

**BOARD OF DIRECTORS GOVERNANCE POLICIES & PROCEDURES MANUAL
POLICY AND PROCEDURE**

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EXECUTIVE CONSTRAINT

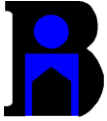
POLICY

The Executive Director will act in a manner that is in line with the Mission, Vision and Values of Brantwood and the goals and objectives of the Strategic Plan and will declare all conflicts of interest.

PROCEDURE

The Executive Director will:

- uphold and support the Vision, while achieving the strategic objectives of Brantwood, and
- be held to the same level of accountability as the Board of Directors.



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WORKPLACE CONDITIONS

POLICY

The Executive Director will ensure workplace conditions which are safe and fair and that reflect best practices and high standards for all staff and volunteers of Brantwood.

PROCEDURE (updated Sept 28/09)

The Executive Director will ensure the provision of supports and programs which demonstrate that Brantwood offers a work environment that values the well being of employees. These supports and programs include, but are not limited to:

- Job Descriptions that reflect commitment to a Healthy Workplace
- Policies that address Workplace Safety & Good Health
(e.g.) Smoking – incentives to quit, internal & external contests, help available & finance available
- Health & Safety Policies/Committees/Related Inspections
- Wellness in the Workplace Initiatives – smoking cessation, healthy eating, exercising, Flu clinics
- Orientation of New Employees
- On-going Mandatory Training
- Communication of Policies – accountability for compliance – effective review
- Monitoring absenteeism – Perfect Attendance Awards & Attendance Awareness

Employee Assistance

- Programs
 - Human Resources Support for employees & management
- Training is offered for self-development, mental health, team work

Adherence to Code of Conduct by all outside contractors/consultants

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Workplace Conditions continued . . .

A Healthy Workplace entails:

- Good Management practices
 - Work/life balance
 - Flexible schedules (i.e. time off in-lieu)
 - Stress & mental health classes
 - Regular performance feedback
 - Regular positive support
 - Strong, effective leadership in all areas
 - ~~Accountability~~
- Employee involvement in decisions
- Information distribution through regular effective
 - General Staff Meetings
 - Management meetings
 - Senior Management Meetings
 - Department Meetings
 - Board/staff interactions
 - Bulletin boards – local events



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FINANCIAL CONDITIONS AND ACTIVITIES

POLICY

The Executive Director will not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board of Director's priorities which have been established in policies and within approved budgets.

PROCEDURE (updated September 28, 2009)

The Executive Director will not:

1. Expend more funds than have been approved by the Ministry of Community and Social Services (unless directed to do so by the Board). If awaiting approval, expenditures should not exceed previously approved budget levels. **(***Note 1)**
2. Incur an overall negative cash position. **(***Note 2)**
3. Fail to settle payroll and debts in a timely manner.
4. Make a single purchase or commitment of greater than \$ 50,000 without prior Board of Director's approval.
5. Split orders to avoid exceeding authorized limits.
6. Dispose of assets with a net market value greater than \$10,000 without Board of Directors approval.
7. Place funds into any high risk investments.
8. Make any purchases that would personally benefit the Executive Director without Board of Director's approval.

*****Note 1** – The Executive Director has the discretion to allot Board Funds towards the improvement of quality of care for individual clients. The use of these discretionary funds shall not exceed \$10,000 per calendar year and use of these funds will require regular reporting to the Board.

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*****Note 2**

Background

Brantwood has “Consolidated” banking arrangements for our bank accounts. These accounts include the operating account, payroll account, group home trust account and the “Board” account. These accounts are consolidated for purposes of deposit balances and overdrafts as well as for purposes of interest calculations.

The bank accounts fluctuate on a daily basis as required. On occasion one of the accounts may be in an overdraft position but the other accounts are in a deposit position providing a “net consolidated” deposit position. Since we have the consolidated banking arrangements the bank does not charge overdraft interest on the account that is overdrawn but provides deposit interest on the “net consolidated position”.

As a generalization, the “Board” account usually has a large deposit balance while the “operating” account has significant fluctuations usually caused by the Ministry’s flowing of funds (operating & capital) which on occasion does not match the outflow of funds, particularly payroll, which can create an overdraft situation. The overdraft situation is generally in the last couple of days of the month or the first few days of the following month.

Recommendation

The Executive Director is authorized to have an operating account overdraft, to a maximum of \$300,000 for a period of up to 30 days. The overdraft to be offset by a deposit balance in the Board bank account. A larger overdraft or for a longer period of time must be approved by the Resource Management Committee.



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EXECUTIVE DIRECTOR SUCCESSION

POLICY

In order to protect the Board of Directors from sudden loss of the Executive Director's services, the Executive Director will ensure that no fewer than two other Senior Managers in the employ of the organization are familiar with Board of Directors and Executive Director issues and processes.

PROCEDURE

The Board will identify a designated spokesperson who will be given the responsibility of communication with key stakeholders (staff/families/Ministry) during the transition period.

Unplanned Succession:

- The Board will identify a transition committee providing mandate, timeframe and reporting expectations.
- The Board will appoint an interim leader giving consideration to a current Senior Manager, an individual from an affiliate organization and an external professional.

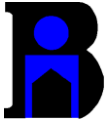
Planned Succession:

- The Board will engage in a transparent and open recruitment process which considers both internal and external candidates.
- As the role and function of the Executive Director may change in accordance with the needs of the agency, the Board will engage in a formal needs analysis to identify the requirements for the Executive Director's position prior to initiation of the search process.

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- Consideration will be given to the utilization of an external advisor to this process such as a Search Consultant or Executive Search Firm. (The Board will consider the specific role and duties of the Consultant/Firm, required competencies and the budget allotted to complete the search)
- The Board will identify a selection panel and/or a transition committee providing mandate, timeframe and reporting expectations. The Board will decide if a committee or the entire Board will evaluate a final group of candidates for selection.
- If required, the Board will appoint an interim leader giving consideration to a current staff member, an individual from an affiliate organization and an external professional.
- The Board of Directors will approve the selected candidate and contract offer.



Brantwood Residential Development Centre

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ASSET PROTECTION

POLICY

The Executive Director will protect corporate assets including intellectual property, private and confidential information and will ensure that these are adequately insured, meeting any requirements to this effect, and are adequately maintained to minimize risk.

PROCEDURE

1. The Executive Director will ensure compliance with the Privacy Act regarding all assets including individual's files.
2. Intellectual property will include, but is not limited to, research and development of aids for service (e.g. consistency scales).



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CONDITIONS OF EMPLOYMENT, COMPENSATION AND BENEFITS FOR STAFF

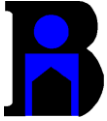
POLICY

With respect to conditions of employment, compensation and benefits to employees, the Executive Director will not cause or allow jeopardy to fiscal integrity or public image.

PROCEDURE

In order to not cause or allow jeopardy to fiscal integrity or public image, the Executive Director:

1. May not promise or imply permanent or guaranteed employment.
2. May not establish current conditions of employment, compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
3. Should ensure compensation and benefits for employees are in line with competitive market rates, within resources available
4. Will negotiate all applicable Collective Agreements and comply with same.



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EXECUTIVE DIRECTOR COMPENSATION AND BENEFITS

POLICY

The Board of Directors has the sole authority with respect to conditions of employment, compensation and benefits as they apply to the Executive Director.

PROCEDURE (updated Sept 28/09)

The Executive Committee will facilitate the Performance Appraisal, and input will be obtained and considered from all Board members.

It is the duty of the Executive Committee to ensure compensation and benefits of the Executive Director are in line with competitive market rates in the service sector.



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COMMUNICATION AND SUPPORT TO THE BOARD OF DIRECTORS

PREAMBLE

It is the responsibility of the Executive Director to ensure that the Board of Directors is apprised of the information required to make knowledgeable decisions which are in the best interest of the individuals supported and the organization.

POLICY

The Executive Director will ensure that the Board of Directors is informed and supported in its work.

PROCEDURE

In order to ensure that the Board of Directors is informed and supported in its work, the Executive Director will:

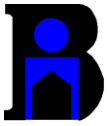
1. Submit monitoring data required by the Board of Directors regarding internal operations and legal compliance (see policy on Monitoring Executive Director Performance) in a timely, accurate and understandable fashion, directly addressing provisions of Board of Directors policies being monitored.
2. Keep the Board of Directors aware of relevant trends, anticipated adverse media coverage, and any significant changes in the assumptions upon which any Board of Directors policy has previously been established.
3. Advise the Board of Directors if, in the Executive Director's opinion, the Board of Directors is not in compliance with its own policies on Governance Process and Board of Directors-Executive Director Linkage, particularly in the case of Board of Directors behaviour, which is detrimental to the work relationship between the Board of Directors and the Executive Director.

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Communication and Support to the Board of Directors continued . . .

4. Deal with the Board of Directors as a whole except when fulfilling individual requests for information or responding to officers or committees that have been duly charged by the Board of Directors.
5. Keep the Board of Directors informed of developments related to its fiduciary responsibilities.



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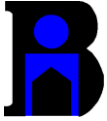
FINANCIAL PLANNING AND BUDGETING

POLICY

Financial planning (and budget) will take place at least annually.

PROCEDURE

1. The Financial Plan for any fiscal year or the remaining part of any fiscal year will be aligned materially with the Board of Directors' Strategic Plan and policies and be derived from a multi-year strategic plan.
2. The Executive Director will conduct budget development in a manner which includes credible projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions.



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QUALITY

POLICY

The monitoring of services and supports provided by Brantwood will demonstrate adherence with Brantwood standards as outlined in our Mission, Vision and Values.

PROCEDURE

The Executive Director will:

1. Take reasonable measures to ensure the quality of Brantwood services. Determination of the achievement of these standards will be made through an independent, comprehensive evaluation process.
2. Ensure all staff, under the guidance of the Executive Director, continuously strive to improve the quality of services and their overall effectiveness.