

Organization of Saskatchewan Arts Councils

Board Policies
Updated October 2018

POLICY

TITLE: ENDS

Approved: February 2000

Revised: Jan 01/May02/May 03/Sept 03/Nov 03/Feb 04/May 04/June 09/Sept10 / May 11/June13/
June 2015/ June 2017

Reviewed: Apr 00/Nov 00/ Nov 01/May 05/May 06/June 07/Nov07/Sept08/Nov08/Jan09

OSAC Vision Statement

The arts are an integral part of the lives of Saskatchewan people.

OSAC Ends Statements:

OSAC's Ends in order of priority are:

1. The membership, reflecting the cultural diversity of the province, is empowered through OSAC's leadership.
2. The membership throughout Saskatchewan has relevant and diverse arts opportunities.
3. The membership is knowledgeable and actively engaged in:
 - ❖ Organizational Development,
 - ❖ Visual and Media Arts Presentation,
 - ❖ Performing Arts Presentation.
4. The membership benefits from the success of artists locally, provincially and nationally.
5. The membership benefits as OSAC is known locally, provincially and nationally.

EL # 1

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: GENERAL EXECUTIVE CONSTRAINT

Approved: August 24, 1996

Revised: March 1997, Feb 04/ Sept 09 / May 11/June 15

Reviewed: June 98/Aug 99/Jan 01/Jan 02/Jan 03/Feb 04/Jan 05/Jan 06/Jan 07/Feb 08/Jan 09
June 09/ Jan 10 /Jan 12/ June 13/April 17/April 18

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics.

- 1.1 With respect to interactions with consumers, or those applying to be consumers, the Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, or which are unduly and unnecessarily disrespectful, undignified, intrusive, or which fail to provide appropriate confidentiality and privacy.
- 1.2 Dealings with staff and volunteers shall not be inhumane, unfair or undignified.
- 1.3 Compensation and benefits for employees, consultants, contract workers, and volunteers shall not cause jeopardy to fiscal integrity or public image.
- 1.4 Budgeting for any fiscal period or the remaining part of any fiscal period shall not deviate materially from board Ends priorities, risk fiscal jeopardy or fail to be derived from a multi-year plan (3 years).
- 1.5 Actual financial conditions at any time shall not incur fiscal jeopardy or compromise board Ends priorities.
- 1.6 Assets may not be unprotected, inadequately maintained or unnecessarily risked.
- 1.7 There may be no fewer than two Board members familiar with Board and Executive Director issues and processes. (Chair, Vice Chair and Past Chair)
- 1.8 Information and advice to the Board will have no significant gaps in either timelines, completeness or accuracy.
- 1.9 The Board will not be uninformed.
- 1.10 The Executive Director may not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of its Ends.

Definition:

The "consumer" is the one who consumes the goods and services produced.

EL # 2

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: TREATMENT OF OWNERS

Approved: March 30, 1996

Revised Feb 2000, Feb 2004, Jan 2006 / May 2011/ Jan 12

Reviewed Nov 7/Jan 99/Jan 01/Jan 02/Jan 03/Feb 04/Jan 05/Jan 06/Jan 07/Feb 08/Jan 09/ June 09
Jan 10/ June13/Nov 15/April 17/April 18

With respect to interactions with owners, or those applying to be owners, the Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, or which are unduly and unnecessarily disrespectful, undignified, intrusive, or which fail to provide appropriate confidentiality and privacy.

Accordingly, the Executive Director may not:

- 2.1 Use application forms or procedures that elicit information for which there is no clear necessity.
- 2.2 Use methods of collecting, reviewing, or storing owner's information that fail to protect against improper access to the information elicited.
- 2.3 Fail to provide procedural safeguards for the transmission of information.
- 2.4 Fail to establish with owners a clear contract of what may be expected and what may not be expected from the service offered.
- 2.5 Fail to inform owners of this policy or to provide a grievance process to those owners who believe that they have not been accorded a reasonable interpretation of their rights under this policy. See Following Page
- 2.6 Fail to use the Code for Volunteer involvement when dealing with Volunteers

Definition:

Owners - Those on whose behalf the OSAC Board is making decisions

OSAC's owners = Full Members, Associate Members, the Affiliate Member, Supporting Members and Life Members

AS PER E.L. 2.5

A GRIEVANCE PROCESS FOR OSAC members to file complaints or grievances on decisions made that may be governance or operational in nature.

Governance Issue

- 1 In writing, submit issue and reasons for grievance
- 2 Board Chair will respond to grievance informing when issue will be dealt with
- 3 Board will discuss at next Board Meeting or by conference call if it is an urgent issue.
- 4 Board will respond in writing to the grievance
- 5 If person submitting is not satisfied, issue can be asked to be put on agenda of next annual general meeting.

Operational Issue

1. In writing, submit operational issue complaint to the Executive Director
2. Executive Director will respond within 14 days to the complaint.
3. Executive Director will inform Board of complaint and decision
4. If person is not happy with decision, complaint can be submitted to Board of Directors. The issue will be dealt with in the same manner as a Governance Issue (listed above)

If the operation issue is concerning the Executive Director:

1. In writing, submit issue to Board of Directors.
2. Follow same format as Governance Issue above.

EL # 3

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: STAFF TREATMENT

Approved: March 30, 1996

Revised: Mar 97/Jan 01/Feb 04/Sept 04

Reviewed June 1998/Aug 99/Jan 02/Jan 03/Feb 04/Jan 05/Jan 06/Jan 07/Feb 08/Jan 09/June 09
Jan 10/ May 11/ Jan 12 / June 13/ Nov 15/April 17/April 18

With respect to treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions which are unfair or undignified or which violate human rights.

Accordingly, the Executive Director may not:

- 3.1 Operate without written personnel procedures which clarify rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
- 3.2 Discriminate against any staff member for expressing an ethical dissent.
- 3.3 Prevent staff from grieving to the Board when:
 - 3.3.1. Internal grievance procedures have been exhausted; and
 - 3.3.2. The employee alleges either (i) that Board policy has been violated to his or her detriment or (ii) that Board policy does not adequately protect his or her human rights.
- 3.4 Fail to use the Code for Volunteer involvement when dealing with Volunteers
- 3.5 Fail to acquaint staff with their rights under this policy.

EL # 4

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: BUDGETING

Approved: August 24, 1996

Revised: Nov 97/Feb 00/Jan 03/Feb 04 / May 11/ June 15

Reviewed Jan 99/May 01/Jan 02/Jan 03/Feb 04/Jan 05/Jan 06/Jan 07/Feb 08/Jan 09/June 09/ Jan 10/
Jan 12/ June 13/ April 17/April 18

With respect to OSAC's operational budget, budgeting for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year operational & financial plan (3 years).

As the budget provides a blueprint for the organization's business plan for the upcoming year as presented by the Executive Director, and a guideline by which to assess cash flow throughout the year, the Board of Directors will review a generalized budget prior to the commencement of the organization's fiscal year. If necessary a revised budget will be reviewed by the Board of Directors following funding notification. Decisions as to how the budget is implemented are then delegated to the Executive Director.

With respect to OSAC's operational budget, the Executive Director may not cause or allow budgeting which:

- 4.1 Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
- 4.2 Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 4.3 Allows the working capital to drop below a safety reserve of less than 10% of gross revenue.
- 4.4 Neglects to provide sufficient financial resources per annum for Board prerogatives, such as costs of fiscal audit, Board development, Board and committee meetings and Board professional fees.
- 4.5 Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.

EL # 5

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: FINANCIAL CONDITION

Approved: March 30, 1996

Revised June 1997/Feb 04/ June 09/Nov 15

Reviewed June 98/Aug 99/Feb 00/May 01/Jan 02/Jan 03/Feb 04/Jan 05/Jan 06/Jan 07/Feb 08/Jan 09
June 09/ Jan 10 / May 11/Jan 12 / June 13/ April 17/April 18

With respect to the actual, ongoing condition of the organization's financial health, the Executive Director 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, the Executive Director may not:

- 5.1 Expend more funds than have been received in the fiscal year to date; unless in an amount that can be repaid by certain, otherwise unencumbered revenues within 60 days.
- 5.2 Use any Long Term Reserves without prior approval of the Board.
- 5.3 Fail to settle payroll and debts in a timely manner.
- 5.4 Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- 5.5 Fail to follow accountability requirements of any/all appropriate funding agencies, the Non-profit Corporations Act of Saskatchewan or other relevant legislation.
- 5.6 Fail to maintain internal controls to ensure the reliability, accuracy, and adequacy of financial recording.
- 5.7 Fail to inform the Audit Committee of any changes in accounting policies and practices and the impact on financial statements thereof, as per GP Policy 6.5.4.

EL # 6

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: EMERGENCY EXECUTIVE SUCCESSION

Approved: March 30, 1996

Revised June 1997/Feb 04

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Jan 10/ May 11/Jan 12/ June 13/Nov 15/ April 17/April 18

In order to protect the Board from sudden loss of Executive Director services, the Executive Director shall not fail to have at least one other staff member informed of the Executive Director and Board issues and processes.

TITLE: ASSET PROTECTION

Approved: March 30, 1996

Revised: May 01/ Feb 04/Sept 06/ Jan 10 / May11/ June 13/Nov 15**Reviewed** Nov 97/Jan 99/Feb 00/Jan 02/Jan 03/Feb 04/Jan 05/Jan 06/Jan 07/ Feb 08/ Jan 09/June 09
Jan 10/Jan 12/ April 17/April 18

The Executive Director may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, the Executive Director may not:

- 7.1 Fail to insure against theft and casualty losses to at least replacement value minus the deductible amount, and against liability losses to Board members, staff or the organization itself in an amount greater than the average for comparable organizations.
- 7.2 Allow un-bonded personnel access to material amounts of funds.
- 7.3 Subject organizational offices and equipment to improper wear and tear or insufficient maintenance.
- 7.4 Unreasonably expose the organization, its Board or staff to claims of liability.
- 7.5 Make any capital asset purchase over \$25,000 without prior Board approval.
- 7.6 Make any purchase:
 - 7.6.1. Wherein normally prudent protection has not been given against conflict of interest;
 - 7.6.2. Over \$10,000 without having obtained comparative prices and quality and without a stringent method of assuring that long term cost and quality are balanced.
- 7.7 Fail to protect intellectual property, information and files from loss or significant damage.
- 7.8 Receive, process or disburse funds under controls which are insufficient to meet OSAC appointed auditor's standards.
- 7.9 Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than AA rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
- 7.10 Acquire, encumber or dispose of real estate without prior Board approval.
- 7.11 Fail to depreciate fixed assets using appointed auditors standards
- 7.12 Allow the Board to be uninformed.

EL # 8

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: COMPENSATION & BENEFITS

Approved: August 24, 1996

Revised: May 01/May 04/Feb08 /May11/April 16

Reviewed Aug 98/Jan 99/Feb 00/ Jan 02/Jan 03/Feb 04/May 04/Jan 05/Jan 06/Jan 07/Feb 08 /Jan 09/
June 09/Jan 10/Jan 12/ June 13/Nov 15/ April 17/April 18

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Executive Director may not:

- 8.1 Change his or her own compensation and benefits without prior Board approval.
- 8.2 Establish current compensation and benefits which:
 - 8.2.1. Deviate materially from the geographic or professional market for the skills employed.
 - 8.2.2. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue. (As per EL 4.1)
- 8.3 Establish or change pension benefits so the pension provisions:
 - 8.3.1. Cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs,
 - 8.3.2. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity in key employees are not prohibited.
 - 8.3.3. Allow any employee to lose benefits already accrued from any foregoing plan.
 - 8.3.4. Treat the Executive Director differently from other employees

EL # 9

TYPE: EXECUTIVE LIMITATIONS (EL)

TITLE: COMMUNICATIONS & COUNSEL TO THE BOARD

Approved: August 24, 1996

Revised: Jan 07/June 09/ Jan 12

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June 09/Jan 10/ May 11/ June 13/ Nov 15/ April 17/April 18

With respect to providing information and counsel to the Board, the Executive Director may not permit the Board to be uninformed. Accordingly, the Executive Director may not:

- 9.1 Neglect to submit monitoring data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
- 9.2 Let the Board be unaware of relevant trends, anticipated adverse media coverage, external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- 9.3 Fail to advise the Board if, in the Executive Director'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 behavior which is detrimental to the work relationship between the Board and the Executive Director.
- 9.4 Fail to provide the Board with as many staff and external points of view, issues and options as needed for fully informed Board choices.
- 9.5 Present information in unnecessarily complex and lengthy form.
- 9.6 Fail to provide a mechanism for official Board, officer and committee communications.
- 9.7 Fail to communicate with the Board as a whole except when:
 - 9.7.1. Fulfilling individual requests for information or
 - 9.7.2. Responding to officers or committees duly charged by the Board.
- 9.8 Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
- 9.9 Fail to inform the Board of Directors of a member who is six (6) months in arrears in payment of membership fees.
- 9.10 Fail to see that minutes are taken at each Board meeting and distributed to each Director within three weeks of the subsequent meeting date.

GP # 1

TYPE: GOVERNANCE PROCESS (GP)

TITLE: GOVERNANCE COMMITMENT

Approved: March 30, 1996

Revised: Mar 97/Sept 04/Nov 08/ Dec 12/ Nov 14/June 15

Reviewed Nov 97/98/99/00/01/Sept 04/Nov 04/Feb 06/Nov 06/Nov07/Nov08/Nov 09/Nov 10/ Nov 11/Sept 12 / Nov 13 / Nov 15/ Nov 16/Nov 17

- 1.1 The purpose of governance is that the Board, on behalf of its voting members (owners), guarantees the accountability of the Organization of Saskatchewan Arts Councils by assuring that it:
 - 1.1.1 achieves appropriate results for the appropriate persons at an appropriate cost
 - 1.1.2 avoids unacceptable activities, conditions and decisions.
- 2.1 In fulfillment of this charge, the Board is committed to rigorous, continual improvement of its capability to govern with excellence through policy.

Definition:

Owners = on whose behalf the OSAC Board is making decisions

OSAC's owners = Full Members, Associate Members and the Affiliate Member

GP # 2

TYPE: GOVERNANCE PROCESS (GP)

TITLE: GOVERNING STYLE

Approved: March 30, 1996

Revised Nov 06/ Nov 10/ June 15

Reviewed Nov 97/98/99/00/01/Sept 04/Nov 04/Feb 06/Nov 06/Nov07/Nov 08/Nov 09/ Nov 11 /
Sept 12/ Dec 12/ Dec13 / Nov 14 / Nov 15/ Nov 16/Nov 17

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 Executive Director roles, collective rather than individual decisions, future rather than past or present, and proactive rather than reactive.

The Board will:

- 2.1 Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.
- 2.2 Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the organization's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the operation of the organization, not on the administrative or programmatic means of attaining those effects.
- 2.3 Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance (Bylaw 5.11e – Conditions for Removal From the Board – If s/he misses a minimum of Two (2) Board meetings within one (1) OSAC fiscal year without approval of the Board), preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
- 2.4 Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories.

TITLE: BOARD MEMBERS' CODE OF CONDUCT

Approved: August 24, 1996

Revised Sept 04/Nov 07/Nov 11/ Sept 12/June 15

Reviewed: Nov 97/98/99/00/01/May 03/Sept 04/Nov 04/Feb 06/Nov 06/Nov07/Nov 08/ Nov 09/Nov 10/
Dec 12/ Dec 13 / Nov 14/ Nov 15/ Nov 16/ Nov 17

The Board commits itself and its members to ethical and businesslike conduct. This includes proper use of authority and appropriate decorum when acting as Board members.

- 3.1 Board members must represent unconflicted loyalty to the interests of the voting membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
- 3.2 Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - 3.2.1 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.
 - 3.2.2 When the Board is to decide upon an issue, about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself from the table and room for the deliberation and vote.
 - 3.2.3 Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a Board member desire employment, he or she must first resign. Should a family member or close associate obtain employment with the Organization the board member must resign.
 - 3.2.4 Board members will immediately disclose their involvement with other organizations, with vendors, or any other associations which might produce a conflict.
- 3.3 Board members may not attempt to exercise individual authority over the organization unless explicitly set forth in Board policies.
 - 3.3.1 Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - 3.3.2 Board members' interaction with the public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board.
 - 3.3.3 Board members will give no consequence or voice to their individual judgments of the Executive Director or staff performance.
- 3.4 Board members will respect the confidentiality appropriate to issues of a sensitive nature.
- 3.5 Board members will sign and submit the Board Member Code of Conduct to the Chair on an annual basis

BOARD MEMBER CODE OF CONDUCT
Organization of Saskatchewan Arts Councils

Directions: As an OSAC Board Member, you need to be aware that more is expected of those in leadership roles. Review the following statements. Signing this Code of Conduct solidifies your commitment to honest board service.

As a Member of the OSAC Board of Directors,

I am committed to the use of the Carver Policy Governance model;

I understand that as a member of the Board of Directors of OSAC, I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its Ends. I believe in the vision and the mission of the organization and I will act responsibly and prudently as its steward;

In recognition of the collective efforts of the Board to set meeting dates up to one year in advance to coincide with Board members' schedules, I will aim to attend 100% of Board meetings, committee meetings and OSAC's annual flagship event Showcase;

If I deem that I must miss a Board meeting or portion thereof or Showcase, I will notify both the Board Chair and Executive Director as far in advance of the meeting date as possible;

I will participate in and take responsibility for making decisions on issues, policies and other board matters. I know that I will be listened to fully and respectfully and I also know that I have a duty to contribute;

I will be on time and prepared for meetings;

I will respect confidentiality;

I will respect and support the majority decisions of the board;

I will approach all Board issues with an open mind, prepared to make the best decisions for everyone involved;

I will take responsibility for the group's behavior and discipline and encourage all to express their views;

As a "trustee" of the Organization of Saskatchewan Arts Councils, I will do my best to ensure that it is well-maintained, financially secure, growing and always operating in the best interests of those we serve.

Board Member Signature

Date

GP - #4

TYPE: GOVERNANCE PROCESS (GP)

TITLE: BOARD JOB DESCRIPTION

Approved: March 30, 1996

Revised Sept 04/Nov 11/June 15

Reviewed Nov 97/98/99/00/01/Sept 04/Nov 04/Feb 06/Nov 06/ Nov07/Nov 08/ Nov 09/ Nov 10/Sept 12 / Dec 12/ Dec 13/ Nov 14/ Nov 15/ Nov 16/ Nov 17

The job of the Board is to represent the 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:

- 4.1 The link between the organization and the membership.
- 4.2 Written governing policies which, at the broadest levels, address:
 - 4.2.1 Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost).
 - 4.2.2 Executive Limitations: Constraints on executive authority which establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - 4.2.3 Governance Process: Specification of how the Board conceives, carries out and monitors its own tasks.
 - 4.2.4 Board-Executive Director Relationship: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
- 4.3 The assurance of Executive Director performance.
- 4.4 The assurance of the performance of the Chair.
- 4.5 The assurance of Board performance.

GP # 5

TYPE: GOVERNANCE PROCESS (GP)

TITLE: CHAIR, VICE CHAIR and PAST CHAIR'S ROLES

Approved: August 24, 1996

Revised June 97/Sept 04/Revisions Tabled Nov 04/Retabled Feb 06/May 06/Jan 07/ Nov 09/
Apr 10/Nov10/Nov 11/Dec 13/Nov 14/June 15

Reviewed Nov 97/98/99/00/01/Sept 04/Nov 04/Feb 06/May 06/Nov 06/Jan 07/Nov07/Nov 08/ Nov 09/
Sept 12 / Dec 12/ Nov 15/ Nov 16/Nov 17

5.1 CHAIR'S ROLE

The Chair assures the integrity of the Board's process and secondarily, represents the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances. The role of the Chair is to ensure that the Board behaves, consistent with its own policies and those legitimately imposed upon it from outside the organization.

- 5.1.1 Agenda items will be developed by the Chair in consultation with the Executive Director.
- 5.1.2 Content of meeting discussions will only include those issues which, according to Board policy, clearly belong to the Board.
- 5.1.3 Deliberation will be fair, open, thorough, but also efficient, timely, orderly, and kept to the point.

5.2 The authority of the Chair consists of making decisions that fall within the topics covered by Board policies on Governance Process and Board-Staff Relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.

- 5.2.1 The Chair is empowered to chair the Board and membership meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
- 5.2.2 The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.

5.3 The Chair 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.

5.4 The Chair (or designate) may represent the board at national/provincial/regional level events on behalf of the organization. In consultation with the Executive Director the Chair (or designate) will attend events that are prioritized on an annual basis.

5.5 The Chair may delegate this authority, but remains accountable for its use.

5.6 The Chair will conduct annual Board evaluations by August 31 each year and maintain a file of the signed annual Board Member Code of Conduct document.

5.7 The Chair has specific responsibilities in relation to the Executive Director.

- 5.7.1 The Chair will be available to the Executive Director for consultation if requested.
- 5.7.2 The Chair will take a lead role in initiating the process for a remuneration package and contract for the Executive Director.

- 5.7.3 The Chair will maintain an Executive Director file. The Chair is responsible for creation and maintenance of the Executive Director employee file for which the Executive Director shall be allowed access to, for review at any mutually agreed upon time, between the Board and the Executive Director and which shall contain the following:
- 5.7.3.1 Resume of the Executive Director
 - 5.7.3.2 Reference Check
 - 5.7.3.3 Executive Director annual evaluation based on policy compliance monitoring reports
 - 5.7.3.4 Executive Director signed contract(s)
 - 5.7.3.5 Documentation of any policy violations
 - 5.7.3.6 Letters to the Executive Director from the Board
 - 5.7.3.7 Letters from the Executive Director to the Board
- 5.7.4 The Chair will take a lead role in initiating a process for the Board to conduct a search for and/or selection for a new Executive Director should it become necessary.

5.8 VICE CHAIR'S ROLE

- 5.8.1 The role of the Vice Chair is to act in place of the Chair in his/her absence or inability to act. The Vice Chair should be considered as an option for succession to the Chair.
- 5.8.2 The Vice Chair shall act as the board ombudsman. In the case of individual board members having concerns about Board issues or board conduct, he/she may contact the Vice Chair with such concerns. All consideration will be made to maintain said board members confidentiality.

5.9 PAST CHAIR'S ROLE

- 5.9.1 The role of the Past Chair is to act as the Chair of the Nominations Committee as outlined in policy GP#6.6 BOARD COMMITTEE PRINCIPLES/COMMITTEE STRUCTURE.
- 5.9.2 The Past Chair shall assume the lead role in the preparation of the Board Linkage and Liaison material. i.e. Christmas Greetings / Volunteer Cards

GP # 6

TYPE: GOVERNANCE PROCESS (GP)

TITLE: BOARD COMMITTEE PRINCIPLES/COMMITTEE STRUCTURE

Approved: March 30, 1996

Revised Nov 97/Nov 2001/May 2003/Sept 04/Nov07/Nov 08/Nov 09/Nov 10/Nov 11/Sept 12/
Nov 14/June 15

Reviewed Nov 97/98/99/00/01/Sept 04/Nov 04/Feb 06/Nov 06/ Nov07/Nov 08/ Nov 09/ Dec 12/ Dec 13 /
Nov 15/ Nov 16/ Nov 17

The Board may establish committees to help carry out its responsibilities so as to reinforce the wholeness of the Board's job. Board committees, when used, will be used sparingly, only when other methods have been deemed inadequate, so as to interfere minimally with the wholeness of the Board's job, and so as never to interfere with the delegation from the Board to the Executive Director.

- 6.1 Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealing with current staff operations.
- 6.2 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 Executive Director.
- 6.3 Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an Executive action.
- 6.4 The Board of Directors shall have the authority to establish ad hoc committees as required or deemed necessary.

6.5 AUDIT COMMITTEE

An Audit Committee will be responsible for ensuring adequate and effective asset controls on behalf of the membership of the Organization. The Audit Committee shall consist of the Chair and at least two other Directors. The majority of the Audit Committee shall not be officers or employees of the organization (consistent with the Non-profit Corporations Act*).

The Audit Committee will:

- 6.5.1 Review the annual audit plans of the auditors, and receive the assurance of the auditor that the planned audit scope can reasonably be relied upon to detect material weaknesses in internal controls or fraud or other illegal acts.
- 6.5.2 Review audited financial statement and make recommendations for future audited financial statements.
- 6.5.3 Review any significant recommendations made by the auditors for strengthening internal controls.
- 6.5.4 Review any changes in accounting policies and practices and the financial statements impact thereof, as per EL Policy 5.7.
- 6.5.5 Review with the Executive Director, the auditors and if necessary, legal counsel, any litigation, claim or other contingency that could have a material effect upon the financial position or operating results of the organization, and review the manner in which these matters have been disclosed in the financial statement.
- 6.5.6 Recommend the appointment of the auditors to the Board of Directors for Board recommendation to the organization at the Annual General Meeting.
- 6.5.7 Recommend the acceptance of the audited financial statements to the Board of Directors for recommendation at the Annual General Meeting.
- 6.5.8 Review the basis and amount of the auditor's fees.
- 6.5.9 Provide an annual monitoring report to the Board prior to the Annual General Meeting.

*Non-Profit Corporations Act, 1995, Section 159 Subsection (1)

"A charitable corporation that solicits money or property from the public shall, and any other corporation may, have an audit committee composed of not less than three directors of the corporation, a majority of whom are not officers or employees of the corporation or any of its affiliates."

6.6 NOMINATING COMMITTEE

The Nominating Committee is responsible for ensuring a sustained Board of Directors with continuity of membership.

- A nominee to a board position shall be an individual member or an affiliate of an organization in good standing in the Full, Affiliate or Associate Member category.
- In the instance that a former OSAC Board member is putting forth his/her name for consideration, he/she must have been off the Board of Directors for a minimum of two years.

The Nominating Committee members will include the Past Chair (Committee Chair), Chair and at least one other board member. The committee shall;

- 6.6.1 Obtain intentions from existing Board members regarding re-election and executive intentions (Chair), no later than 60 days prior to the Annual General Meeting (AGM). As chair of the committee this is the responsibility of the Past Chair.
- 6.6.2 Organize and provide a recruitment package for prospective Board members
- 6.6.3 Identify and contact potential board members, no later than 90 days prior to the AGM
- 6.6.4 Develop and submit the slate of candidates and all bio information to the OSAC office no later than 30 days prior to the AGM
- 6.6.5 Ensure that a slate of candidates is posted on the OSAC web site no later than 14 days prior to the AGM
- 6.6.6 Present the slate of candidates at the Annual General Meeting by the Committee Chair (Past Chair)
- 6.6.7 Obtain intentions from existing Board members regarding the position of Vice Chair at least 2 weeks prior to the November board meeting. At the first board meeting following the AGM (November), the candidate or candidates for the position of Vice Chair will be presented.
 - 6.6.7.1 In the event that more than one board member indicates an interest for the position of Vice Chair, there will be an election by confidential ballot.
 - Only the directors present will be eligible to vote. This will include the Past Chair.
 - The scrutineers will be the Executive Director and the Past Chair
 - The Chair will submit his/her vote in a sealed ballot to the scrutineers. This vote will only be used in the event of a tie vote.
 - A simple majority will confirm the successful candidate
 - All ballots will be destroyed

The Nominating Committee shall have the responsibility of identifying nominations for the OSAC Life Membership Award, Order of Canada, Saskatchewan Volunteer Medals or other awards and to external Boards and Committees. Examples: SaskCulture, Saskatchewan Arts Board.

GP # 7

TYPE: GOVERNANCE PROCESS (GP)

TITLE: ANNUAL BOARD PLANNING CYCLE

Approved: August 24, 1996

Revised: Mar97/Apr 00/Nov 00 /Nov 01/May 03/Sept 04/Nov 04/May 05/Feb 06/Nov 08/Nov 11/ Dec 12
June 15 / Nov 15/ Nov 16/ Nov 17

Reviewed: Nov 98/99/Sept 04/Nov 04/May05/Feb 06/Nov 06/ Nov 08/Nov 09/Nov 10/Sept 12/ Dec 13 /
Nov 14

To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves its performance through attention to Board education and to enriched input and deliberation.

- 7.1 The cycle will conclude each year on the last day of July in order that administrative budgeting can be based on accomplishing a one year segment of the most recent Board long range vision.
 - 7.1.1 Early in the new cycle, the Board will develop its agenda for the ensuing one year period.
 - 7.1.2 The cycle will include opportunities for linkage with the ownership.
 - 7.1.3 During the cycle, the Board will re-examine Ends policies.
 - 7.1.4 During the cycle the Board will review the Annual Planning Cycle, Executive Limitation Policies, Governance Process Policies and Board-Staff Relations Policies.

- 7.2 Education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year.
 - 7.2.1 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.
 - 7.2.2 The standing agenda of the Annual General Meeting is as follows:
 - Report of the Board shall be presented to the membership
 - The election of the Board of Directors
 - The consideration of the financial statements and the auditor's report
 - The appointment of auditors for the ensuing year
 - The consideration of bylaw amendments submitted by the Board and/or membership
 - 7.2.3 The Board will include at least one orientation session in each year, to follow Board elections. This session will orient new Directors and refresh existing Directors with philosophies of governance, Ends and means (E.L. G.P. and BSR) policies, the organization's ownership, as well as external organizations or structures (including governments) with which it has linkages.

7.2.4 The sequence derived from this process for the Board planning year ending at the Annual General Meeting is as follows:

October:

Annual General Meeting
Operational / Welcome Meeting held at Showcase. (Welcome, Binders, Meeting Dates)

November:

Annual orientation
Review of Ends policies / Ends Monitoring Reports
Governance Process (GP) Policy Review GP # 1-9
Board-Staff Relationship (BSR) Policy Review BSR #1 – 4
Executive Director Annual Evaluation

Make decisions on the following:

1) Board Meeting Agenda for the year

April:

Linkage with ownership/ Membership meeting
Review of Ends Policies
Executive Limitation (EL) Policy Review EL # 1-9

May/June:

Comprehensive review of Ends Policies / Linkage Plan
Assign Board Monitoring Reports Due August 1

September:

September Board Evaluation review and action plan
Board Self-Monitoring GP 1-9 and BSR 1-4
Contemplation of improvement areas that come out of Board Self Evaluations
Linkage with ownership
Tentative agenda for Annual General Meeting

GP # 8

TYPE: GOVERNANCE PROCESS (GP)

TITLE: BOARD LINKAGE WITH OWNERSHIP

Approved: September 21, 2002

Revised: May 03/Sept 04/April 10 / Nov 14

Reviewed: Sept 04/Nov 04/Feb 06/Nov 06/Nov07/Nov 08/Nov 09/Nov 10/Nov 11/ Sept 12/ Dec 12/
Dec 13/ June 15 / Nov 15/ Nov 16/ Nov 17

Board linkage between itself and its owners is performed for reasons of accountability, creation of the future, articulation of values and education.

- 8.1 The “Owners” of OSAC are defined as its legal membership (full, associate, and affiliate) in Saskatchewan. The Board shall be accountable for the organization to its “owners” as a whole. The Board shall act on behalf of the owners as a whole, rather than being advocates for specific interest groups.
- 8.2 When making governance decisions, Directors shall maintain a distinction between their personal interests as “customers” of the organization’s services, and their obligation to speak for others as a representative of the “owners” as a whole. As representatives of the “owners”, Directors are obligated to identify and know what the owners want and need by gathering data thereby considering the owners’ needs, concerns and demands, to create and ensure a future.
- 8.3 The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from and otherwise interact with the broad base of members and acknowledge diversity, clarify values, educate owners and build relationships.
- 8.4 Collection of input from the community may be accomplished through a variety of methods, including but not limited to seeking information about owners, setting up opportunities for dialogue with owners and getting to know the owners better.
- 8.5 The Board’s dealing with the media shall be directed through the Board Chair or the Executive Director.

GP # 9**TYPE: GOVERNANCE PROCESS (GP)****TITLE: MONITORING BOARD PERFORMANCE**

Approved: November 16, 1996

Revised: Nov97/Feb00/Apr00/May 03/May 04/Sept 04/May 05/Jan 07/Nov07/Apr 10/Nov 10/Sept12**Reviewed:** Jan 99/May01/May02/May 04/Sept 04/Nov 04/Feb 06/Nov 06/Nov07/Jan 07/Nov 08/Nov 09/
Nov 11/ Dec 12 / Dec 13/ Nov 14 / Nov 15/. Nov 16/ Nov 17

The purpose of monitoring is to ensure the Board's performance. Monitoring will be as automatic as possible using a minimum of Board time so that meetings can be used to create the future rather than to review the past.

- 9.1 The Board will monitor its performance by reviewing its Governance process policies using the attached schedule
- 9.2 The monitoring reports will be completed in a timely fashion so as to be included in the Board Meeting Agenda for discussion.
- 9.3 A summative annual evaluation will be conducted by an annual written evaluation from the Chair, on behalf of the Board and will be presented for discussion by August 31st. The Board will formulate a plan to address areas identified for improvement.

Monitoring Schedule Attached (revised as of April 2010)

GP # 9 –Monitoring Board Performance Schedule

Updated May 2003/May 2004/Sept 2004/May 2005/Feb 2006/Nov 2006/Jan 2007/Nov2008/April 2010

EL = Executive Limitations GP = Governance Process BSR = Board Staff Relationship

Policy	Rec'd	Frequency	Type of Report	Format
GP Policy #1 Governance Commitment		Annual August 31st	Internal Report Director	Written
GP Policy #2 Governance Style		Annual August 31st	Internal Report Director	Written
GP Policy #3 Board Members' Code of Conduct		Annual August 31	Internal Report Chair	Written
GP Policy #4 Board Job Description		Annual August 31st	Internal Report Director	Written
GP Policy #5 Chair, Vice Chair and Past Chair's Role		Annual August 31st	Internal Report Chair	Written
GP Policy#6 (To alternate between Chairs) Committee Structure		Annual August 31	Internal Report - Audit Committee Chair	Written
GP 6.5 Audit Committee		Annual – Nov. 15	- Nominations Committee Chair	Written
GP 6.6 Nominations Committee		Annual – Aug. 31		Written

GP Policy #7 Annual Board Planning Cycle/Long Range Planning		Annual By August 31st	Board Internal Report Vice Chair	Written
GP Policy # 8 Board Linkage with Ownership		Annual By August 31st	Board Internal Report Past Chair	Written
GP Policy #9 Performance Monitoring Board Performance		Annual By August 1st	Board Internal Report. Each director provides written report as part of Board evaluation. Chair's Summary of Board performance	Written Written
BSR Policy #1 Executive Directors Role		Annual by August 31 st	Board Internal Report Director	Written
BSR Policy # 2 Delegation to the Executive Director		Annual By August 31st	Board Internal Report Director	Written
BSR Policy # 3 Executive Director's Job Description		Annual By August 31st	Board Internal Report Director	Written
BSR Policy # 4 Monitoring Executive Director's Performance		Annual By November 15	Board Direct Inspection of Exec Director's Monitoring Reports - Chair	Written

BSR # 1

TYPE: BOARD STAFF RELATIONSHIP (BSR)

TITLE: EXECUTIVE DIRECTOR'S ROLE

Approved: August 24, 1996

Revised June 1997/May 03/May 04/Sept 04

Reviewed June 98/August 99/May00/May01/May02/May 04/May 05/May 06/June 07/ June 08/ June 09/
April 10/ Jan 11 / Nov 12/ Dec 13 / Nov 14/June 15 / Nov 15/ Nov 16/ Nov 17

The Executive Director, as chief executive officer, is accountable to the Board acting as a body. The Board will instruct the Executive Director through written policies, delegating to him or her reasonable interpretation and implementation of those policies.

BSR # 2

TYPE: BOARD-STAFF RELATIONSHIP (BSR)

TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR

Approved: March 30, 1996

Revised June 1997/May 03/May 04/Sept 04/ Jan 11

Reviewed June98/Aug99/May00/May01/May02/May 04/May 05/May 06/June 07/ June 08/ June 09/
April 10/ Nov 12/ Dec 13/ Nov 14/ June 15 / Nov 15/ Nov 16/ Nov 17

All Board authority delegated to staff is delegated through 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 Executive Director.

- 2.1 The Board will direct the Executive Director to achieve specified results, for specified recipients, at a specified worth through the establishment of *Ends* policies. The Board will limit the latitude the Executive Director may exercise in practices, methods, conduct and other "means" to the Ends through establishment of *Executive Limitations* policies.
- 2.2 As long as the Executive Director uses any reasonable interpretation of the Board's *Ends* and *Executive Limitations* policies, the Executive Director is authorized to establish all subsequent internal policies, make all decisions, take all actions, establish all practices and develop all activities.
- 2.3 The Board may change its *Ends* and *Executive Limitations* policies, thereby shifting the boundary between Board and Executive Director domains. By so doing, the Board changes the latitude of choice given to the Executive Director. The Board will respect and support the Executive Director's choices within these boundaries. This does not prevent the Board from obtaining information in the delegated areas.
- 2.4 Only decisions of the Board acting as a body are binding upon the Executive Director.
 - 2.4.1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
 - 2.4.2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require -- in the Executive Director's judgment -- a material amount of staff time or funds or is disruptive.

BSR # 3

TYPE: BOARD-STAFF RELATIONSHIP (BSR)

TITLE: EXECUTIVE DIRECTOR'S JOB DESCRIPTION

Approved: August 24, 1996

Revised: May 04/Sept 04/June 15

Reviewed Nov 97/Jan 99/Feb 00/May01/May02/May 03/May 04/May 05/May 06/May 07/June07/
June 08/June 09/ April 10/Jan 11 / Nov 12/ Dec 13/ Nov 14 / Nov 15/ Nov 16/ Nov 17

As the Board's single official link to the operating organization, the Executive Director's performance will be considered to be synonymous with organizational performance as a whole.

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

- 3.1 Organizational accomplishment of the provisions of the Board policies on Ends,
- 3.2 Organization operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

BSR # 4

TYPE: BOARD-STAFF RELATIONSHIP (BSR)

TITLE: MONITORING EXECUTIVE DIRECTOR PERFORMANCE

Approved: November 16, 1996

Revised: June 97/Feb 00/May 05/June08/Nov08/ Jan 11/ Nov 14/June 15

Reviewed: June98/Aug99/April 2000/May01/May02/May 03/May 05/May 06/ June07/June 08
June 09/ April10/ Nov 12/ Dec 13/ Nov 15/ Nov 16/ Nov 17

Monitoring the Executive Director's performance is synonymous with monitoring organizational performance against Board policies on Ends and on Executive Limitations. Any evaluation of Executive Director performance, formal or informal, may be derived only from these monitoring data.

- 4.1 The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
- 4.2 A given policy may be monitored in one or more of three ways:
 - 4.2.1. *Internal Report:* Disclosure of compliance information to the Board from the Executive Director.
 - 4.2.2. *External Report:* Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess the Executive Director's performance only against policies of the Board, not those of the external party unless the Board has previously indicated that the party's opinion is to be the standard.
 - 4.2.3. *Direct Board Inspection:* Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.
- 4.3 Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and EXECUTIVE LIMITATIONS policy will be classified by the Board according to frequency, format and method.
- 4.4 By December 15 each year, the Board of Directors will have conducted a summative evaluation of the Executive Director. This evaluation will only consider monitoring data as defined here, as it has appeared over the intervening year. A written evaluation from the Chair, on behalf of the Board, will be presented to the Executive Director no later than December 15. Any salary increase approved by the Board will be retroactive to August 1 – the beginning of the fiscal year

Schedule for Monitoring Executive Director Performance
Executive Director – Monitoring Report Due Dates

BSR Policy 4 (Updated May 2003/Discussed Sept 2003/Revised Nov 2003/Updated May 2004/Revised Sept 2004/Approved Nov 2004/Revised May 2005/Approved May 2005) Revised November 2009 / Sept 2011/ Dec 2012

Policy	Frequency	Due Date - end of the month	Due Date (Board Meeting)
EL 1 General Executive Constraint	Annual	November	April
EL 2 Treatment of Owners	Annual	November	April
EL 3 Staff Treatment	Annual	February	May / June
EL 4 Budgeting	Annual	April	May / June
EL 5 Financial Condition	Quarterly-	Q4 - August	September
		Q1 - November	November
		Q2 - February	April
		Q3 - May	May / June
EL 6 Emergency Executive Succession	Annual	November	September
EL 7 Asset Protection	Annual	October	November
EL 8 Compensation and Benefits	Semi Annual	February	April
		August	September
EL 9 Communications & Counsel to the Board	Annual	August	September
Ends	Annual	November - 2 weeks prior	November
Monitoring Reports are due to be posted to the Board Dropbox site 10 - 14 days prior to Board Meeting			
			April - 4 Reports
			May - 3 Reports
			September - 4 Reports
		UPDATED December 2012	November - 2 Reports plus 5 Ends Reports