that will benefit the healthy development of children and youth in Hamilton.	<i>Research:</i> <ul style="list-style-type: none"> Research support to the Hamilton Street Youth Collaborative 	2014 – 2018
		<i>Community Planning:</i> <ul style="list-style-type: none"> Coordinate and support the delivery of Community Action Program for Children (CAPC) in east Hamilton Increase student nourishment programs in Hamilton and the resources needed to support them (Tastebuds) 	2017 – 2020 2017 – 2020
Equity and Inclusion	To research and report on issues of cultural diversity, anti-racism, anti-oppression, diversity in sexual orientation.	<i>Research:</i> <ul style="list-style-type: none"> Examine the needs and interests of marginalized and disadvantaged groups in Hamilton particularly the interests of cultural and racial minorities and newcomer populations 	2017 – 2018
		<i>Community Planning:</i> <ul style="list-style-type: none"> Partner with other local organizations to provide training and support the development of LGBTQ+ policies and social supports 	2014 - 2017

New Trends and Issues:

The SPRC will continue to be responsive to the continuous identification of and response to issues that emerge as vital community concerns, particularly where they will have an impact on socially excluded populations in Hamilton.

Issues related to an aging population in Hamilton are of increasing interest. The SPRC continues to monitor the extent to which the existing network of services in the community serving seniors are able to manage challenges or require the support of SPRC to do so.

Issues related to mental health and addictions are also of increasing interest. The role for the SPRC will be gathering evidence on root causes, identifying preventative strategies and supporting collaborative approaches to improving conditions.

**All goal statements are subject to revision and renewal by the Board of Directors in 2017*

COMMUNICATIONS AND MARKETING		
PRIORITY	ACTIONS	TIMELINE
Enhance communication with community stakeholders about SPRC services to increase understanding of the work of SPRC and increase support for our work.	<ul style="list-style-type: none">▪ Implement a detailed and systematic communications plan	2014 – 2018
Enhance relationships with funders of community services.	<ul style="list-style-type: none">▪ Ensure funders receive information about SPRC reports and accomplishments	2014 – 2018
Establish the United Way as a priority stakeholder in the services of SPRC.	<ul style="list-style-type: none">▪ Partner with the United Way to ensure that their needs as a funder are met▪ Integrate the priorities of the SPRC in the partnership	2017 – 2020
Strengthen relationships with community leaders, voluntary sector service providers and policy makers.	<ul style="list-style-type: none">▪ Develop ‘friends of the SPRC’; recruit community champions that share our vision▪ Develop communication links with students, academics and community volunteers	2014 – 2018
Increase resource allocation to communications and marketing.	<ul style="list-style-type: none">▪ Seek out and secure new funding to support initiatives	2014 – 2018

OPERATIONAL	
PRIORITY	ACTIONS
Staff members are to be adequately compensated, supported, trained and encouraged to be successful.	<ul style="list-style-type: none"> ▪ Ensure the salaries and benefit package for SPRC staff meets their individual and professional needs as well as the needs and capacities of the organization ▪ Enhance investments in staff training and development
Volunteers are to be engaged, respected and supported in their efforts to improve conditions in the community in concert with the SPRC.	<ul style="list-style-type: none"> ▪ Participate in and contribute where appropriate to the process of improving the profile and awareness of the Social Planning and Research Council of Hamilton and its service to the community
Strengthen SPRC internal policies and practice to serve as a model organization in terms of ethical practice, health and safety practice and high standards of service.	<ul style="list-style-type: none"> ▪ Engage workplace Health and Safety Committee in development of policies and practices
Continue to make progress in building the Stabilization Fund to the target level of \$200,000 over the next ten years.	<ul style="list-style-type: none"> ▪ Budget forecast and fundraising strategy
Maintain a fundraising strategy that will contribute resources to the SPRC and build relationships amongst its supporters.	<ul style="list-style-type: none"> ▪ Engage staff and leadership volunteers in fundraising initiatives

SECTION 3: CORE BUDGET 2017 - 2018

Revenue	
United Way	106,951
Contributions	510
Memberships	3,060
City of Hamilton	43,656
Purchase of Service	385,500
Interest	1,530
Rental Revenue	10,800
Total	552,007
Expenses:	
Salaries	338,500
Benefits	74,000
Professional Fees	9,500
Supplies	10,200
Telephone	11,220
Postage	8,160
Rent and Utilities	46,000
Insurance	5,000
Public Relations	10,200
Staff Transportation	5,100
Staff Development	6,120
Volunteer Expenses	6,120
Dues/Periodicals/Memberships	4,590
Equipment & Maintenance Contracts	11,220
Other Admin Cost	5,610
Stabilization Fund	0
Total	551,540
Previous Year Surplus	
Current Year Surplus	467
Total Surplus	467

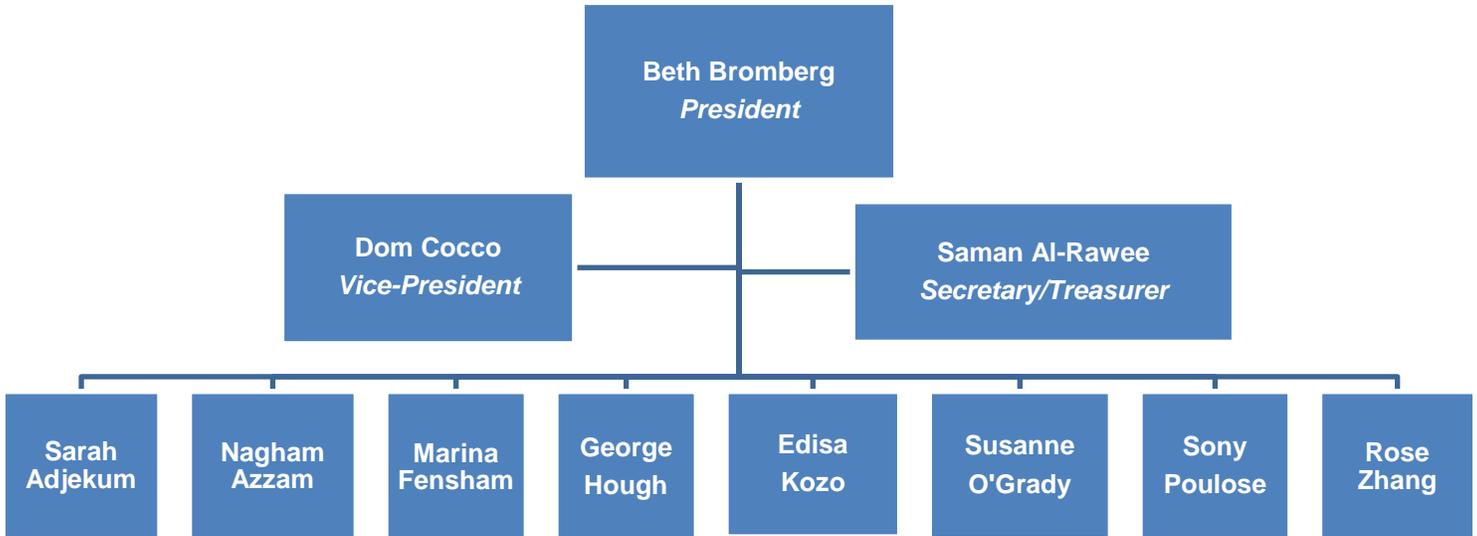
The total budget of the SPRC is divided into two components:

- a) **Core Budget:** Supports core staff and overhead costs.
- b) **Project Budget:** Revenues and expenditures related to funded projects.

The majority of project funds are used to pay project staff and cover project expenses. These funds do not flow through the core budget. A small proportion of project funds do enter our core budget through the “purchase of service” revenue line. These funds are used to compensate core staff time that is used to support the project, e.g. project staff, administrative support, etc. The SPRC periodically acts as a “trustee” for groups which have received funding but are unable to manage their own funds. These funds are typically set up as projects within the project budget. The project budget can fluctuate dramatically from year to year and is relatively unpredictable for projection purposes. As a result, the primary financial planning vehicle is the core budget.

SECTION 4: COMMITTEES

4.1 BOARD OF DIRECTORS COMMITTEE



4.1.1 BOARD JOB DESCRIPTION

The Board of Directors is collectively accountable to funders, consumers and other groups who are committed to the philosophy of equal participation among all citizens in community affairs.

General Duties:

- Attend monthly Board meetings
- Work as a team member and support board decisions
- Participate in the review of the mission and objectives and the development of a strategic plan
- Approve budgets and monitor financial performance
- Abide by the by-laws, code of conduct and other policies that apply to the board
- Participate in hiring, releasing and performance evaluation of the Executive Director
- Participate in the recruitment of new Board members
- Participate in committee work
- Attend and participate in the Annual General Meeting
- Keep informed about community issues relevant to the mission and objectives of the SPRC
- Participate annually in the United Way Workplace Campaign

4.1.2 PRESIDENT JOB DESCRIPTION

Duties:

- Attendance at monthly Board meetings, Board Orientation and the Annual General Meeting
- Chairing monthly Board meetings
- Ensuring that the Board operates in a manner consistent with the SPRC by-laws
- Ensure that the Board's behaviour is consistent with its own rules and those legitimately imposed upon it from outside the organization
- Responsible for ensuring good Board practices including the effectiveness of meetings and adherence to by-laws and other Board rules

- Ensure that Board members are aware of their duties and will set these out as required in policies that are directed to the work of the Board itself
- Preparing for and chairing the Annual General Meeting
- Preparation of the President and Executive Directors report for inclusion in the Annual Report
- Co-signing contracts, proposals and grants on behalf of the SPRC
- Be available to the Executive Director for consultation purposes

4.1.3 PAST- PRESIDENT JOB DESCRIPTION

Duties:

- Attendance at monthly Board meetings and the Annual General Meeting
- Provide support and counsel to the President
- Recruit and identify potential Board Members for the SPRC

4.1.4 VICE-PRESIDENT JOB DESCRIPTION

Duties:

- Attendance at monthly Board meetings and the Annual General Meeting
- Act on behalf of the Board Chair, in their absence and shall have all the duties and responsibilities of the Board Chair
- Assist the Board Chair in ensuring that the Board operates in accordance with its own policies and procedures and in providing leadership and guidance to the board

4.1.5 SECRETARY/TREASURER JOB DESCRIPTION

Duties:

- Attendance at monthly Board meetings and the Annual General Meeting
- Ability to read/understand/interpret financial statements for Board members
- Signing authority on behalf of the Board for financial matters
- Approve payroll on bi-weekly basis
- Signing, approving and faxing financial documentation
- Keep in contact with the SPRC Financial Administrator
- Bi-weekly signing of cheques for bills by being available to meet with the Financial Administrator either at your office location or home.
- Monthly signing of Board minutes once approved at Board meetings

4.2 HUMAN RESOURCES COMMITTEE

The Human Resources Committee will focus on executive development, succession planning, remuneration and performance evaluation of the SPRC's Executive Director. When requested, the Committee will also provide guidance to the Executive Director seeking strategic insight into executive Human Resources performance evaluation, succession planning and compensation.

4.3 NOMINATIONS AND GOVERNANCE COMMITTEE

Chair: Susanne O'Grady, *Board Member*

The Nominations and Governance Committee will be responsible for the nominating process for the Board of Directors, governance education, development and governance evaluation processes. Responsibilities of this standing committee include reviewing and making recommendations concerning Council policies and by-law changes.

4.4 AUDIT COMMITTEE

Chair: Saman Al-Rawee, *Secretary/Treasurer*

The Audit Committee assists the Board in reviewing the SPRC's administrative systems regarding financial accounting and reporting and provides a focal point for communication between the External Auditor and the Board.

4.5 MARKETING/MEMBERSHIP COMMITTEE

Chair: George Hough, *Board Member*

The Marketing/Membership Committee is an ad hoc sub-committee of the Board. This committee is responsible for helping to develop and execute the long-term marketing plan in an effort to further develop SPRC membership.

4.6 STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee is an ad-hoc sub-committee of the Board. This committee will help with the development of the 2016-2019 strategic plan.

4.7 COMMITTEE OPERATING PROCEDURES

CHAIRPERSON

To be appointed by the President based on recommendations of the committee members involved. The appointment should be confirmed by the Board.

MEMBERS

To be appointed by the President in consultation with the committee chairperson and the Board. Committees with the power to add shall be so designated when the committee is first formed.

OBJECTIVES

The objectives of Board Advisory Committees, and their progress in meeting these objectives, shall be reviewed by the Board of Directors at least annually, following the annual meeting. Board Advisory Committees are responsible for confirming with the Board, changes which they may feel are appropriate in their community objectives. In these circumstances, where a Board Advisory committee is authorized to develop specific objectives, the objectives should be approved by the Board.

TENURE

Committee membership, including chairperson, shall be reviewed at least annually following the annual meeting. Committee chairpersons and members shall be appointed annually and may be re-appointed for a maximum of three years. Individual exceptions may be made (e.g. three year committee member who might be invited to continue as chairperson of that committee for a specified term).

TYPE OF COMMITTEE

The SPRC has standing, ad hoc, and staff advisory committees*. The SPRC's standing committees, subject to annual review, are:

- those committees dealing with overall administration matters and;
- the advisory committees perform an advisory role to staff.

COMMITTEE SIZE

The number of individuals on a committee may vary although it is suggested that seven members is a reasonable size for an effective working group.

BOARD COMMITTEES (STANDING & AD HOC)

- Committees of the Board report directly to the SPRC Board of Directors through their chairpersons or delegate, on all matters relating to policy
- The Executive Director is responsible for staff on all matters relating to personnel policy and practices.
- Budget and finance are the responsibility of the Board of Directors through the Executive Director.
- The approval of the Board is required when issuing policy statements (when expediency dictates, the issuing of policy statements can be approved tentatively by the Executive Director and the President)

Staff Committees (Advisory)*

- The role of the staff advisory committees is limited to advising staff on implementation strategies for policies already approved by the Board.

Committee (Policy Reports)

- Committee policy reports must be processed through the Board, with Board of Directors' approval, they become official policies of the SPRC.

Progress Reports

- At the end of each quarterly period, the Executive Director will give an update on those committees that have not reported to the Board during that time.

Public Information

- The SPRC Board of Directors meetings are open to the public and media. Material brought to the Board is considered public information at that time although there may be circumstances in which matters may be confidential ie. personnel issues. To deal with business of this kind the Board will move to convene an 'in camera' or closed meeting.
- There may be occasions when a committee, which is planning to submit a report to the Board, wishes to share its report in confidence with an appropriate group in the community before the report is made public at a Board meeting. The nature of this process should be understood by the parties concerned, particularly from the point of view of the stage of development of the report.

General Procedure

- The By-Laws contain the appropriate information about the membership, the Board of Directors, the Committee of the Whole and the Officers of the SPRC.

**Note: Staff Advisory Committees will be established by staff as required to assist staff with project specific issues. Staff Advisory Committees will have terms of reference designed specifically for their purpose. These committees will vary in size, purpose and duration on a project by project basis.*

SECTION 5: BOARD GOVERNANCE POLICIES

5.1 EXECUTIVE LIMITATIONS

POLICY #1 - GENERAL EXECUTIVE CONSTRAINT

The Chief Executive Officer shall not cause or allow any operational practice, activity, decision or organizational circumstance which is either imprudent or in violation of community accepted business and professional ethics, nor violate an obligation this Board of Directors has already made with another organization nor in violation of organizational values as set out in the Mission Statement and Statement of Philosophy.

POLICY #2 - STAFF TREATMENT

With respect to the treatment of employees (paid staff) and volunteers the Chief Executive Officer shall not cause or allow conditions, procedures, actions or decisions that are unlawful, unethical, unsafe, disrespectful, undignified, immoral, or unclear.

The Chief Executive will not:

1. Operate without written human resources/personnel administrative policies that:
 - a) Clarify personnel rules and procedures for staff;
 - b) Provide for an effective handling of grievances, including an opportunity to grieve to the Board (when applicable) when all internal avenues for grievance are exhausted and the employee alleges that Board policy has been violated;
 - c) Include adequate job descriptions for all staff positions;
 - d) Include salary and compensation plans that comply with federal and provincial legislation and have regard for a living wage;
 - e) Include an effective personnel performance evaluation system;
 - f) Establish procedures for reductions in force;
 - g) Protect against sexual harassment and violence in the workplace;
 - h) Protect against racial, religious, gender, age, sexual orientation, disability, and ethnic bias or discrimination;
 - i) Protect against an unhealthy or unsafe work environment;
 - j) Provide a fair and equitable internal recruitment process;
 - k) Fail to hire only highly qualified candidates;
 - l) Fail to provide adequate job training and opportunities for professional development; and
 - m) Fail to protect confidential information regarding employees and volunteers.

POLICY #3 – TREATMENT OF CLIENTS

With respect to the interactions with clients who are applying to become clients the organization shall ensure that all conditions, procedures, and decisions are safe, lawful, dignified, and not unnecessarily intrusive, and provide appropriate confidentiality or privacy.

The intention of this policy is not to interfere with the legitimate use of service recipient information for research or quality assurance activities.

The Chief Executive shall not:

1. Elicit any information by any methods for which there are no clear necessity;
2. Use methods of collecting, reviewing, transmitting or storing client information that fail to protect against improper access to the material gathered;
3. Fail to provide appropriate accessibility and privacy at program sites and facilities;
4. Fail to provide clients with clear information of what may be expected and not expected from the service offered;
5. Fail to inform clients of this policy and to provide a grievance process to those who believe that they have not been accorded a reasonable interpretation of their rights under this policy;

6. Arbitrarily or capriciously administer service to recipients or potential clients.

POLICY #4 - BUDGETING/FORECASTING

Budgeting any fiscal year or the remaining part of any fiscal year shall not fail to derive from Board ends and priorities, risk fiscal jeopardy nor fail to be derived from a multi-year plan.

POLICY #5 - FINANCIAL CONDITION

With respect to the actual, ongoing condition of the organization's financial health, the Chief Executive may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, he or she may not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
2. Indebit the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
3. Conduct inter-fund shifting.
4. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

POLICY #6 - CHIEF EXECUTIVE OFFICER SUCCESSION

In order to protect the Board from sudden loss of Chief Executive services, the Chief Executive will have one or more other senior staff members familiar with the Board and Chief Executive issues and processes, and that the Chief Executive will have an articulated plan for Board actions to replace the Chief Executive Officer in the event that the loss of the CEO is either a long term or permanent circumstance.

POLICY #7 - ASSET PROTECTION

The Chief Executive shall not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, he or she shall not:

1. Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to Board members, staff or the organization itself in an amount greater than the average for comparable organizations.
2. Subject plant and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its Board or staff to claims of liability outside normal operating procedures.
4. Make any purchase or commit the organization to any unbudgeted expenditure of greater than \$10,000.
5. Make any purchase:
 - a) Wherein normally prudent protection has not been given against conflict of interest;
 - b) Of over \$10,000 without having obtained comparative prices and quality, however, in exceptional circumstances, the Executive Director may, with the approval of the Treasurer and one other officer of the Board, commit to a capital, service or operational purchase in excess of \$10,000 without having first obtained comparative price and quality information. This action is to be reported to the Board, for information, at subsequent meeting of the Board of Directors;
 - c) Of over \$10,000 without a stringent method of assuring the balance of long term cost and quality

6. Receive, process and distribute funds under controls which are insufficient to meet the Board-appointed auditor's standards or the guidelines established by Revenue Canada.
7. Make any investments which fail to meet the following criteria: All monies shall be invested in Chartered Banks or Credit Unions or Certificates of Deposit having a maturity of no greater than 1 year.
8. Acquire, encumber or dispose of real property.
9. The Executive Director is not to commit the SPRC to any property lease agreement for SPRC and project operation with a total value of more than \$200,000 and/or 3 years duration without approval of the Board of Directors.
10. The Executive Director may not use the SPRC stabilization/reserve funds for purposes other than reducing and protecting the contractual obligations and/or legal liabilities of the SPRC without approval of the Board of Directors.

POLICY #8 - COMPENSATION AND BENEFITS

With respect to compensation and benefits to employees, consultants, and contract workers, the Chief Executive may not:

1. Change his or her own compensation and benefits.
2. Establish current compensation and benefits which
 - a) Deviate materially from the geographic or professional market for the skills employed.
 - b) Create obligations over a longer term than revenues can be safely projected, in all events subject to losses of revenue.

POLICY #9 - COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the CEO may not permit the Board to be uninformed. Accordingly, he or she may not:

1. (That he or she may not) Neglect to submit monitoring information required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, that demonstrates the links to strategic priorities, nor fail to directly address provisions of the Board policies being monitored.
2. Let the Board be unaware of relevant trends or new opportunities, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the CEO.
4. Fail to provide a mechanism for official Board, officer or committee communications.
5. Fail to deal with the Board as a whole except when
 - a) fulfilling individual requests for information or
 - b) responding to officers or committees duly charged by the Board.
6. Fail to report in a timely manner an actual or anticipated non compliance with any legislated requirements, policy of the Board or the need for the development of additional policy.
7. Fail to respond to information request from the Board.

POLICY #10 - FUNDRAISING

With respect to fundraising, he or she shall not:

1. Offend established policies of our funders; raise funds for purposes we don't intend to achieve; not draw from resources which don't support values of social justice.

POLICY #11 - ONTARIO WORKS

The Chief Executive Officer must not actually pursue a Workfare placement for SPRC.

5.2 GOVERNANCE PROCESS

POLICY #12 - GOVERNANCE COMMITMENT

The Board will govern the Social Planning and Research Council of Hamilton with a strategic perspective in accordance to the Mission Statement and Statement of Philosophy and will be accountable to funders, consumers and other groups who are committed to the philosophy of equal participation among all citizens in community affairs.

POLICY #13 - GOVERNING STYLE

The Board will govern with an emphasis on outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and Chief Executive roles, collective rather than individual decisions, future rather than past or present, and will govern with accordance to the strategic plan's mission, vision and values. The Board will be proactive and responsive to community needs.

More specifically, the Board will:

1. Operate in ways mindful of its trusteeship obligation to those who morally own the organization, and with attention to the organization's values as reflected in the organization's Mission Statement and Statement of Philosophy. It will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling this commitment.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, and speaking with one voice, and ensuring the continuity of governance capability. Continual redevelopment will include orientation of new members in the Board's governance process and periodic Board discussion or process involvement.
3. Direct, control and inspire the organization through the careful establishment of the broadest organizational 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 (ends), not on the administrative or programmatic means of attaining those effects.
4. Cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be an initiator of policy. The Board will use the expertise of individual members, staff and members of the community to enhance the ability of the Board as a body, rather than to substitute their individual judgments for the Board's values.
5. Monitor and discuss the Board's process and performance on a regular basis. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories the moral Ownership rests with funders, consumers and other groups who are committed to the philosophy of equal participation among all citizens in community affairs.

POLICY #14 - BOARD JOB DESCRIPTION

The job of the Board is to represent the "moral ownership" (public, membership) in determining and demanding appropriate organizational performance. To distinguish the Board's own unique job from the jobs of its staff, the Board will concentrate its efforts on the following job "products" or outputs:

1. A link between the organization and the diverse communities of Hamilton¹.
2. Written governing policies which, at the broadest levels, address:

¹ All references of Hamilton-Wentworth have been replaced with Hamilton.

- a) Ends:
Organizational products, impacts, benefits, outcomes, recipients, and their relative weight (what good for which needs at what cost).
 - b) Executive Limitations:
Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c) Governance Process:
Specification of how the Board conceives, carries out and monitors its own task.
 - d) Board-CEO Relationship:
How power is delegated and its proper use monitored; the CEO role authority and accountability.
3. The assurance of CEO performance (against policies in 2.a) and 2.b)

POLICY #15 - CHAIRPERSON'S ROLE

The job "product" of the President/Chairperson is, primarily, to ensure the Board's work is consistent with its agreed upon governing style and, secondly, occasional representation of the Board to outside parties. He President/Chairperson is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in specifically authorized instances.

1. The job of the President/Chairperson is to ensure that the Board's behaviour is consistent with its own rules and those legitimately imposed upon it from outside the organization.
 - a) Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the CEO. This would include issues related to the "ends" of the organization and general policy statements which reflect the position or stance of the organization on social policy issues.
 - b) Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
 - c) Board members will be deemed to be present if they participate in meetings of the Board and voting processes by telephonic or electronic means with the acknowledgement of the President or his or her designate at a meeting.
2. The authority of the President/Chairperson consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-CEO Relationship, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - a) The President/Chairperson is empowered to chair Board meetings with all the commonly accepted authority of that position (e.g., ruling, recognizing).
 - b) The President/Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President/Chairperson has not authority to supervise or direct the CEO.
 - c) The President/Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.

POLICY #16 - BOARD COMMITTEE PRINCIPLES

Board committees will be used sparingly, and, when used, will be assigned so as to interfere minimally with the wholeness of the Board's job and so as never to interfere with delegation from Board to CEO.

1. Board committees are to help the Board do its job, not help the staff do its jobs. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board

- deliberation. Board committees are not to be created by Board to advise staff except on the request of staff.
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 Chief Executive.
 3. Board committees cannot exercise authority over staff. Because the Chief Executive works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.

POLICY #17 - COMMITTEE STRUCTURE

A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. Committees of the Board will include:

1. Ad hoc and Advisory Committee
 - a) Product:
Options and implications for Board consideration with respect to any issues around which the Board may require a public response, whether those issues are internal or external. The Committee may respond to staff when they ask for advice.
 - b) Authority:
To be determined after the development of a work plan.

2. Nominations and Governance Committee

Scope of the Committee

The Nominations/Governance Committee will be responsible for the nominating Process for the Board of Directors, governance education, development and governance evaluation processes. Responsibilities of this standing committee include reviewing and making recommendations concerning Council policies and by-law changes.

The Nominations and Governance Committee assists the Board in fulfilling its oversight responsibilities regarding the effectiveness of governance and in the development and succession-planning for the Board of Directors.

The Nominations and Governance Committee shall also be responsible for reviewing and making recommendations to the Board with respect to SPRC By-laws and governance policies, auditing compliance with these, and undertaking such other duties as the Board may from time to time assign by resolution.

Responsibilities

- a) To annually identify intentions of current Board members with respect to their continuing service on the Board to ensure timely succession planning for Board and;
- b) To establish a process for identifying, recruiting, and recommending candidates to the Board (nominees) to the Membership at SPRC's Annual Meetings ensuring the appropriate conduct of elections or acclamations;
- c) To recommend a slate of Board Officers;
- d) To arrange for orientation of new members of the Board and ongoing education and development for Directors;
- e) To review the structures and policies that govern the Board (including the by-laws) to ensure their currency and effectiveness in achieving annual and long term goals of SPRC, making recommendations to the Board of Directors regarding any changes to these;

- f) To directly monitor organizational compliance with SPRC policies or ensuring that the Board or another committee is overseeing compliance;
- g) To develop and oversee evaluation processes of the Board and the effectiveness of its meetings and culture.

Composition

A Full Member Director chairs the Committee. Although not all Nominations and Governance Committee members need be Board Directors, a majority of them must be.

The membership of the Governance and Nominating Committee consists of, at a minimum:

- President
- Two other Board Directors
- Executive Director, (or his/her designate) Ex Officio (non-voting)

The Chair will be appointed by the members of the Committee and report on Committee activities to the Full Board.

Monitoring:

The committee reports to the SPRC Board of Directors.

3. Human Resources Committee

The Human Resources Committee is a sub-committee of the SPRC Board of Directors.

Membership:

The Human Resources Committee will consist of a minimum of three Board members and the Executive Director.

Appointment of Human Resources Committee:

The SPRC Board of Directors shall, at their first meeting following the Annual General Meeting (AGM) in each year, determine the members of the Human Resources sub-committee until the following AGM. The Chair shall be voted in by the members of the committee at the first meeting following appointment of the members.

Membership is open to members external to the Board of Directors, limited to one individual identified to have a requisite skillset pertinent to the functions of the Committee.

Casual Vacancies

The Human Resources Committee from among their members of the board shall fill casual vacancies occurring in membership of the Sub-Committee.

Frequency of Meetings

The Human Resources Committee shall meet not less than 3 times in each year. One meeting must occur in April, prior to the AGM, to ensure the Performance Review of the Executive Director is reviewed. A quorum at each meeting shall be 3 members of the Board of Directors.

Record of Meetings

The Sub-Committee shall ensure that an agreed written record of each of their meetings is forwarded to the Board of Directors.

Staff Attendance

The Executive Director shall normally be required to attend all meetings of the Sub-Committee. Other staff may, at the member's discretion or the committee's request, attend meetings as required.

Functions of the Human Resources Committee

- To receive reports from the Executive Director on staffing and human resources updates and issues for the Social Planning and Research Council.
- To advise the Executive Director on staffing matters brought forward to committee meetings and ensure that the SPRC's Human Resources Policies and Procedures are followed.
- To make recommendations to the SPRC Board of Directors on all personnel matters.
- To review and advise the Board of Directors on the request for compensation brought forth by the Executive Director

4. Audit Committee

Objective

The Audit Committee assists the Board in reviewing the SPRC's administrative systems regarding financial accounting and reporting and provides a focal point for communication between the External Auditor and the Board.

Composition

The Audit Committee membership is appointed annually by the Board as a whole.

Meetings

At its first meeting of each term of office, the Audit Committee will elect a Chairperson from among its members.

If the office of Chairperson becomes vacant for any reason during a term of office of the Audit Committee, a new Chairperson will be elected from among its members.

An agenda will be prepared and distributed to members of the committee for each regular Audit Committee meeting. The agenda shall contain the following headings:

- Call to Order
- Declaration of (Direct or Indirect) Pecuniary Interest
- Minutes of Previous Meeting
- Approval of Agenda
- Presentations/Deputations
- Matters to be Considered
- Committee Member Inquiries
- In-camera meeting between the Committee and the Auditor (No staff)
- Adjournment

Minutes for each Audit Committee meeting will be prepared and distributed to the Board and will be presented to the next succeeding meeting of the Audit Committee.

Responsibilities

- The External Audit Function
 - The Audit Committee is responsible for making recommendations to the Board regarding the results of the external audit process.
 - Review the engagement letter and terms of reference for the Auditors.

- Financial and Other Reporting
 - Reviewing the annual financial statements of the SPRC in conjunction with the Executive Director, SPRC's internal accountants, and the Treasurer.
 - Reviewing financial and fiscal policies, practices and procedures.

General

- Making recommendations to the Board regarding the selection and dismissal of the External Auditor.
- Reviewing the progress made in resolving any issues raised by the External Auditor in the prior year.
- Providing opportunities for private discussion of sensitive matters raised by the External Auditor.
- Reviewing the scope and fees of professional services retained for purposes related to the Audit Committee's responsibilities.

POLICY #18 - ANNUAL BOARD PLANNING CYCLE

To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda which:

- completes a re-exploration of ends policies annually and
 - continually improves its performance through attention to Board education and to enriched input and deliberation.
1. The cycle will conclude each year at the June Board meeting in order that administrative budgeting can be based on accomplishing a one year segment of the most recent Board long range vision. The Board will develop its policies for the ensuing one year period.
 2. Education, input and deliberation, will receive paramount attention in structuring the series of meetings and other Board activities during the year.
 - To the extent feasible, the Board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.
 - Following the designation of its ends agenda, the Board will develop a Board development plan to fill any needs with respect to the ends agenda.

The sequence derived from this process for the Board planning year ending June 30 is as follows:

September

- Review of past year's agenda and orientation of new Board members.

October

- Approval of tentative SPRC budget for the next fiscal year, initial discussion of renewed priorities.
- Approve funding submission to United Way and City of Hamilton.

November

- Mid-term review of performance outcomes and program achievement areas.

January

- Beginning of nominations process for the coming year.

February

- Consult with community stakeholders on SPRC performance and priorities.
- Board discussion of nomination criteria.
- Review of Board Policies & By-Laws.
- Remuneration review of Executive Director.

March

- Convene Board/Staff retreat and environmental scan and moral ownership.
- Approval of final budget for next fiscal year.
- Decision about annual meeting re theme and speaker.

April

- Revised strategic plan.
- Health and Safety Review.
- Evaluate performance of Executive Director.

May

- Nominating process concludes and mailing to all members about Annual Meeting.
- Preparation of Annual Report by President and Executive Director.

June

- Annual Meeting and Annual Report to the membership.

POLICY #19 - BOARD MEMBERS' CODE OF CONDUCT

The Board expects of itself and its members ethical conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

1. Board members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board members acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - a) There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b) Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
 - c) Should a Board member be considered for employment, she must temporarily withdraw from Board deliberation, voting and access to applicable Board information.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a) Board members' interaction with the Chief Executive or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
 - b) Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.
 - c) Board members will make no judgments of the Chief Executive or staff performance except as that performance is assessed against explicit Board policies by the official process.

4. Compliance
The question of whether or not a member has a Conflict of Interest may be determined by a majority vote of the meeting. The failure of any member to comply does not of itself invalidate any contract, transaction, but the contract or transaction is voidable at the insistence of the Council before the expiration of two (2) years from the date of the passing of the resolution authority, the contract or transaction.
5. Reporting
When any citizen, Board member or other person becomes aware of a Conflict of Interest pertaining to any SPRC Board member, that person may bring the matter to the attention of the Chairperson and request a review by the Chairperson and the SPRC Board.

When any SPRC member is under review for a Conflict of Interest, the Chairperson may vacate the Chair and that member may participate in an informal discussion and debate of the matter. The member shall leave the meeting when the Chairperson resumes the Chair, discussion and debate are formal and the vote is taken.

When any SPRC member is found to have knowingly contravened the Conflict of Interest policy, that member will be dismissed from further responsibility with SPRC at the discretion of the Board. Changes in Board membership as a result of such actions will be reported to funders in a timely manner. The Board, when it deems necessary, will notify its funders of conflict of interest issues.

POLICY #20 - GUESTS ATTENDANCE AT BOARD MEETINGS

1. Guests wanting to make a presentation to the Board of Directors at an upcoming Board meeting must make request in advance of the meeting, to the Board President. It is recommended that guests consider making this request of the President one month in advance, or at the discretion of the President, of the meeting and in writing. Requests will be granted by the Board President. That request should identify the guest's purpose in speaking to the Board and the content of the presentation. The President will reply to each request in writing.

5.3 BOARD – STAFF RELATIONSHIP

POLICY #21 - CHIEF EXECUTIVE ROLE

The Executive Director, as Chief Executive Officer, is accountable to the Board acting as a body. The Board will instruct the Chief Executive through written policies, delegating interpretation and implementation to the Chief Executive.

POLICY #22 - DELEGATION TO THE CHIEF EXECUTIVE

All Board authority delegated to staff is delegated through the Chief Executive (the Executive Director), so that all authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the Chief Executive.

1. The Board will direct the Chief Executive to achieve certain results, for certain recipients, at a certain cost through the establishment of ends policies. The Board will limit the latitude the Chief Executive may exercise in practices, methods, conduct and other "means" to the ends through establishment of Executive Limitations policies.
2. As long as the Chief Executive uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Chief Executive is authorized to establish all further guidelines and procedures, policies, make all decisions, take all actions, establish all practices and develop all activities.
3. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between and Chief Executive domains. By so doing, the Board changes the latitude of choice given to the Chief Executive. But so long as any particular delegation is in place, the Board and

its members will respect and support the Chief Executive's choices. This does not preclude the Board from changing its policies, but in so doing, the Executive Director will be held safe.

4. Only decisions of the Board acting as a body are binding upon the Chief Executive.
 - a) Decisions or instructions of individual Board members, officers, or committees are not binding on the Chief Executive except in rare instances when the Board has specifically authorized such exercise of authority.
 - b) In the case of Board members or committees requesting information or assistance without Board authorizations, the Chief Executive can refuse such requests that require, in the Chief Executive's judgement, a material amount of staff time or funds or is disruptive.

POLICY #23 - CHIEF EXECUTIVE JOB DESCRIPTION

As the Board's single official link to the operation organization, the CEO's performance will be considered to be synonymous with organizational performance as a total.

Consequently, the CEO's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the provisions of Board policies on ends.
2. Organization operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

SECTION 6: BY-LAWS

BY- LAW NO. 9

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF:

SOCIAL PLANNING & RESEARCH COUNCIL OF HAMILTON

WHEREAS: The Corporation was incorporated by Letters Patent issued by the Ministry of Consumer and Commercial Relations on the 7th day of April, 1966 and amended by Supplementary Letters Patent issued on the 11th day of September, 1997.

The objects of the Corporation are as follows:

To encourage community-wide social research and planning through a partnership of community interests, governmental and voluntary, lay and professional, organizations and individuals, and to promote the development of private and public social, health, and recreation services in a manner that enables them to respond to the needs of people effectively and with regard to their dignity as human beings.

To engage in such other activities, particularly with respect to planning, social research, coordinating and implementing joint action by the community's organizations, as may be deemed in the general interests of the health and welfare of the residents of Hamilton².

To receive, acquire and hold gifts, donations, legacies and devises, and to expand the same in furtherance of the objects of the Corporation.

PROVIDED, however, that it shall not be lawful for the Corporation hereby incorporated directly or indirectly to transact or undertake any business within the meaning of the Loan and Trust Corporations Act.

In furtherance to such objects the Council undertakes as an independent voice in the community to improve the quality of life for all citizens by engaging in activities which will result in:

- a) improved social policies and services;
- b) maximized access for all citizens to the opportunities afforded by society; and
- c) effective citizen involvement in continuing consideration of social issues.

BE IT ENACTED AS A BY-LAW OF:

SOCIAL PLANNING & RESEARCH COUNCIL OF HAMILTON

(the "Corporation") as follows:

1.00 INTERPRETATION:

1.01 In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- .01 the singular includes the plural;

² All references of Hamilton-Wentworth have been replaced with Hamilton.

- .02 the masculine gender includes the feminine;
- .03 "Board" means the Board of Directors of the Corporation;
- .04 "Corporation" means SOCIAL PLANNING & RESEARCH COUNCIL OF HAMILTON;
- .05 "Corporations Act" means the Corporations Act, R.S.O. 1990, Chapter C-38, and any statute mending or enacted in substitution therefore, from time to time;
- .06 "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07 "Executive Officers" means the persons who hold the offices enumerated in Section 5.01;

1.02 All terms defined in the Corporations Act have the same meanings in this By-Law and all other By-Laws and Resolutions of the Corporation.

2.00 HEAD OFFICE:

The Head Office of the Corporation shall be in the City of Hamilton, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3.00 SEAL:

The seal which is impressed in the margin hereof shall be the corporate seal of the Corporation.

4.00 THE BOARD:

4.01 Board:

The affairs of the Corporation shall be managed by a board of (12) Directors, each of whom at the time of his/her election or within ten days thereafter and throughout his/her term of office shall be an Individual Member or duly appointed delegate of an Agency and Organization Member of the Corporation.

4.02 Term:

Each Director shall be elected to hold office for a term of three (3) years or until his successor shall have been duly elected and qualified.

Terms of Service for Board Members will be staggered to allow for a measure rate of turnover. A maximum target of 30% turnover is to occur annually. Directors who have completed their terms shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified.

Four (4) Directors shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified.

Directors are eligible to hold office for consecutive terms totalling six (6) years together with any partial or unexpired terms in the event a Director fills a vacancy in the Board of Directors.

At the expiry of a Director's consecutive six (6) year term, a Director shall be re-eligible for election to the Board of Directors after an absence of one (1) year from the Board of Directors.

With the approval of the Board, the term of service for a Board member may be extended by up to 1 additional 3 year term beyond the first six years of service on the Board, but only for the purpose of serving as President, Vice-President and/or Past President. For greater clarity, at the expiry of the executive position the term will end at that time.

4.03 Elections to the Board:

The election may be by show of hands unless a ballot is demanded by any Member. Members may make nominations from the floor in addition to those presented by the Nominations Committee, provided that:

- .01 the nomination is seconded by another member; and
- .02 the nomination and written consent of the nominee is received at the Council office at least seven days prior to the Annual meeting.

4.04 Qualifications:

Each Director shall:

- .01 be at the date of, or become within ten (10) days after his election, and thereafter remain throughout his term, an Individual Member or duly appointed delegate of an Agency and Organization Member.
- .02 be at least eighteen (18) years of age;

If any person ceases to be an Individual Member or duly appointed delegate of an Agency and Organization Member of the Corporation or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed herein.

4.05 Vacancies:

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors from among the qualified Members of the Corporation.

4.05.01 Resignations:

Any director or other officer may resign at any time, such resignation to be in writing to the President of the SPRC, and to take effect from the time of its receipt by the Board of Directors, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

4.06 Removal of Directors:

A Board member will cease to be a Director if she or he misses three (3) meetings without prior arrangement with the President of the SPRC. The vacancy created may be filled in the manner prescribed herein. Resignation statement will be presented at the following Board meeting.

4.07 Quorum:

For each fiscal year of the Corporation, six (6) Directors shall form a quorum for the transaction of business.

4.08 Meetings:

Meetings of the Board may be held at any place within the Province of Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, the Vice-President or the Secretary and any two Directors.

4.09 Notice:

Notice of Board Meetings shall be delivered, mailed or telephoned to each Director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.10 Regular Meetings:

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within twenty-one (21) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

4.11 Voting:

Questions arising at any meeting of the Board shall be decided by a majority vote, and the President of the Corporation shall be entitled to vote on any issue or resolution. In the event of a tie vote, the President may cast a second or deciding vote at his discretion.

4.12 Remuneration of Directors:

The Directors, and those Directors who also serve as Officers, shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his position as director, provided that a Director or Officer may be paid reasonable expenses incurred by him in the performance of his duties.

4.13 Indemnities to Directors:

Every Director and Officer of the Corporation and his heirs, executors and administrators respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (i) All costs, charges and expenses, whatsoever such director and officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of his duties of his office;
- (ii) All other costs, charges and expenses he sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

4.14 Protection of Directors and Officers:

No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any

security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

4.15 Responsibility for Acts:

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

4.16 Others Present:

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and speak at, meetings of the Board, but shall not be entitled to vote thereat.

5:00 OFFICERS:

5.01 Executive Officers:

There shall be a President, Vice-President, Past President and Secretary-Treasurer elected by the Board from among their number.

5.02 President:

The President shall, when present, preside at all meetings of the Board and Members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his signature and shall have the other powers and duties from time to time prescribed by the Board or incidental to his office.

5.03 Past President:

The Past President shall be an **ex officio** Executive Officer of the Corporation.

The Past President shall provide support and counsel to the President of the Corporation.

5.04 Vice-President:

During the absence or inability to act of the President, his/her duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or incidental to his office.

It is the expectation that the Vice-President will, subject to election by the Board of Directors, become the President of the Board upon the retirement or resignation of the President.

A Second Vice-President position to assist the President and First Vice-President may be appointed at the discretion of the Board.

5.05 Secretary-Treasurer:

The Secretary-Treasurer shall be ex officio clerk of the Board and shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the corporate seal

of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or incidental to his office.

The Secretary-Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incidental to his office.

5.06 Other Officers:

The Board may appoint other officers, including without limitation, Honorary Officers and Agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board of Directors prescribes.

6:00 MEMBERSHIP:

6.01 Membership in the Corporation shall consist of such persons or organizations as are admitted as members by the Board.

7:00 CLASSES OF MEMBERSHIP:

7.01 There shall be two (2) classes of membership in the Corporation:

- (a) AGENCY AND ORGANIZATION MEMBERS;
- (b) INDIVIDUAL MEMBERS

7.02 Agency or Organization Members:

Any organization in Hamilton both public and private, interested in the purpose of the Corporation and willing to participate in its activities, may be accepted for membership by the Board of Directors. Each member organization shall be responsible for selecting two delegates who will each be entitled to a vote at the Annual and other special general meetings.

7.03 Individual Members:

Each individual member shall be entitled to one vote at all Annual and special general meetings. The vote of an individual member shall not preclude him from also voting as an accredited representative of a member organization. Members shall be subject to such fees as the Board of Directors may from time to time decide.

7.04 Reference to Member:

Members or Membership in this By-Law, unless otherwise qualified, refers to both classes of Membership.

7.05 Holding Office:

No person who is not an Individual Member or duly appointed delegate of an Agency and Organization Member shall be qualified to hold office in the Corporation as a Director or Officer.

Any member, either Individual Member or Agency and Organization Member may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

7.06 Transfer of Membership:

Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the Corporation, if at all, a membership in the Corporation is not transferable.

7.07 Revocation of Membership:

Any member, either Individual Member or Agency and Organization Member, may be expelled from the Corporation by a two-thirds (2/3rds) vote taken by ballot of the Membership, present and eligible to vote at an annual or other general meeting of the Members.

7.08 Termination of Membership:

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- .01 if the Member, in writing, resigns as a member of the Corporation;
- .02 if the Member dies;
- .03 if a Member is expelled from the Corporation pursuant to section 7.07;

7.09 Liability of Members:

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

7.10 Annual Meeting:

The Annual Meeting of the Members shall be held each year within the Province of Ontario at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- .02 electing such directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix such remuneration; and
- .04 the transaction of any other business properly brought before the meeting.

7.11 General Meeting:

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

7.12 Notice of Meetings:

Notice of the time, place and date of meeting of members and the general nature of the business to be transaction shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to be auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.

7.13 Quorum:

Eight (8) Members present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

7.14 Voting by Members:

Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote. Voting by proxy is not permitted at a meeting of the Members, either General or otherwise.

7.15 Show of Hands:

At all meetings of members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the President or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the President that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.16 President:

In the absence of the President or Vice-President, the members entitled to vote present at any meeting of members shall choose another director as Chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their number to be Chairman.

7.17 Adjournments:

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

8:00 COMMITTEES OF THE BOARD:

8.01 Standing Committees:

The Board of Directors may by resolution establish such standing committees as the Board may deem necessary for the proper management of the Corporation. Standing committees include the Nominating/Governance Committee, Human Resources Committee, Audit Committee and Marketing/Membership Committee. The Board will appoint standing committee chairs and approve their Terms of Reference.

8.02 Ad Hoc Committees:

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- .01 the delivery of its report
- .02 the completion of its assigned task

8.03 Except as otherwise provided by by-law of the Corporation, all committees are subject to the following:

- .01 The President and Members shall be appointed by the Board of Directors from among the Members who are qualified to hold office, for a term of one (1) year, and may be re-appointed for one or more additional terms of one (1) year;
- .02 The Committee shall meet at least annually and more frequently at the will of the President or as required by its terms of reference;
- .03 The Committee shall be responsible to and shall report as is required to the Board of Directors;
- .04 The Committee may establish its own rules of procedure and may appoint sub-committees.

9:00 EXECUTION OF DOCUMENTS

9.01 Cheques, Drafts, Notes Etc.:

All cheques and other negotiable instruments or documents for the payment of money shall be signed by two signing officers of the Corporation, of whom at least one shall be the President or the Vice-President, Secretary-Treasurer, Executive Director or Acting Executive Director.

9.02 Execution of Documents

Documents requiring execution by the Corporation may be signed by the President or Vice-President and the Secretary or the Treasurer or any two (2) Directors, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

9.03 Books and Records:

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

10:00 BANKING ARRANGEMENTS:

10.01 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- .01 operate the Corporation's account with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- .05 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

10.02 Deposit of Securities:

The Securities of the Corporation shall be deposited for safe-keeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

11:00 FINANCIAL YEAR:

11.01 The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.

12:00 NOTICE:

12.01 Computation of Time:

In computing the date when notice must be given under any provision of the by-laws requiring a specific number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

12.02 Omissions and Errors:

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

12.03 Confidentiality:

All directors shall keep confidential all matters that are considered on a confidential basis.

13:00 BY- LAWS AND AMENDMENTS ETC.:

13.01 Enactment:

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

14:00 REPEAL OF BY-LAW NUMBERS 7 AND 8

By-Law numbers 7 and 8 enacted by the Directors of the Corporation be and the same is repealed in their entirety and in their place and stead this By-Law is hereby enacted.

15:00 EFFECTIVE DATE:

15.01 This By-Law shall come into force without further formality upon its enactment.

15.02 By-Law No. 9 enacted as hereinbefore set forth shall prevail over any and all other By-Laws enacted by the Corporation and in the event of any conflict of interpretation of By-Law No. 9 and any other By-Laws of the Corporation that may be proclaimed and in force from time to time.

ENACTED a By-Law number 9 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 14th day of June 2001.

PRESIDENT

SECRETARY/TREASURER

SECTION 7: KEY ELEMENTS OF BOARD LEGAL RESPONSIBILITIES

prepared by Scott Henderson, LLB
for the Social Planning and Research Council of Hamilton

SPRC is a non-profit, charitable incorporated organization. The SPRC is a non-share capital not for profit corporation which means the assets never belong to the membership. The non-profit means that the SPRC carries on with no remuneration for the Directors or members.

- Allows resources to be provided by volunteers for free
- Allows government to devolve responsibilities for programming
- Members are the ones who are accountable for success or failure
- Directors are responsible to fulfill achievements, set policies, give direction to staff, do business plan
- No one owns the equity or assets of the SPRC
- SPRC does not pay income tax but must file charitable organization informational return
- Must have a mission statement
- Allowed to have a reserve but it must be used to do more of our work
- Directors elect the officers
- Officers interface with staff, execute policies, take the will or policies of the Board, they have obligations over and above the directors
- Staff report on success or failure
- B-laws must include the constitution of the organization
- B-laws require two-step process to change – they are “entrenched”
- Must have a supplementary letters patent which can’t be changed without the membership
- Directors are charged with the success of the corporation, must ensure proper accounting, must direct/manage staff, proper government filings must be carried out, ensure membership records are kept, infuse energy and commitment -ask where are we going? ask where do we want to go?, directors have to be willing to learn, directors have to people who understand the financial statements, must understand the by-laws, must understand contractual agreements, apply time and energy to reading all information
- Directors require courage and curiosity to ask questions
- Board members are not to become involved with staff – do not micromanage only manage from the board of director’s chair - the executive director is the manager – he is the only contact for Board to staff – specific directors can only go to the Executive Director
- An effective Board is made up of men and women
- A rotating Board is a good thing and SPRC has that built into the nominations process
- Board members should be reimbursed for expenses
- Minutes must be on record of all Board meetings and all annual general meetings
- SPRC must be audited annually
- Contracts are entered under a corporate authorization – this limits the liability of directors
- Directors must meet according to the by-laws – at least six times a year

- The corporations act requires a record of corporate authority therefore a recording secretary must take and maintain records of minutes of board meetings
- Committees make recommendations to the Board as a whole
- Directors must act honestly, loyally, skillfully to obtain best interest of the Council
- Directors have a fiduciary duty that must be fulfilled
- A subjective test is used in litigation for non-profits about standard of care
- Each individual's skill basket is weighed based on each individual's skills
- SPRC should have as much liability insurance as can possibly be afforded
- Must ensure that the budget allows for deductibles
- Directors must conduct job performance of management staff (executive director)
- All directors have a responsibility to monitor each other's practice
- Directors must insist on liability insurance – an indemnification bylaw has been added to SPRC's policy
- The directors are personally liable when it comes to defaulting on payments such as UIC, CPP, employment standards, GST, PST, OHIP – If these premiums aren't paid properly the Board of Directors are personally responsible (statutory liability)
- Conflict of Interest comes in different levels – Direct which is an obvious conflict; indirect where family members are involved; perceived – SPRC has a conflict of interest policy
- Directors must attend and participate in all meetings of the Board
- Must read and understand financial statements
- Directors must bear their knowledge and expertise

Good directors:

- Do not do it for their resume
- Do make a commitment
- Do learn program requirements and funding requirements
- Do attend meetings prepared
- Do ask questions and demand answers
- Do have courage to dissent
- Do learn financial makeup, learn how to read financial statements
- Do not over delegate – don't micromanage
- Do not stay too long on a Board (maximum six years as per SPRC's bylaws)

Revised 2005 by Jay Sengupta, LLB