

# GOVERNANCE POLICY

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PRAIRIE CENTRAL FASD ASSOCIATION  
**GOVERNANCE POLICY**

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## **1. COUNCIL STRUCTURE & RESPONSIBILITIES**

### **A. PURPOSE**

The purpose of the Association as identified in the Objects are:

1. To oversee and distribute Provincial FASD funds as per government directives.
2. To support and assist organizations serving individuals with Fetal Alcohol Spectrum Disorder (FASD) and their families.
3. To develop and provide services in areas of need to individuals with FASD and their families.
4. To develop and provide education and services to reduce the risk of prenatal alcohol exposures.
5. To lease, purchase or acquire facilities to house the Prairie Central FASD Association (Association).
6. To raise funds in any way to achieve the objects of the Association. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
7. To borrow funds and lease, mortgage, sell and dispose of property of the Association and establish a line of credit to achieve the objects of the Association.

### **B. COUNCIL STRUCTURE**

1. Role of Leadership Council
  - a) The role of Leadership Council is to provide leadership and oversight of the activities of the Association.
    - (1) In both roles it will represent the interests of its members and the broader community.
  - b) The Council will ensure:
    - (1) The Association operates with transparency and is active and forthright in its external communications.
    - (2) Regular reviews of operational practices rather than approving or advising on day-to-day decisions.
    - (3) Effective Council meeting practices, appropriate director conduct, ongoing Council education, and continuing attention to the recruitment of new members. It will take responsibility for its own management, continuity and renewal.
  - c) In providing leadership, the Council will work with staff and external stakeholders in planning, reviewing mission and objectives, determining outcomes and evaluating overall organizational results.
  - d) In providing oversight the Council will:
    - (1) Work within a budget
    - (2) Ensure the Association adheres to best practice in dealing with clients and in utilizing staff, volunteers and contract agencies.
2. Governing Style
  - a) The Council provides strategic leadership to the Association. In order to do this, the Council will:



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- (1) Keep informed of issues and trends that may affect the mission and organizational health of the Association.
  - (2) Make decisions based on knowledge of community needs and best practices and in accordance with the mission.
  - (3) Be proactive and visionary in its thinking.
  - (4) Encourage thoughtful deliberation, incorporating a diversity of viewpoints.
  - (5) Work together as colleagues, encouraging mutual support and good humor.
  - (6) Have the courage to lead and make difficult decisions.
  - (7) Commit to excellence in governance, including regularly monitoring, assessing and improving its own performance.
- b) In governing, the Council will fulfill its legal responsibilities of:
- (1) The *Duty of Obedience* that requires council members to be faithful to the mission of the Association in its policies and actions.
  - (2) The *Duty of Care* that requires that in fulfillment of his/her duties, a Council member owes the Association the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.
  - (3) The *Duty of Loyalty* that requires Council members to always put the best interest of the Association first when making decisions affecting the organization.

### C. RESPONSIBILITIES

1. Leadership Council is responsible for:
  - a) Defining the Association's mission, vision and values;
  - b) Ensuring the strategic direction of the Association is consistent with Operating Grant Policies and ensuring operation of the Association is effective in achieving its goals;
  - c) Directing and appropriately managing funds provided by Community and Social Services for the priorities outlined in the approved Schedule A and additional supplementary funding from other Ministries or sources.
  - d) Hiring and supporting the Executive Director and regularly evaluating his or her performance;
  - e) Providing adequate financial oversight;
  - f) Securing adequate resources which may include fund raising, and in-kind support;
  - g) Managing resources effectively and ensuring sufficient internal controls and accountability are in place;
  - h) Evaluating the Association's programs and services against its mission and vision;
  - i) Serving as an advocate to enhance the public image of and widespread support for the Association;
  - j) Participating in strategic planning;
  - k) Ensuring the longevity of the Council and Association by recruiting and developing new Council members; and,
  - l) Performing self-assessment to identify strengths and weaknesses of the Council.
2. Council members are responsible for:
  - a) Attending meetings
    - (1) At least 75% of all Council meetings (in person or remotely);
    - (2) Any committee meeting of which one is a member;
    - (3) Council retreats and other Council development activities as appropriate;
  - b) Reviewing the agenda and supporting materials prior to Council and committee meetings;
  - c) Serving on committees and taking on special assignments, as needed;



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- e) Remaining informed about the Association's mission, services and policies;
- f) Promoting the Association within the community;
- g) Keeping up-to-date on issues pertaining to the Association;
- h) Providing support and advice to the Executive Director; and,
- i) Suggesting nominees for Council membership;

### D. ACCOUNTABILITY

1. The Council has a duty to ensure that the organization is accountable for its performance to members, key stakeholders and the wider community.
2. The Council will articulate and describe its stakeholders, those individuals, groups and other organizations to which the Association is accountable. In doing so it will be more inclusive than exclusive.
3. Notwithstanding the fact that by-laws may specify who members of the Association are, the Council will ensure that all directors are clear about who are considered members. Members will be individuals, groups or organizations who have an "ownership interest" in the Association. In identifying its members from amongst its stakeholders, the Council will be more inclusive than exclusive.
4. The members and key stakeholders of the Association, may include but are not limited to:
  - (1) Council Chair
  - (2) Council Vice Chair
  - (3) Treasurer and Secretary or Treasurer/Secretary
  - (4) Executive Director
  - (5) Council Members
  - (6) Contracted Agency Representatives
  - (7) Representatives of stakeholder groups such as youth and adults with FASD, caregivers of persons with FASD, organization providing non-contracted services for FASD, individuals working in education, housing, employment, and health services
  - (8) Representatives of the counties, municipalities, cities, towns, and villages in the Association's boundaries
  - (9) Government of Alberta funding representative .
5. In exercising its accountability responsibilities in a proactive manner, the Council will ensure that:
  - (1) Its accountability efforts focuses on the Association's performance in relation to:
    - (i) mission specific objectives and/or outcomes
    - (ii) adherence to core values
    - (iii) prudent use or stewardship of financial and other resources.
  - (2) It does not confuse accountability to members, key stakeholders, and the wider community with the staff's responsibility to clients, consumers and volunteers.
  - (3) Accountability to funders in respect to the performance of individual programs
  - (4) Its accountability will involve making the Association, its governance practices, and programs more transparent
  - (5) It considers various means to exercise its accountability responsibility including (examples only):
    - (i) Special reports to members
    - (ii) Annual general meeting
    - (iii) Annual report
    - (iv) Financial audit



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## **2. CODE OF CONDUCT**

The Council commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and professional decorum when acting as council members.

In their capacity as governors, council members must demonstrate unconflicted loyalty to the interests of the ownership of the Association.

1. The Council is committed to effective decision-making and, once a decision has been made, speaking with one voice. Towards this end council members will:
  - a) Speak from broad member and community interests;
  - b) Speak for themselves (“my own thinking on this is that...”) rather than for a group of members;
  - c) Express additional or alternative points of view and invite others to do so too;
  - d) Refrain from “lobbying” other council members outside of council meetings that might have the effect of creating factions and limiting free and open discussion;
  - e) On important issues, be balanced in one’s effort to understand others and to make oneself understood;
  - f) Once made, support, indeed defend, council decisions, even if one’s own view is a minority one;
  - g) Not disclose or discuss differences of opinion on the council outside of council meetings, especially with staff, volunteers or clients. (For this reason information on who votes for and against any particular motion will not be recorded in meeting minutes unless a director requests it);
2. Respect the confidentiality of information on sensitive issues, especially in personnel matters.
3. Refrain from speaking for the Association unless authorized to do so.
4. Disclose one’s involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy).
5. Refrain from giving direction, as an individual council member, to the Executive Director or any member of staff.
6. Council members will sign a Code of Conduct form at the time of joining the Council.

## **3. CONFLICTS OF INTEREST**

The purpose of the conflict of interest policy is to protect the integrity of the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable provincial and federal laws governing conflict of interest applicable to the Association and charitable organizations.



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**A. DEFINITIONS**

1. Interested Person

Any director, principal officer, or member of a committee with governing council delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

- a) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - (1) An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
  - (2) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
  - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under 3.B.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing council or committee decides that a conflict of interest exists.

**B. PROCEDURE**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the committee and/or council considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining council or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a) An interested party who has a potential conflict of interest with respect to a proposed action, policy or transaction shall not participate in any way in, or be present during, the deliberations and decision-making vote of the Association. However, the interested party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the council may request that the interested party be available to answer questions.
- b) The disinterested members of the council may approve the proposed action, policy or transaction upon finding that it is in the best interests of the Association. The council shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to the Association and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a disinterested party.





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- d) Approval by the disinterested members of the council shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
- e) The minutes of the meeting shall reflect that the conflict disclosure was made to the council, the vote taken and, where applicable, the abstention from voting and participation by the interested party. Whenever possible, the minutes should frame the decision of the council in such a way to provide guidance for consideration of future conflict of interest situations.

**C. VIOLATIONS OF CONFLICT OF INTEREST POLICY**

If the council or Executive Director has reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.

If the council or Executive Director decides that the interested party has in fact failed to disclose a possible conflict of interest, the council shall take corrective action based on the nature of the potential conflict.

**D. RECORDS OF PROCEEDINGS**

The minutes of the governing council and all committees with council delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing council's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion and a record of any votes taken in connection with the proceedings.

**E. COMPENSATION**

- a) A voting member of the leadership council who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- c) Employees or independent contractors are precluded from membership on any committee whose jurisdiction includes compensation matters.



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**F. STATEMENT OF UNDERSTANDING**

Each director, principal officer and member of a committee with governing council delegated powers shall sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy, and
3. Has agreed to comply with the policy.

**G. ANNUAL REVIEWS**

1. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, annual reviews shall be conducted. The reviews shall, at a minimum, include the following subjects:
  - a) Whether compensation arrangements and benefits are reasonable and based on competent survey information
  - b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in conflict of interest.

**4. DECISION-MAKING**

The Council will make decisions by a process of careful deliberation, seeking out the wisdom and experience of many voices as appropriate, which may include its consumers, staff, volunteers, council members and others with knowledge of its mission.

1. Attendance of at least \_\_\_% of voting members will constitute quorum for decision making.
2. The Council will strive for consensus of opinion in its decision-making.
3. If consensus isn't reached after a reasonable period of deliberation, to be determined by the chair, then a majority of members present , or in case of a tie the vote of the chair, will render the final decision.

**5. LEADERSHIP COUNCIL MEMBERS**

The Council is collectively accountable to the community, funders and other stakeholders. It is accountable for the Association's performance in relation to its mission and strategic objectives and for the effective stewardship of financial and human resources.

**A. AUTHORITY**

Individual council members have no authority to approve actions by the Association, to direct staff, or to speak on behalf of the Association, unless given such authority by the council.

**B. RESPONSIBILITY**

Council members are responsible for acting in the best long-term interests of the Association and its community and will bring to the task of informed decision-making, a broad knowledge and an inclusive perspective.



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**C. GENERAL DUTIES**

Every member of Council is expected to do the following:

1. Prepare for all meetings, work as a team member and support council decisions.
2. Participate in the review of the Association's mission and objectives and the development of a strategic plan.
3. Monitor the performance of the Association in relation to objectives and core values.
4. Approve the budget and monitor financial performance in relation to it.
5. Abide by the by-laws, code of conduct and other policies that apply to the council.
6. Establish, review and monitor policies that guide core operational practices (e.g. financial management, human resource management).
7. Participate in the recruitment of new council members.
8. Participate in the evaluation of the council itself.
9. Participate in committee work.
10. Attend and participate in the Annual General Meeting.
13. Keep informed about community issues relevant to the mission and objectives of the Association.

**D. QUALIFICATIONS**

The following are considered key job qualifications:

- Knowledge of the community
- Commitment to Association's mission and strategic directions
- A commitment of time
- Openness to learning

**DI. EVALUATION**

The performance of directors is evaluated in the context of the evaluation of the council and is based on the carrying out of duties and responsibilities as outlined above.

**DII. REMOVAL OF A COUNCIL MEMBER**

A director may be removed from the council, by majority vote, if absent from three consecutive meetings.

**6. ROLES OF THE OFFICERS OF THE LEADERSHIP COUNCIL**

The Leadership Council is the legal authority for the Association.

As a member of the Council, a Director acts in a position of trust for the community and is responsible for the effective governance of the Association.



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**A. CHAIRPERSON**

1. Qualifications/Skills:

Completed two years of Council membership term and have an understanding of parliamentary procedures.

2. Term:

The Chair serves for a two-year term if possible.

3. Requirements:

- a) Commitment to the work of the Association;
- b) Knowledge and skills in one or more areas of Council governance: policy, finance, programs, and/or personnel;
- c) Willingness to serve on at least one committee;
- d) Attendance at Council meetings;
- e) A time commitment of 5-8 hours per month, (includes Council preparation, meeting, committee and meeting time);
- f) Attendance at Annual General Meeting;
- g) Be informed of the services provided by the Network and publicly support them;
- h) Prepare for and participate in the discussions and the deliberations of the Council;
- i) Foster a positive working relationship with other Council members, and the Executive Director; and,
- j) Be aware and abstain from any conflict of interest.

4. Major Duties:

- a) Supervises the affairs of the Council;
- b) When present, chairs all meetings of the Association, the Council and the Executive Committee;
- c) Is an ex officio member of all Committees, except the Nominating Committee;
- d) Acts as the spokesperson for the Association;
- e) A signing authority on behalf of the Council for financial and legal purposes;
- f) Represent the organization to Government and Municipal officials;
- g) Provides leadership and direction to the Council;
- h) Arrange for Vice to Chair meetings in the absence of the Chair;
- i) Represent the Association at community functions;
- j) In conjunction with the Executive Director set Council meeting agenda;
- k) Enhance relationships with other community groups and agencies;
- l) In conjunction with the Executive Committee provide guidance and leadership;
- m) Ensure Council members receive agenda and minutes in a timely manner;
- n) Chairs the Executive Committee;
- o) Adhere to general duties outlined in the council member job description; and,
- p) Carries out other duties assigned by the Council.



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**B. COUNCIL VICE-CHAIR/PRESIDENT (DIRECTOR)**

1. Qualifications/Skills:

Completed one year of Council membership term and have an understanding of parliamentary procedures.

2. Term:

The Vice-Chair is selected by Leadership Council to serve for a one-year-term.

3. Requirements:

- a) Commitment to the work of the Association;
- b) Knowledge and skills in one or more areas of Council governance: policy, finance, programs, and/or personnel;
- c) Willingness to serve on at least one committee;
- d) Attendance at Council meetings;
- e) A time commitment of 5-8 hours per month, (includes Council preparation, meeting, committee and meeting time);
- f) Attendance at Annual General Meeting;
- g) Be informed of the services provided by the Association and publicly support them;
- h) Prepare for and participate in the discussions and the deliberations of the Council;
- i) Fosters a positive working relationship with other Council members, and the Executive Director; and,
- j) Be aware and abstain from any conflict of interest;

4. Major Duties:

- a) Presides at meetings in the Chairperson's absence. If the Vice-Chairperson is absent, the Directors elect a Chairperson for the meeting;
- b) Replaces the Chairperson at various functions when asked to do so by the Chairperson or the Council;
- c) Chairs the Personnel Committee;
- d) A signing authority on behalf of the Council for financial and legal purposes;
- e) Is a member of the Executive Committee;
- f) Adhere to general duties outlined in the council member job description; and,
- g) Carries out other duties assigned by the Council.

**C. COUNCIL TREASURER (DIRECTOR)**

1. Qualifications/Skills:

Completed one year of Council membership term and have the ability to read/understand/interpret financial statements.

2. Term:

The Treasurer is selected by Leadership Council to serve a two-year term if possible.

3. Requirements:

- a) Commitment to the work of the Association;



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- b) Knowledge and skills in one or more areas of Council governance: policy, finance, programs, and/or personnel;
- c) Willingness to serve on at least one committee;
- d) Attendance at Council meetings;
- e) A time commitment of 5-8 hours per month, (includes Council preparation, meeting, committee and meeting time);
- f) Attendance at Annual General Meeting;
- g) Be informed of the services provided by the Association and publicly support them;
- h) Prepare for and participate in the discussions and the deliberations of the Council;
- i) Fosters a positive working relationship with other Council members, and the Executive Director; and,
- j) Be aware and abstain from any conflict of interest.

4. Major Duties

- a) Communicates with and receives financial documents from the Executive Director;
- b) Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Council;
- c) Makes sure a detailed account of revenues and expenditures, as received by the Executive Director, is presented to the Council as requested;
- d) Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- e) Chairs the Finance Committee of the Council;
- f) A signing authority on behalf of the Council for financial matters;
- g) Act as a resource to other committees;
- h) Calls for the motion at the Annual General Meeting to appoint the Auditor;
- i) Is a member of the Executive Committee;
- j) Adhere to general duties outlined in the Council member job description; and,
- k) Carries out other duties assigned by the Council.

**D. COUNCIL SECRETARY (DIRECTOR)**

1. Qualification and Skill:

Good communication and written skills.

2. Term:

The Secretary is appointed by Executive Committee for a two year term if possible.

3. Requirements:

- a) Commitment to the work of the Association
- b) Knowledge and skills in one or more areas of Council governance: policy, finance, programs, and/or personnel;
- c) Willingness to serve on at least one committee;
- d) Attendance at Council meetings;



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- e) A time commitment of 5-8 hours per month, (includes Council preparation, meeting, committee and meeting time);
  - f) Attendance at Annual General Meeting;
  - g) Be informed of the services provided by the Association and publicly support them;
  - h) Prepare for and participate in the discussions and the deliberations of the Council;
  - i) Fosters a positive working relationship with other Council members, and the Executive Director; and,
  - j) Be aware and abstain from any conflict of interest
4. Major Duties:
- a) Attends all meetings of the Association, the Council and the Executive Committee;
  - b) Ensures accurate minutes of these meetings;
  - c) Has charge of the Council's correspondence;
  - d) Makes sure a record of names and addresses of all Members of the Association is kept;
  - e) Makes sure all notices of various meetings are sent;
  - f) Makes sure annual fees are collected and deposited;
  - g) Keeps the Seal of the Association;
  - h) Ensures the filing of the annual return, changes in the Directors of the Association, amendments in the bylaws and other incorporating documents with the Corporate Registry;
  - i) Reviews/monitors and verifies accuracy of the meetings minutes, and circulates to all Directors
  - j) Is a member of the Executive Committee;
  - k) Adhere to general duties outlined in the council member job description; and,
  - l) Carries out other duties assigned by the Council.

#### **E. POSITION AMALGAMATION**

If the Board deems it necessary, the positions of Council Secretary and Council Treasurer may be amalgamated to create one Council Secretary/Treasurer role. This position may be re evaluated at the Annual General Meeting.

### **7. COUNCIL COMMITTEE**

#### **A. COMMITTEE PRINCIPLES**

Council committees are created to do council work and should never interfere with delegation from council to Executive Director.

1. Committees will be used sparingly and ordinarily in an ad hoc capacity.
2. Committees will assist the Council by preparing policy alternatives and implications, presenting membership nominations, or other duties as shall be designated, for council deliberation.
3. Council committees may not speak or act for the Council except when formally given such authority. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.



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4. Council committees cannot exercise authority over staff.
5. No majority of members of a council committee that has helped the Council create policy on some topic shall be used to monitor organizational performance on that same topic.

## **8. COUNCIL RESPONSIBILITIES**

### **A. PLANNING**

- a) The Leadership Council role in conjunction with the Executive Director encompasses:
  - (1) Strategic planning
  - (2) Ensuring adequate community needs assessment
  - (3) Identifying service priorities
  - (4) Developing annual organizational goals, objectives and performance indicators
  - (5) Ensuring organizational evaluation & service evaluation
- b) Every three years the Council will go through a comprehensive strategic planning process. Members and community (external) stakeholders will be encouraged to participate in strategic planning. Communication with members and stakeholders may be varied (e.g. in person, print, online) and begin ahead of the planning process. Participation may be sought through surveys, in person consultation, telephone/video consultation, planning feedback forms, online communication, or suggestion boxes.
- c) Annually, the plan will be reviewed and revised as necessary. Quarterly, the Executive Director will report on its progress.
- d) The Council is responsible for:
  - (1) Defining the vision;
    - (a) Where the Association is heading
  - (2) Making sure the mission is clearly and accurately stated;
    - (a) What the Association is and does
  - (3) Providing the roadmap that drives the Association;
    - (a) Used as the compass for all programs and services
  - (4) Ensuring planning takes place regularly;
    - (a) Participate actively in the planning process
    - (b) Evaluate the process, not just its results
  - (5) Formally approving agreed-upon priorities; and,
  - (6) Using the priorities to structure council meeting agendas, budgeting and other discussions.

### **B. FINANCIAL STEWARDSHIP**

The Leadership Council accounts to members and other key stakeholders through annual and periodic reports on its activities and finances, annual audited financial statements and by operating in an open and transparent manner.

1. The Council is responsible for:
  - a) Seeking or securing sufficient resources for the Association to adequately finance its operational and capital requirements;
  - b) Accounting to members, other financial contributors and key stakeholders for the





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- services of the Association and expenditure of funds;
- c) Anticipating, mitigating and ensuring proper management of risks to the Association, its staff, Council members and volunteers;
  - d) Approving a mandate within which pay and benefits agreements with staff are to be negotiated;
  - e) Ensuring payment to government sources (e.g. payroll deductions, GST, etc.);
  - f) Regularly reviewing the organization's services to ensure that they are consistent with the purpose of the Association and that its programs are effective and relevant to members' and community needs; and,
  - g) Ensuring prudent and proper management of the Association's resources.
2. Generally, the Council will:
- a) Develop and approve the annual budget;
  - b) Develop and/or ensure financial controls and procedures are in place;
  - c) Establish and/or monitor financial record keeping systems;
  - d) Ensure financial reporting systems are in place; and,
  - e) Monitor revenue and expenditures of the Association.
3. Specifically, the Council will:
- a) Annually identify by motion Council members who have signing authority for the upcoming year for contracts, etc.
  - b) Review and approve financial statements on a quarterly basis;
  - c) Review and approve the annual audited statements;
  - d) Annually review financial controls and procedures;
  - e) Approve expenses not identified in the annual budget, or where there is question around the use of a particular budget line
  - f) Approve any expenses outside of the annual budget; and,
  - g) Approve the purchase of capital items, a lease of premises, and the creation of new staff positions.
4. Individual responsibilities include:
- a) Attending council or committee meetings;
  - b) Reading and understanding financial reports;
  - c) Understanding the council's financial policies; and,
  - d) Participating in approving the annual budget, audit, annual financial report and financial statements except where prohibited by conflict of interest.

**C. HUMAN RESOURCE STEWARDSHIP**

The Council will support and monitor the administrative responsibilities that the Executive Director has to achieve the following:



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1. Appropriate personnel policies have been adopted by the Council and are followed by the management.
2. A position classification and salary schedule policy for the Association.
3. Affirmative action and non-discrimination policies have been adopted and enforced throughout the Association.
4. A current job description exists for each position.
5. Appropriate training is obtained for staff on a regular basis.
6. Appropriate use is made of volunteers.
7. All personnel are evaluated at least annually.

**D. OPERATIONAL STEWARDSHIP**

The Council is responsible for organizational governance. This is accomplished by meeting the legal requirements of the Association, monitoring and evaluating the Association's performance, and ensuring the Council itself works effectively. The Council's roles in the oversight of organizational governance are:

1. Establishing Council policies on evaluation and oversight;
2. Ensuring the utilization of information from the assessment of program and organizational improvement.
3. A basic responsibility of the Council is to ensure its own renewal and development. The Council development cycle illustrated below is one way of describing the key steps in the process:
  - a) Electing and re-electing Council officers;
  - b) Recruiting and selecting new members;
  - c) Orienting new Council members;
  - d) Providing ongoing support and recognition;
  - e) Taking part in training and development;
  - f) Being proactive and anticipating problems.

**9. RISK MANAGEMENT**

**A. DEFINITION**

Risk management is any procedure or practice the Association uses to reduce exposure to liability. These practices include obtaining insurance coverage for employees and volunteers, screening volunteers to protect clients from harm; developing Council orientation and training materials; developing strong employment practices; and implementing policies and procedures that protect the Association.



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**B. STRATEGIES**

1. To help minimize risk, the Leadership Council will ensure the following is in place:
  - a) Financial reporting;
  - b) Liability insurance for directors and officers;
  - c) Precise and detailed job descriptions;
  - d) Orientation for Council members and volunteers;
  - e) Clearly written policies relating to all aspects of the Association management including but not limited to governance, program, finances, fundraising and personnel;
  - f) Strategic and long-range planning; and,
  - g) Insurance coverage for specific events.
2. Council will complete a risk assessment at least every three years.

**10. CONFLICT RESOLUTION PROCESS**

The Association is committed to prompt and fair resolution of all disputes of any nature which may arise relating to the work of the Association. An association member or staff who believes that s/he has been treated unfairly may choose to write a letter of grievance to the Council and/or choose to request a hearing before the Council. In either case, the complainant should follow appropriate administration channels before bringing a concern to the Council.

**A. LETTERS OF GRIEVANCE**

Complainants may communicate a grievance to the Council at any time. Such letters must be signed and must include any written communication between the Executive Director and complainant concerning the matter. For example:

- a) The written communication with the complainant giving notice of the concern.
- b) The Executive Director's written response to the concern.

Grievance letters will be addressed to the council chair. A copy of any letter of grievance must be sent to the Executive Director. The Chairperson will reply within 14 calendar days. The grievance letter and the Council's reply will become a part of Association records.

**B. GRIEVANCE HEARINGS**

Before a grievance hearing will be granted by the Council, the complainant must produce evidence that attempts have been made to resolve the concern within the Association's established organizational structure. All such attempts will be documented in writing and will include:

1. Any written communication between the Executive Director and complainant concerning the matter. For example:
  - a) The written communication with the complainant giving notice of the concern.
  - b) The director's written response to the concern.
2. The written request for a hearing before Council must:
  - a) Clearly state the issue that will be discussed with the Council.



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- b) Establish that no reasonable and satisfactory solution has been reached.
  - c) Suggest a reasonable solution for the Council to consider.
3. If a grievance hearing is granted, the complainant will appear before Council at the next regularly scheduled meeting unless it is more than 30 days away at which time a special meeting will be called. If the complainant intends to provide witnesses, the names of such witnesses will be communicated to the Chairperson no later than three calendar days prior the meeting.
- a) Grievance hearings will be limited to a maximum of thirty minutes unless further allowance of time is requested in writing three calendar days prior to the meeting. The hearing may be curtailed by the Chairperson at any time.
  - b) Grievance hearings concerning personnel matters may be held in open or closed session at the Council's discretion.
  - c) After the hearing, the president of the Council will provide a written response to the complainant within 14 days. Any decision or response by the Council is final.

## **11. COUNCIL EDUCATION AND TRAINING**

### **A. COUNCIL ORIENTATION**

Council members bring a variety of skills, values, and interests to an organization, which can be focused and enhanced through training and development.

An orientation will be provided to new council members annually following the Annual General Meeting. Included in the orientation will be information on:

- 1. People within the Association;
- 2. Way in which the Association and council operates;
- 3. Key beliefs and goals that direct the Association's activities.

### **B. COUNCIL MANUAL**

A digital or physical manual will be provided to each new member and updated annually.

Information in the manual includes but is not limited to:

- |                                     |                      |
|-------------------------------------|----------------------|
| 1. Table of content                 | 6. Policy            |
| 2. Vision and Mission Statements    | 7. Financial Summary |
| 3. History/Background               | 8. Committees        |
| 4. Council Structure and Operations | 9. Council List      |
| 5. By-laws                          |                      |

### **C. LEARNING & DEVELOPMENT**

Ongoing education increases effectiveness and interest. The Council will be provided with educational opportunities each year which may include any of the following:

- 1. Information session at council meeting



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| 2. In-service training or workshop | electronic resources   |
| 3. Retreat                         | 6. Distance education  |
| 4. External workshop or conference | 7. Meetings reserved for reflection and unstructured dialogue. |
| 5. Books, audiovisual materials,   |  |

## **12. COUNCIL EVALUATION**

Regular evaluation of the council helps to reinforce activities and to initiate future action.

The Chair of the Council will initiate evaluation processes which may include both a self evaluation for individual members and council evaluation.

## **13. EXECUTIVE AUTHORITY**

### **A. DELEGATION TO THE EXECUTIVE DIRECTOR**

The Executive Director holds a key leadership position in the Association. Under the authority of the Council, the Executive Director assumes complete responsibility for carrying out assigned policies and regulations. The Executive Director has the authority to direct the implementation of the Association's programs and services, and is responsible for the management of all staff members and volunteers.

### **B. APPOINTMENT OF THE EXECUTIVE DIRECTOR**

1. The Leadership Council is responsible for hiring the Executive Director.
2. The personnel committee or an adhoc committee (search committee) of council will be responsible for the recruitment process.
  - a) The Council will assign to committee the necessary authority and responsibility to conduct the search process. The Council may ask the committee to:
    - (1) Conduct the search, and then to bring its recommendations to the Council for final approval.
    - (2) Empower the committee to conduct the search and to hire the new Executive Director, and then to inform the Council of its decision.
3. The search committee must have a process in place for maintaining the confidentiality of all information during the search process, retaining documents for the time prescribed by FOIP and PIPEDA, and for destroying the information when the time frame has concluded.
4. The search committee will assist in the successful transition of the Executive Director into his/her position by:
  - (1) Announcing the appointment to stakeholders
  - (2) Planning and supporting orientation
  - (3) Assisting the chairperson of council in setting up a series of meetings with the Executive Director:



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- (i) Identify resource people for the Executive Director to contact for information during the transition period
- (ii) Establish a reasonable number of short-term goals for the probationary period, and to discuss how progress will be monitored
- (iii) Confirm a review date at the end of the probationary period, and to discuss the process for either confirming the permanent appointments of the Executive Director, or dismissing him/her from the job
- (iv) Establish long-term goals that will be used in the annual performance appraisal process

**C. EXECUTIVE DIRECTOR PERFORMANCE EXPECTATIONS**

1. The Council will ensure a job description exists that reflects the current expectations of the Executive Director position. The description will include the following areas:
  - a) Policy Management
  - b) Strategic Planning
  - c) Visioning
  - d) Leadership
  - e) Program Management
  - f) Personnel Management
  - g) Financial Management
  - h) Risk Analysis
  - i) Advocacy Management
2. The job description will be reviewed periodically as part of the performance evaluation process.

**D. EXECUTIVE DIRECTOR PERFORMANCE EVALUATION**

One of the key responsibilities of the Leadership Council is to provide the Executive Director with a thorough performance evaluation on a regular basis. The performance evaluation process is part of performance management, which is one of the Council's governance roles. The performance evaluation of the Executive Director is an opportunity for a process that allows the Council and the Executive Director to improve communication and productivity in the Association.

1. A performance evaluation of the Executive Director shall be conducted annually, within one month of the Executive Director's employment anniversary date by an evaluation committee (or designated committee) of the Council.
2. Members of the Council shall be invited to provide input to the evaluation committee.
3. The evaluation committee shall consist of the chair, vice-chair and one other Council member.
4. The evaluation committee shall determine the salary and/or benefit changes to occur, based on the results of the appraisal.
5. The evaluation document will include a self evaluation, supervisor evaluation, areas for improvement, and agreed-upon actions.
6. Progress toward actions will be reported on quarterly to the evaluation committee.

**14. SUCCESSION PLANNING**

**A. EMERGENCY SUCCESSION PLAN**

Given the importance of continuity of operations to clients and staff of the Association, the



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Executive Director will develop and implement a plan, to be approved by the Council, to ensure the Association can effectively operate in the event that an emergency, such as illness, injury or death, makes it impossible for them to effectively provide executive leadership.

Such a plan will include:

1. The appointment, training and designation of one person who can and will serve as “Acting Executive Director” for a period of not less than 20 working days and up to 60 working days to take effect within 24 hours following the occurrence of the emergency situation.
  - a) The name(s) of persons so designated shall be known to the Council.
2. Immediate access, by designated staff, to passwords and other security codes required for the Executive Director’s computer files, e-mail accounts, telephone message systems, office, cabinets and work-related security boxes.
3. The maintenance of an accessible and understandable calendar of Executive Director appointments and other work related activities.
4. Access to a current 3-month Executive Director work plan.