

# POSITIVE LIVING NORTH: NO KHĒYOH T'SIH'EN T'SEHENA SOCIETY



## Policy & Procedure Manual – Board of Directors

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## SECTION A - BOARD STRUCTURE AND GOVERNANCE

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### A1 DEFINITION OF POLICY, PROCEDURE AND LANGUAGE

#### **Policy:**

For the purpose of this manual, policies are:

- The written basis of operation, secondary to legislation and PLN's bylaws;
- Guidelines for decision making;
- To prescribe limits and assign responsibilities within PLN Society;
- Viewed as the rule and expectation for Board conduct.

#### **Procedure:**

For the purpose of this manual, procedures are:

- Directions for daily operations that are conducted within the framework of policies;
- To provide parameters on how a policy is implemented.

#### **Definitions:**

For the purpose of this manual, when the following word appears in this document, the parameters of its meaning and usage will be as follows, unless otherwise indicated:

- "PLN" refers to Positive Living North: No khēyoh t'sih'en t'sehena Society;
- "Board of Directors" ('Board') is a group of elected community members that oversee the direction of a non-profit organization and who have fiduciary responsibility for the organization as outlined in the BC Society Act;
- "Board Executive" refers to Chairperson, Vice Chairperson, Secretary, and Treasurer of the Society;
- "Executive Director" is a PLN employee who is responsible for the operations, management and implementation of the policy decisions of the Board for the organization;
- "Member" will include recipients of PLN services.

### A2 BOARD GOVERNANCE

#### **Policy:**

Positive Living North: No khēyoh t'sih'en t'sehena (PLN, Positive Living North) Society's governing body – The Board of Directors ('Board') – must demonstrate ethical stewardship, and strong leadership through a functional, effective structure. The Board must also be sufficiently active, capable and diverse to guide, plan, and support the achievement of PLN's mission and goals.

#### **Procedure:**

1. The Board will abide by the BC Society Act parameters of responsibilities for Managers as described at [http://www.qp.gov.bc.ca/statreg/stat/S/96433\\_01.htm](http://www.qp.gov.bc.ca/statreg/stat/S/96433_01.htm) - section25.
2. Each new Board member will be provided with a Board Orientation Binder.
3. There is clear division between Board and Executive Director roles and responsibilities as outlined in Policy C.2 Delegation to the Executive Director.
4. In brief the Board:

- Reviews management’s implementation of an effective strategic planning process;
  - Reviews risk identification and management processes to prevent loss of reputation, vital resources, and ability to operate;
  - Develops and adopts policy within their area of responsibility;
  - Provides financial oversight, adopting changes to policies considered necessary based on reviews and evaluations;
  - Anticipates the need for and develops resources;
  - Reviews achievement of the organization’s objectives through operations and services;
  - Enhances and promotes community-organization relationships;
  - Hires, supervises/appraises, directs, and terminates the services of the Executive Director;
  - Determines the level, nature, extent (including benefits) of remuneration for the services of the Executive Director;
  - Develops regulations and procedures to ensure that proper back-up is in place in the event that PLN loses the services of the Executive Director.
5. The Board understands and exercises appropriate stewardship in fulfilling fiduciary responsibilities and duties.
  6. It is important to note that no one individual Board member is the supervisor of the Executive Director, but that the collective group is the supervisor of the Executive Director.
  7. It is recommended that a strong, respectful working relationship be developed between the Chair of the Board and the Executive Director and is facilitated within the boundaries of the above-noted paragraph.
  8. The Board understands PLN’s history through Board minutes, annual reports, newsletters, etc. and provides a link with the past.
  9. The Board listens to interests and expectations of the membership and stays in touch with concerns. When possible, the Board participates in the Society’s various social, educational, counselling, and cultural programs etc., to actively encourage membership involvement.

### **A3 DUE DILIGENCE**

#### **Policy:**

The Board must demonstrate ethical stewardship, and strong leadership through individual responsibilities as Board members. The Society understands that the highest standards of conduct among the Board is essential to maintain and enhance the members’ trust and confidence in the Society.

#### **Procedure:**

1. Individual Board members commit and adhere to the following:
  - Respect the confidentiality of Board business;
  - Demonstrate commitment through regular attendance, preparation and keeping informed of Board meetings;
  - Although a Board member may also be a client of the agency, they are not to use their service on this Board for personal advantage or for the advantage of friends, associates or supporters. They agree to remove themselves from the Board discussion if a conflict of interest arises or is likely;
  - Promote the philosophy of PLN by supporting its mission statement, values and goals;
  - Approach all Board issues with an open mind, prepared to make the best decisions for everyone involved;

- Do nothing to violate the trust of those who elected or appointed each Board member in good faith;
  - Never exercise authority as a Board member except when acting in a meeting with the full Board or as mandated by the Board;
  - Represent the interests of all people served by this organization, and not favor special interests inside or outside of this organization;
  - Focus efforts on the mission of the organization and not on personal goals;
  - Conduct themselves personally and professionally in a manner that will not jeopardize PLN's reputation or the confidence of PLN's stakeholders;
  - Not attend or conduct any official PLN business while under the influence of alcohol or drugs.
2. As Directors, each Board member has a number of duties to the Society:
    - Duty of Confidentiality - to respect the confidentiality of Society business;
    - Duty of Knowledge - each Board member is required to develop and know the Vision & Mission Statement, the agency defined bylaws, practices, and values and to perform their duties to the best of their abilities;
    - Duty of Skill and Prudence - each Board member is required use skills and expertise in the best interest of the agency and to act cautiously;
    - Duty to Report – each Board member must report any incident in which they are a participant which may affect the credibility, reputation or confidence of PLN to its membership and stakeholders. The Board member has up to 24 hours from the time of the incident to alert the Board Executive of the incident.
  3. The Board Executive, as defined in the PLN Constitution and Bylaws, has the authority to address Board membership in the event of non-compliance with policies and/or procedures.

## **A4 CONSTITUTION AND BYLAWS**

### **Policy:**

Positive Living North: No khēyoh t'sih'en t'sehena Society's Constitution and Bylaws are considered an integral component of PLN's overall policy and procedural system.

### **Procedure:**

See attached document in Appendix A.

## **A5 POLICY CREATION, APPROVAL AND REVIEW PROCESS**

### **Policy:**

Ongoing development, review and revision of PLN policies and procedures must occur in order for PLN to provide on-going clear work directions and parameters.

### **Procedure:**

1. The Board is responsible to ensure that the PLN *Policy and Procedure Manual – Board of Directors* (this document) is maintained, with an annual review occurring during the second quarter of each fiscal year.
2. The Board may delegate this responsibility to a Standing Committee comprised of Board members and the Executive Director.

3. Monitoring of review dates will be noted in the table of contents of the PLN *Policy and Procedure Manual – Board of Directors* to ensure adherence.
4. The development of new PLN policies and procedures will proceed as follows:
  - a. When a Board member identifies a need for a new policy or procedure, they will bring forth their ideas and suggestions in writing to a duly-convened meeting of the Board or to the annual review;
  - b. If the suggested policy or procedure is deemed warranted, a Board member or the Executive Director will be assigned to draft the policy or procedure
  - c. The final draft of the policy or procedure will go to the Board for review and implementation.

## **A6 DIRECTORS AND OFFICERS LIABILITY INSURANCE**

### **Policy:**

Positive Living North will maintain Directors and Officers liability insurance, which is considered an integral risk management strategy.

### **Procedure:**

1. The Executive Directors will ensure Managers and Officers liability insurance is purchased for each PLN fiscal year.
2. There will be adequate budget coverage for appropriate premium costs.
3. The scope and parameters of the Insurance policy will be reviewed annually to ensure adequate and appropriate coverage based on all current services offered by PLN.

## **A7 BOARD MEMBER LIST**

### **Policy:**

The Board list is considered an integral component of PLN's overall communication and accountability strategy to its members, staff, membership, community partners and the community at large.

### **Procedure:**

1. A current Board list will be maintained at all times with the current date noted; outdated lists will be maintained in archival form.
2. The names of Board members are public domain. Other identifying factors are only provided in reference to Society business. See current Board Member listing in Appendix B.
3. PLN's Board member list may include:
  - First name;
  - Last name;
  - Position held on the Board;
  - Phone number;
  - Contact address;
  - Contact email, if applicable;
  - Length of term;
  - Length of term remaining;
  - Birth date;

- 'Arm's length' status.
4. For PLN's annual income tax return for the Canada Revenue Agency, PLN requires that this information be submitted during the annual non-profit tax filing process. The list will be kept confidential.

## **A8 BOARD ATTENDANCE AND TRAVEL**

### **Policy:**

This policy is intended to support full contribution of all Board members. Board members are expected to attend all Board meetings and all meetings of Board Committees of which they are a member. Board members are expected to attend each meeting in its entirety. If a Board member cannot attend a meeting in person, or if the costs associated with attendance are significant, teleconference attendance can be arranged. Board members will not be under the influence of alcohol or illegal drugs while attending Board meetings or conducting official PLN business. Attendance records for the Board and Board Committee meetings are kept for each Board member and are disclosed to the Board upon request.

Board members are also supported to attend functions on behalf of the Society. Travel costs must be approved by the Board Treasurer prior to the function, and will be paid by the Society or reimbursed.

### **Procedure:**

#### Board Attendance

##### 1. Definition of Board attendance issues:

An issue occurs if any of the following conditions exist in regard to a Board member's attendance at Board meetings:

- The Board member has two absences in a row in which no notification has been provided to the Board Executive or Executive Director;
- The Board member has three notified absences in a row;
- The Board member misses one third of the total number of Board meetings in a twelve-month period;
- The Board member has attended a Board meeting, PLN function or conducted official PLN business while under the influence of alcohol or illegal drugs;
- The Board member exhibits inappropriate behaviour deemed unprofessional and unbecoming to PLN's overall philosophy and policies, based on the assessment of their peers, while conducting official PLN business or attending Board meetings or PLN functions.

##### 2. Suggested Response to a Board attendance issue

- a. If a Board attendance problem exists, the Board Chair will promptly contact the Board member to discuss the problem. The Board member's response will promptly be shared by the Chair with the entire Board at the next Board meeting. In that meeting, the Board will decide what actions to take regarding the Board member's continued participation on the Board;
- b. If the Board decides to terminate the Board member's position on the Board, termination will be conducted per this policy. For example, the termination process might include that the Board Chair will call the member question and notify them of the Board's decision to terminate. The Board will promptly initiate a process to begin recruiting a new Board member;

- c. The Chair will provide a letter of termination to the Board member to be issued in a timely manner. The Chair will also request the member to return Society-related materials to the agency.
3. From time to time, it may be appropriate for Board members to temporarily resign from their position during anticipated absences or issues that make consistent Board attendance problematic. Arrangements for interim appointments for position vacancies will be discussed between the Board Chair, the Board member and the prospective new candidates. All potential Board members are welcome to put their names forward for nomination at the next AGM.

**Travel Costs:**

1. Travel costs associated with Board member travel to Board meetings when the Board member resides out of town will be covered by the Society if it is deemed necessary for a face-to-face meeting to be held. Due to budgetary constraints, travel costs will be provided for quarterly face-to-face meetings only; otherwise, arrangements for a teleconferenced Board meeting will be made.
2. Travel costs associated to functions whereby the Board member is acting on behalf of the agency shall be covered by the Society. Appropriate travel expenses approved for Board travel are as follows: accommodations, meal allowance, transportation, and fees in accordance with PLN's Travel Expense Claim guidelines.
3. All travel costs of Board members need to be approved by the Treasurer for costs under \$100.00. Travel costs above \$100.00 need to be approved by the Board.



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## SECTION B – PLN GUIDING TENETS

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### B1 CODE OF CONDUCT

#### **Policy:**

PLN's code of conduct is based on Article 3: United Nations Declaration on the Rights of Indigenous Peoples:

“Indigenous peoples have the right of self-determination. By virtue of that right they freely determine their political status and freely pursue their economic, social and cultural development.”

This guiding principle forms the foundation of all interactions between the organization and community, between the Board and the staff, and between the staff and the members whom they serve. This is reflective of the way in which PLN intends to work, and encompasses:

- PLN must endeavour to work in a cooperative manner with other groups and organizations, be they Aboriginal or non-Aboriginal, in order to develop a humane society of equal opportunity for all peoples and respect for all living things;
- PLN must be tolerant of diversity and forthright in expressing its views on particular issues while maintaining respect for the needs of people living with and affected by HIV/AIDS. PLN believes that members have the right and the capacity to determine how they want to change their lives, and have the strength to make these changes. We believe in the right of members to maximize their full and unique potential for healthy living through the support of professional, effective and accountable services. Member issues are understood within a population health and harm-reduction approach;
- PLN must endeavour to be a community-directed organization and to consider the implications of all decisions and actions for the members and for the communities to whom the members belong;
- All PLN staff and volunteers must first and foremost show respect and honour for Aboriginal knowledge systems, traditions, languages and cultures. PLN must support unity amongst all Aboriginal people without regard to legal distinctions which may be drawn between Status and Non-Status individuals or amongst Métis, Indian or Inuit people (in keeping with the foregoing, PLN shall offer its services to all people without regard to racial origin);
- PLN must be committed to information-sharing (as legally and ethically appropriate), referrals, recreation, and social activities, cultural reinforcement, community development and similar activities which ensure that Aboriginal people will be afforded a better quality of life through Aboriginal self-determination;
- This principle applies to all staff of PLN, and all volunteers, which is inclusive of the PLN Board.

#### **Procedure:**

1. The Board will demonstrate responsibility to members within the context of their roles by:
  - Ensuring that the members' best interests are paramount within a professional relationship and advocating for those interests and circumstances as required;
  - Providing a safe environment that is free of all forms of discrimination;
  - Minimizing the negative impact of personal attitudes, beliefs, and needs on professional relationships with members;
  - Ensuring that confidentiality is one of the cornerstones in the provision of services to members and in the interactions between colleagues. All services/interactions must be conducted in a manner that will ensure member/colleague/PLN confidentiality, which

- supports a healthy and productive workplace environment.
2. PLN believes that integrity and ethical behaviour are essential for responsible professional conduct. This means acting honestly and in good faith in all dealings with members, colleagues, and the public. Further, the Board will not exploit any relationships with members for personal gain, gratification or for any other reason. The Board will:
    - Not engage in personal or business arrangements with current members or member partners. For example, Board members will not borrow from or loan/give money to a member nor will they buy or sell products or services from a member;
    - Not engage in sexual relationships with staff members or members;
    - Not use their position of authority to coerce or harass members, staff members, research participants or former members. The Board will not condone or ignore physical, verbal, or psychological abuse, whether oral, written or behavioural, including sexual harassment;
    - Not be involved in or ignore conflicts of interest. Board members will distinguish between action undertaken as private citizens and actions undertaken in the course of their role on the Board. “Conflict of Interest” includes taking an action in an official capacity which generates a benefit to the service provider as a private citizen; influence peddling; soliciting members for private practice purposes; and using information received from members to acquire, directly or indirectly, advantage or material benefit. For example, Board members will not accept substantial gifts from a member or former member, nor will they give substantial gifts to members.

## **B2 BC PERSONAL INFORMATION PROTECTION ACT POLICY**

### **Policy:**

PLN respects and upholds an individual’s right to privacy and the protection of their personal information. PLN is committed to ensuring compliance with the BC Personal Information Protection Act [http://www.qp.gov.bc.ca/statreg/stat/P/03063\\_01.htm](http://www.qp.gov.bc.ca/statreg/stat/P/03063_01.htm) and the BC Freedom of Information and Protection of Privacy Act [http://www.qp.gov.bc.ca/statreg/stat/F/96165\\_01.htm](http://www.qp.gov.bc.ca/statreg/stat/F/96165_01.htm).

### **Procedure:**

1. PLN is accountable for the personal information under its control. As such, the Executive Director delegates the responsibility for human resources to the Program Administration Manager, to ensure PLN’s compliance with this Policy.
2. The Program Administration Manager will ensure that the collection and use of all personal information on behalf of PLN has clearly-identified purposes, and will ensure appropriate, adequate and current policies are in place. For additional detail regarding purposes and applications, please refer to [PLN Policies & Procedures – General](#).
3. An individual may choose to withdraw their consent to have their personal information used for any or all of PLN’s purposes. They may contact the Program Administration Manager to make this request. Implications and ramifications regarding withdrawal of consent will be clearly outlined by the Program Administration Manager.
4. Any individual has the right to access their personal information under the control of PLN. The Program Administration Manager will assist the individual with the access request. In certain exceptional situations, PLN may not be able to provide access to certain personal information it holds about an individual. If access cannot be provided, PLN will notify the individual making the request, in writing, of the reasons for the refusal.
5. Any request to view personal information must be made in writing to the Program Administration Manager. The information will then be made available for review within *three (3) business days* of the receipt of the request.

6. The only circumstances under which personal information may be disclosed to third parties is for the fulfillment of any purposes identified above, or as required by law. If personal information is disclosed to third parties to fulfill any purposes identified above, PLN will ensure that appropriate security undertakings, such as confidentiality clauses in contractual agreements, are employed to protect the transfer and use of personal information. PLN does not sell, trade, or rent information to third parties.
7. The Program Administration Manager will ensure that appropriate, adequate and current safeguards for all personal information in the care of PLN, including physical, administrative, and electronic security measures, are in place.
8. The Program Administration Manager will ensure that the following policies will exist and will be reviewed annually as part of PLN's adherence to the provincial and federal personal information protection legislations, which include, but are not limited to:
  - a. Member Grievances Policy. (Need to Cross Reference);
  - b. Maintenance, Security and Disposal of Records Policy.
9. The Program Administration Manager will conduct and document an annual audit on adherence to this policy to ensure PLN compliance. The results will be documented and discussed at a management meeting.

### **B3 CONFIDENTIALITY**

#### **Policy:**

Confidentiality is a critical feature of protecting the rights and integrity of members who receive service from PLN. Staff, Board members, volunteers, and practicum students must take all necessary precautions to ensure that member information is not accidentally disclosed. As well, any information, whether pertaining to members, personnel or to PLN, will not be disclosed except in the circumstances outlined in Policy: Confidentiality. Staff, Board members, volunteers, and practicum students will keep all information acquired as a result of their involvement at PLN in strict confidence.

#### **Procedure:**

1. Upon commencement of employment, placement or volunteer work, each person will complete and sign an Oath of Confidentiality.
2. Any breach of confidentiality can be considered grounds for immediate dismissal or removal from position.
3. All staff and volunteers will familiarize themselves with all applicable provisions for managing PLN information related to their job duties. Any transfer or disclosure of information must take place within the provisions of these procedures.

### **B4 CONFLICT OF INTEREST**

#### **Policy:**

The Board expects of itself, its members and staff, conduct that will not compromise the integrity of PLN and its members, nor be perceived to do so. This includes conflict of interest and the appearance of such conflict.

#### **Procedure:**

1. Board members who are also members of the agency (receivers of service) only function as such when in attendance at a duly-convened Society meeting or when designated by the Board as a Society representative for specific purposes.
2. Board members shall receive no compensation for participation on the Board but may be reimbursed for reasonable expenses incurred during the performance of Board-related duties.
3. A person is not eligible for membership on the Board if they are related to an employee of PLN as in above.
4. Board members, staff, consultants or members of their families will not receive preferential treatment in applying for or receiving services from PLN.
5. Board members or their family members shall not be involved in a business or professional transaction with PLN except in circumstances in which the Board concludes that such a transaction can be rendered by the Board member more efficiently and/or at a lower cost than by an unrelated person. When a business or professional relationship exists between a Board member and PLN, the Board member cannot vote on any matters pertaining to the relationship. For the purposes of this policy, a relative includes his/her partner, child, parent, sibling, in-laws, or other significant family members.
6. Staff, consultants, or Board members shall not have direct or indirect financial interest in the assets, leases, business transactions or professional services of PLN.
7. A Board member who is directly or indirectly interested in a proposed contract or transaction with PLN must disclose fully and promptly the nature and extent of the interest at the next Board meeting. If this has been disclosed, the Board will review Federal and Provincial legislation, as well as the Policy A:3 PLN Constitution and Bylaws that govern such action. Canada Revenue PLN - <http://www.cra-arc.gc.ca/tax/charities/policy/cil/1993/cil-009-e.html>; BC Society Act - [http://www.qp.gov.bc.ca/statreg/stat/S/96433\\_01.htm#section27](http://www.qp.gov.bc.ca/statreg/stat/S/96433_01.htm#section27).
8. PLN will not accept fees or any other remuneration from agencies or individuals in return for member referrals.
9. PLN will not pay other agencies or individuals for the referral of members.
10. The Executive Director shall in their capacity as an advisor to the Board, be excluded from deliberations and decisions made regarding the appointment, terms and conditions of employment, remuneration, supervision, delegation of authority, assessment of performance, discipline and dismissal of the Executive Director, as may be under consideration by the Board.

## **B5 DISCRIMINATION AND/OR HARASSMENT**

### **Policy:**

PLN upholds that every person who is involved with PLN has a right to equal treatment and freedom from harassment (be that verbal, physical or sexual). The following are protected grounds: race, ancestry, national or ethnic origin, colour, citizenship, religion, age, sex (including pregnancy and childbirth), sexual orientation, marital or family status, health status, disability or perceived disability or conviction for which a pardon has been granted.

PLN holds everyone responsible for creating a non-discriminatory environment and will take seriously and investigate any claim of discrimination and/or harassment. Where such a claim is proven, any/all of those involved will be subject to disciplinary action up to and including dismissal or removal from position.

### **Procedure:**

1. PLN has established definitions concerning disability, discrimination, harassment and sexual harassment. These definitions are based in the BC Human Rights Code:  
[http://www.qp.gov.bc.ca/statreg/stat/H/96210\\_01.htm](http://www.qp.gov.bc.ca/statreg/stat/H/96210_01.htm)
  - Disability includes conditions that have developed over time, conditions that result from an accident or conditions that have been present from birth. It includes physical, developmental and learning disabilities and it includes visible, non-visible and perceived disabilities.
  - Discrimination is the unfair, differential treatment of an individual or group, whether intended or not, on the basis of one or more categories stated in the BC Human Rights Code.
  - Harassment is any comment or conduct that would be considered or expected, by a reasonable person, to be known to be unwelcome, that denies individual dignity and/or respect based on any of the discriminatory grounds contained in the BC Human Rights Code. It may be intentional or unintentional. It can involve either a series of incidents or may be one incident.
  - Sexual Harassment is conduct or comment of a sexual nature made by a person who knows, or might reasonably be expected to know, that type of conduct or comment is unwanted or unwelcome. It can involve either a series of incidents or may be one incident.
2. In the event of the submission of a grievance:
  - a. The complainant will file a grievance in writing to the Executive Director. The complainant will notify PLN if a grievance has been filed to the BC Human Rights Coalition, or the court system. The complainant can file a grievance the BC Human Rights Coalition: <http://www.bchrcoalition.org/files/filingcomplaint.html> or initiate a civil or criminal proceeding where appropriate;
  - b. The Executive Director will be responsible for overseeing all complaint procedures with the exception of those related to incidents involving members of the Board. For additional detail, please refer to PLN Policies & Procedures – General;
  - c. If the grievance is concerning the Executive Directors the formal written grievance will be addressed and delivered to the Chair of the Board. The Board Chair will be responsible for leading the process of addressing incidents involving Board members or the Executive Director;
  - d. The complainant can withdraw a complaint at any time during the process and must do so in writing;
  - e. An investigation will not proceed to a formal stage without the consent of the complainant;
  - f. Once a complaint is received, the Chair will determine whether the allegations on which the complaint is based fall within the definitions as outlined in this policy. Should the Chair believe that the allegations are not a violation of the policy, then the Chair may decide not to proceed and will inform the complainant of this decision in writing;
  - g. Where the complaint appears to fall within the definitions as outlined in this policy, the Chair will notify the respondent of the complaint and the request for a formal investigation. The Chair will provide the respondent with a detailed account of the allegations within five business days of receiving the formal request;
  - h. The respondent will have ten business days after the notification and will respond in writing to the allegations. The respondent may wish to offer their views regarding the allegations and/or present a proposal for resolution. This response must be provided to the Chair;
  - i. If the respondent submits a proposal, it is viewed by the Chair with the complainant. The complainant may accept it as a resolution, make changes to the proposal, or ask that the formal investigation proceed;

- j. If the respondent does not provide a written response, the formal investigation will proceed;
- k. The Chair will conduct the investigation or will designate another person to conduct the investigation as circumstances warrant;
- l. Complaints will be dealt with as expeditiously and efficiently as possible. The Chair will pursue an investigative process that is objective and will gather relevant information through interviewing witnesses and consulting human resources and others as necessary. The Chair will review all the information, and will provide a written report of the findings based on the investigation. This report will be a finding of fact and will contain a description of the allegation or nature of the complaint, a summary of the testimony of the witnesses and the parties interviewed, a determination of whether the allegations have been proved and whether this policy has been violated. If the complaint has not been substantiated or proven, a determination whether the complaint was frivolous, vexatious or made in bad faith will also be noted. The report will not propose any corrective action;
- m. The Chair will provide a report of the findings to the complainant and respondent and the Board;
- n. If the allegation is upheld, corrective action will be taken immediately by the Chair of the Board. Corrective action may range from a formal apology to disciplinary procedures up to and including termination of employment or removal from position;
- o. No records of a complaint will be placed in the personnel file of the complainant (if a staff member), unless the complaint is deemed to have been made in bad faith. A record of the complaint will be placed in the file of the respondent (if a staff member) or kept on file otherwise, when the resulting corrective action includes discipline;
- p. Records will not, in any case, be placed in the personnel files (if a staff member) of witnesses, unless bad faith on the part of the witness is proven;
- q. Interference with an investigation or retaliation against the complainant or witnesses involved is not acceptable and may result in disciplinary action being taken;
- r. Unfounded complaints made in bad faith or with malicious intent will be seen as a breach of the intent of this policy and appropriate action, which may include discipline, up to and including dismissal or removal from position, will be taken.

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## SECTION C – EXECUTIVE AUTHORITY

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### C1 LEVELS OF RESPONSIBILITY AND AUTHORITY

#### For the purpose of this manual

- “Board of Directors” is a group of elected community members that oversee the direction of a non-profit organization and who have fiduciary responsibility for the organization as outlined in the BC Society Act;
- “Executive Director” is a PLN employee who is responsible for the operations, management and implementation of the policy decisions of the Board for the organization;
- “Department Manager” is a middle management PLN employee authorized to hire and dismiss in consultation with the Executive Director, employees whose employment position is under their supervision; determine compensation rates for employees in consultation with the Executive Director; authorize expenditures of funds based on the approved PLN budget; and is a member of the Manager’s team with decision making responsibility and authority;
- “Manager responsible for finances” is a Program Manager or an employee whose key role is the effective and efficient function of financial accountability;
- “Program Administration Manager” is the designated PLN employee responsible to ensure that the organization adheres to the BC Personal Information Protection Act and to respond to any individual requesting private information;
- “Manager’s Team” consists of the Executive Director and department Managers. The Team is responsible for the overall administration and direction of PLN’s programs and services in accordance with PLN’s: Strategic Plan, Overall Work Plan, Wellness Plan, the Standard Program Work Plans and the Annual Program Work Plans.

### C2 DELEGATION TO THE EXECUTIVE DIRECTOR

#### Policy:

The Board asserts that it is the responsibility of the Executive Director to maintain commonly-accepted business practices and professional ethics for Positive Living North Society.

The Board instructs the Executive Director to sustain existing policies, regulations and procedures in regard to the following directives and develop new policies, regulations and procedures as necessary:

- Staff Treatment;
- Financial Planning;
- Financial Condition;
- Communication and Counsel to the Board;
- Senior and Unique Staff Succession;
- Asset Protection;
- Compensation and Benefits;
- Services of PLN.

#### Procedure:

1. Staff Treatment:

- The Board directs the Executive Director to develop regulations and procedures to ensure that staff are treated fairly and with dignity, and are provided with a safe and healthy work environment;
  - The Board further directs the Executive Director to develop regulations and procedures dealing with staff grievances, in which staff members are able to appeal to the Board in the event of dissatisfaction with the result of the process (see Policy E.2 Staff Grievance).
2. Financial Planning:
- The Board asserts that it is the responsibility of the Executive Director in consultation with the Board Executive Committee, and in adherence to the Board-approved Policy F.1 Budgeting, to prepare a budget on an annual basis and present it to the Board for its consideration and approval;
  - The Board further affirms that it is the Executive Director's responsibility to ensure that proper budgeting procedures are followed in order to maintain the fiscal integrity of PLN in accordance with PLN's financial policies;
  - The Board directs the Executive Director to work with the Board Executive Committee to develop regulations in dealing with the preparation of an annual budget;
  - The Board further directs the Executive Director to advise the Board of any irregularities in budgeting procedures which may impact negatively on the fiscal integrity of PLN;
  - The Executive Director shall follow the guidelines and budgetary constraints set out in the annual budget approved by the Board and shall not deviate from those guidelines or constraints without prior approval of the Board.
3. Financial Condition:
- In order to ensure that PLN not be placed in financial jeopardy, the Executive Directors will:
    - a. Not expend more funds than have been approved in the annual budget or capital acquisition plan;
    - b. Not create or expend any long-term reserves unless authorized by the Board;
  - Not allow cash required to meet payroll and pay debts to drop below the established reserve or line of credit level;
  - The Executive Director will maintain the financial and human resource allocation integrity of PLN by:
    - a. Establishing a process for fair and equitable financial and human resource distribution and allocations across PLN programs and services within the parameters of funding contracts;
    - b. Ensuring allocations do not deviate materially from the approved budget.
4. Communication and Counsel to the Board:
- The Board asserts that it is the Executive Director's duty to ensure that the Board is made aware in a timely manner of all relevant and emergent trends, public events of PLN, material external and internal changes and particularly any changes which may effect Board policy, regulation or procedure;
  - The Board directs the Executive Director to submit appropriate monitoring reports as articulated in contractual obligations.
5. Senior and Unique Staff Succession:
- The Board asserts that it is the responsibility of the Executive Director to ensure that the stability of PLN is maintained at all times;
  - The Board directs the Executive Director to develop regulations and procedures to ensure that proper back-up is in place in the event that PLN loses the services of a senior or unique staff member.
6. Asset Protection:
- The Board understands that the Executive Director must have some fiscal autonomy so as to properly deal with the day-to-day management of PLN. The Board affirms,



however, that in dealing with the assets of PLN, the Executive Director must at all times act in the best interests of PLN.

Regulations:

- a. The Executive Directors shall ensure that insurance exists to protect against defalcation, casualty losses to at least 80% replacement value and liability losses (vis-à-vis Board members, staff, and PLN itself) to beyond the minimally-acceptable prudent level.
- b. The Executive Director shall only allow appropriately-screened personnel access to material amounts of funds.
- c. The Executive Director shall not subject site locations and office equipment to improper use or insufficient maintenance and shall govern other staff to do likewise.
- d. The Executive Director shall not unnecessarily expose PLN, its Board or staff to claims of liability.
- e. The Executive Director shall not on their own authority make any purchase outside the guidelines established by the funders. No capital or non-capital expenditures in excess of \$10,000 shall be made without Board approval.
- f. The Executive Director shall not disburse funds under their control insufficient to meet the Board-appointed auditor's standards for a similar-sized ASO.
- g. The Executive Director shall not invest operating capital in insecure instruments, including uninsured chequing accounts and bonds that are not covered by the Canadian Deposit Insurance Corp (CDIC).

7. Compensation and Benefits:

- It is the responsibility of the Board to establish the level of compensation and nature of the benefits afforded to the Executive Director (see Policy A.1 Governance);
- The Board directs the Executive Director to establish regulations and procedures for equitable compensation and benefits for staff of PLN;
- Compensation and benefits for all staff members of PLN are subject to the final approval of the Board either by way of approval of the Annual Budget or by Board motion.

Regulations:

- a. The Executive Director shall not establish current compensation and benefits:
  - i. Which deviate materially from the geographic or professional market for the skills employed;
  - ii. Which create obligations over a longer term than revenues can be safely projected.
- b. The Executive Director shall not establish deferred or long-term compensation and benefits:
  - i. Which cause unfunded liabilities to occur or in any way commit PLN to benefits, which incur unpredictable future costs;
  - ii. Which provide less than some basic level of benefits to all full-time staff, though differential benefits to encourage longevity in key employees are not prohibited;
  - iii. Which allow any staff member to lose benefits already accrued from any foregoing plan;
  - iv. To be instituted without "prior monitoring" of these provisions by the Board or its monitoring instrumentality of choice; that is, without establishing tracking methods to ascertain PLN will be able to meet the obligations without undue hardship to PLN.

8. Services of PLN:

- The Board asserts that it is the responsibility of the Executive Director to ensure that

only those services provided by PLN as approved by the Board through the Society Vision, Mandate, and/or Strategic Plan are offered to members of PLN.

Regulations:

- a. The Executive Director will ensure services are administered within the scope of the PLN Policies and Procedures Manual to individuals who:
  - i. Meet the parameters of service delivery as outlined in the Strategic Plan, standard program plans and annual program plans;
  - ii. Are located within the funded geographical area of PLN;
  - iii. Fit within the parameters and scope of the appropriate and applicable funder contract(s).
- b. The Executive Director shall develop regulations and procedures dealing with the delivery of Board-approved services to members of PLN.

### **C3 EXECUTIVE DIRECTOR'S PERFORMANCE EVALUATION**

**Policy:**

It is the responsibility of the Board to conduct an *annual* evaluation of the Executive Director.

**Procedure:**

1. The initial Executive Director performance evaluation will be conducted prior to the completion of the probationary period. Subsequent reviews will take place *every year* unless the Board deems more frequent reviews appropriate.
2. The Chair of the Board or designate will take the lead to ensure that an *annual* evaluation occurs; however, the Executive Committee (as determined by the Board) will appoint a Board member to conduct the evaluation.
3. As a first step in the performance evaluation process, annual goals and objectives for the Executive Director will be negotiated between the Executive Director and the Board. These goals and objectives will be congruent with goals and objectives established for PLN as a whole, and will be documented. The Executive Committee will determine if input from other sources such as the department Managers, PLN staff, members and/or partner agencies will be sought and included in the evaluation process.
4. The evaluation will focus on:
  - a. Key responsibility areas of the Executive Director as described in the position description;
  - b. The goals and objectives established for the Executive Director.
5. A formal written report will be completed. The Executive Director will review and discuss the report with the Chair of the Board and respond to it. The report will be signed by both parties.
6. The Chair will report a summary of the performance evaluation to the Board.
7. The performance evaluation report will be sealed and placed in the personnel file of the Executive Director. Access to the evaluation report or personnel file will only be through authorization of the Executive Committee.
8. The Executive Committee of the Board will consider salary adjustments for the Executive Director *annually*. This process will be separate and distinct from the performance evaluation process. The Executive Committee of the Board will consider a number of factors in setting the Executive Director's salary including:
  - a. The financial position of PLN;
  - b. Salaries for comparable executives in the community;
  - c. Increments awarded or planned for other PLN personnel;

- d. The results of the annual performance appraisal of the Executive Director;
- e. Other circumstances deemed to be relevant.

#### **C4 EXECUTIVE DIRECTOR'S JOB DESCRIPTION**

See Attached Document in Appendix C

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## SECTION D – ROLE OF DIRECTORS

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### D1 CHAIR

**Policy:**

As per the Society's Bylaws, the Chair shall supervise the other Board members in the execution of their duties. In addition, the Chair shall preside at all meetings of the Society and of the Board members.

**Procedure:**

In the execution of the Chair's role on the Board:

- The Chair ensures the integrity and fulfillment of the Board's process responsibilities.
- The Chair ensures that the Board conducts business consistent with its own rules.
- The Chair will ensure that deliberations will be fair, open, thorough, timely, orderly and to the point.
- The Chair is empowered to chair Board meetings and exercise the commonly-accepted power of that position consistent with Constitution and Bylaws and other governing principles.
- The Chair has no individual authority to supervise or direct the Executive Director.
- The Chair may represent the Board to outside parties in announcing Board-stated positions.

### D2 VICE CHAIR

**Policy:**

As per the Society's Bylaws, the Vice Chair shall carry out the duties of the Chair during their absence.

**Procedure:**

In the execution of the Vice Chair's role on the Board:

- The Vice Chair shall assist the Board Chair in ensuring that the Board operates in accordance with its own policies and procedures and in providing leadership and guidance to the Board;
- The Vice Chair may be assigned other duties and responsibilities by the Board Chair;
- The Vice Chair may be an alternate signing authority as needed;
- The Vice Chair shall act on behalf of the Board Chair, in the latter's absence, and shall have all the duties and responsibilities of the Board Chair during that period.

### D3 TREASURER

**Policy:**

As per the Society's Bylaws, the Treasurer shall carry out the following duties:

- Keep such financial records, including books of account, necessary to comply with the

Societies Act;

- Render financial statements to the directors, members and others when required;
- Delegate these duties to be carried out by a designated employee of the Society as deemed by the Board.

#### **D4 SECRETARY**

##### **Policy:**

As per the Society's Bylaws, the Secretary shall carry out the following duties:

- Conduct the correspondence of the Society;
- Issue notices of meetings of the Society and Board;
- Keep minutes of all meetings of the Society and Board;
- Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- Have custody of the common seal of the Society;
- Maintain the register of members;
- Delegate these duties to be carried out by a designated employee of the Society as deemed by the Board.

#### **D5 ROLE OF COMMITTEES**

##### **Policy:**

Board committees are created to facilitate the work of the Board and should never interfere with delegation from the Board to the Executive Director. The mandate of a committee is determined by the Board resolution that establishes it. The resolution should also cover the size of the committee, either as an absolute number or as a permissible range, the selection procedure, and the scope of any power delegated to the committee.

- Committees will be used sparingly and ordinarily in an ad hoc capacity;
- Board committees may not speak or act for the Board 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;
- Board committees cannot exercise authority over staff.

##### **Procedure:**

1. As per Policy A5, a Standing Committee of the Board (e.g. an "infrastructure committee") will be responsible to review governance policies and procedures *once every two years*.
2. The Board may establish and maintain additional committees as needed, and/or establish other committees as per following examples:
  - Executive: The Executive Committee will attend to all Board business of the Society that is required to be done between regular Board meetings.
  - Ethics: To ensure the roles of the Board and staff are conducted with high standards that will encourage public confidence in the integrity and credibility of the Society.
  - Personnel: To monitor and, when appropriate, respond to personnel concerns of the Society.
  - Health and Safety: To monitor Health & Safety procedures.

- Nominating Committee: An ad hoc committee responsible for recruiting new Board members and defining the re-nomination process.
- Special Committees: Short-term and specific committees to manage or make recommendations on a specific governance or organizational issue.

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## SECTION E – BOARD RESPONSIBILITIES

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### E1 DUTY TO ACCOMMODATE

**Policy:**

PLN is committed to a supportive work environment in which staff can discuss their health status free from discrimination, stigmatization or reprisal.

Under the BC Human Rights Code, [http://www.qp.gov.bc.ca/statreg/stat/H/96210\\_01.htm](http://www.qp.gov.bc.ca/statreg/stat/H/96210_01.htm), persons with disabilities have the right to full integration and participation in society. Respect for the dignity of persons with disabilities is the key to preventing and removing barriers. This includes respect for the self-worth, individuality, privacy, confidentiality and autonomy of persons with disabilities.

**Procedure:**

The Board requires that the Executive Director ensure that the Duty to Accommodate and the procedures associated to it are adhered to by all staff.

### E2 OCCUPATIONAL HEALTH AND SAFETY

**Policy:**

PLN is committed to ensuring that all members, staff and the general public will work or receive services in a safe and well-maintained physical environment.

**Procedure:**

The Board requires that the Executive Director ensure that OHS and the procedures associated to it are adhered to by all staff.

### E3 EMPLOYER'S RESPONSE OCCUPATIONAL HEALTH AND SAFETY

**Policy:**

PLN is committed to ensuring an appropriate level of response to address issues and concerns that will ensure members, staff and the general public will work or receive services in a safe and well-maintained physical environment.

**Procedure:**

The Board requires that the Executive Director ensure that OHS response, and the procedures associated to it, are adhered to by all staff.

## **E4 STRATEGIC PLANNING**

### **Policy:**

PLN will engage in a strategic planning process *every three to five years*. The process will ensure that PLN's strategic plans reflect current issues and concerns and are inclusive of stakeholders. Standard and Annual work plans will be guided by PLN's Strategic Plan.

### **Procedure:**

1. The Chair of the Board is responsible for initiating the strategic planning process, and in consultation with the Executive Director, identifies the resources necessary to do so.
2. The Chair will convene a meeting of the Board to address how PLN will engage in a strategic planning process.

## **E5 PLN WELLNESS PLAN**

### **Policy:**

PLN recognizes that as staff provide services there is need for supportive actions that enhance and sustain the wellness of the individual and PLN. Wellness can be defined as the holistic approaches professionals undertake in maintaining emotional, mental, physical and spiritual health. The PLN Wellness Plan will articulate the actions needed.

### **Procedure:**

1. The PLN Wellness Plan will be developed in a collaborative and inclusive process with all staff. It will be incorporated within PLN's Strategic Plan. Examples of wellness strategies include, but are not limited to:
  - Staff recognition for years of service;
  - Retreat and/or professional development days;
  - PLN-wide participation in a community awareness or fundraising event, (such as the Terry Fox Run).
2. The Executive Director will consolidate the plan for presentation to the Board.
3. The Board will approve PLN's Wellness Plan.
4. PLN's Wellness Plan will be reviewed *annually* and reported to the Board.



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## SECTION F – FINANCIAL RESPONSIBILITIES

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### F1 FINANCIAL RESPONSIBILITY

**Policy:**

The Board will adhere to the procedures as defined in the PLN Policy & Procedure – Financial manual, as created by duly-authorized personnel and maintained by the Executive Director.

**Procedure:**

1. The Executive Director, in consultation with the Treasurer, will conduct an *annual* review of the PLN Policy & Procedure – Financial Manual.

### F2 BUDGETING

**Policy:**

Financial authority and responsibility rests with the Board. The Treasurer of the Board acts as a communication link between the Executive Directors and Board concerning the budget. The financial authority and responsibility for the agency is delegated to the Executive Director. The Executive Director delegates financial authority to the Program Managers for the programs they oversee.

**Procedure:**

1. The Executive Director provides the final draft of the proposed annual budget forecast to the Board for their consideration.
2. The annual budget forecast must be approved by the Board.

### F3 FINANCIAL REPORTING

**Policy:**

The Executive Director and relevant staff will review its financial position on a *monthly* basis with Program Managers, and *quarterly* with the Board.

**Procedure:**

1. The Executive Director will review the financial report prior to regularly-scheduled Board meetings.
2. A *week prior* the Board meeting, the Manager responsible for finances will provide a draft of the quarterly financial statements to the Executive Director for review and discussion.
3. The Executive Director will review the financial statements and forward the financial report to the Board.
4. In the event that the Board is not meeting in a given month, the Executive Directors is still responsible for ensuring that the financial reports are generated. They must then review the reports with the Treasurer of the Board.

## **F4 FUNDS AND EXPENDITURES**

### **Policy:**

PLN manages its financial systems in accordance with sound financial practices and funder criteria, in order to achieve its purposes and be accountable to the community.

### **Procedure:**

1. For additional detail regarding purposes and applications, please refer to [PLN Policies & Procedures – Financial](#).

Appendix A

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PLN's Constitution and Bylaws

Appendix B

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Board Member Listing

Appendix C

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Executive Director's Job Description