



# Board of Director's Handbook

**A resource for Cornwall and SD&G Boards of Directors,  
Executive Director / Senior staff persons and  
Supervisors**

**May 2025**

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# Disclaimer

The information contained in this manual is intended as a general guide only.

This document is a resource only and does not have force and effect of ministry legislation or regulations.

References concerning specific policies and legislation are current as of publication date, however, are subject to change.

References to resource and reference materials, internet sites and organizations are included for information only. The City of Cornwall does not require or endorse their use. The information in these materials does not necessarily represent the position or policies of the City of Cornwall or the provincial government.

The City of Cornwall is not responsible for the content or for ensuring that the content of the materials on internet sites listed is up to date.

Please note that while samples and templates are provided at the end of this handbook, these are to be used as tools. Organizations should create their own policies.

## Key Terms

**Board of Directors (BOD):** Board of Directors for Non-Profit organizations are made up of volunteers who work together to oversee the organization. Being a Board member entails serious obligations.

**Director:** Directors are expected to manage or supervise the management of the activities and affairs of the corporation. A director must be over 18 years and must be able to manage property under Canadian law. They cannot be bankrupt.

**Executive Director / Senior staff member:** This person is appointed by the board of directors and responsible for managing the organization's daily activities and directing the nonprofit to achieve its mission and vision. This position is the highest-ranking position of the organization and reports directly to the Board of Directors. Note: Some organizations choose to use different title for this position, however the duties stay the same regardless of the title used.

# Introduction

The primary purpose of this resource is to assist Board of Directors in fulfilling their responsibility as a Board of Director. The intended outcome is for all community agencies to have Board and management structures in place that contribute to good governance and accountability, resulting in high quality service delivery.

There are two essential elements that determine the effectiveness of Board members. How well they are oriented before they start and how well they are kept informed throughout their term.

The Board of Directors:

- Are Involved in oversight of the program's organization on behalf of the general membership
- Is a governing body that approves policies and makes decisions
- Has the powers and responsibilities stated in the program's by-laws and articles of incorporation or letters patent
- Must comply with the legal requirements set out in relevant legislation
- Defines short-term and long-term goals for the organization

The composition of the Board of Directors is an important decision that is embedded in the organization's by-laws. In many community-based organizations, clients using the program fill the majority of positions on the Board of Directors. The Board of Directors may also include members of the community who are not users of the program. The Executive Director / Senior Staff member must always attend the meetings of the Board of Directors (unless the Board is discussing a matter where the senior staff member has an actual or perceived conflict of interest).

It is recommended that all Board of Director's members and Executive Directors / Senior Staff members are given a copy of this resource.

# Responsibilities

## Board of Director Responsibilities

Boards of Directors have the responsibility to govern the operation of the organization but it is the people on the front lines of the organization that are the staff. It is the responsibility of the Board of Directors to ensure that the organization is well managed. This means the Board of Directors **governs** the operation of the organization. The Executive Director / Senior staff person **manages** the operations of programs and services on a daily basis. Both parties must clearly understand both of these essential roles for the organization to be successful.

## Basic Responsibilities

Boards of Directors play an essential role in the operation of their organization. Therefore, it is critical that each Board member is fully engaged and participates fully within their role. Some of the basic responsibilities of Board members include:

- Being prepared for Board meetings by reading agendas, minutes and other pertinent reports.
- Attending all meetings.
- Actively participating in all meetings; including asking questions and sharing views.
- Approving an annual budget for the organization.
- Abiding by and support decisions of the Board
  - in instances where Board members strongly oppose decisions of the Board, a Board member may formally register an opposition but the obligation to support the decision outside the Board meeting remains the same.
- Keeping up to date on industry knowledge and demonstrating commitment to the organization's programs, mission and strategic direction.
- Keeping informed of industry trends and issues that may affect the organization.
- Participating in all Board development activities.
- Supporting fundraising efforts and special events.
- Ensuring the organization complies with all legal and regulatory requirements.
- Ensuring conflicts of interest are avoided / Declaring a conflict of interest (as required)
- Maintaining confidentiality.

Each Board member should be familiar with the Articles of Incorporation or Letters Patent, by-laws and the legislation of the province under which the organization operates.

## Employment of the Executive Director / Senior staff person:

The most important responsibility of the Board of Directors is the selection of the Executive Director / Senior staff person. The knowledge, skill and leadership of the person employed will determine to a significant extent the organization's effectiveness and competence in carrying out its mission. The Board of Directors must establish its expectations for the position including:

- The qualifications
- Salary and other benefits
- Job Description
- Monitoring and evaluation process

## Executive Director / Senior staff member (Officer) Responsibilities:

The Executive Director / Senior staff member of a nonprofit organization is a highly regarded position that oversees other leaders in the organization, works directly with your board of directors, and ultimately shapes your organization's future by steering your team in the right direction.

The Executive Director / Senior staff person:

- provides leadership to the organization
- acts as a liaison between the Board of Directors and the staff
- keeps the Board of Director's informed
- ensures the organization is operating in compliance with all laws and regulations

The smaller the organization is, the more directly involved the Executive Director / Senior staff member will be in the daily operations. For larger organizations, the Executive Director / Senior staff member will support supervisors (program or site supervisors) in their roles of ensuring the daily operations run smoothly. It is important the roles and responsibilities of each position are clearly defined.

The Executive Director / Senior staff member is responsible for the day-to-day operations of the organization. Key responsibilities include:

- Recruiting, hiring, orienting and training all new staff; ensuring that all legislative requirements are met (such as required education/training, certifications, immunizations, etc..)
  - Note: In multi-site organizations, the Executive Director / Senior staff member might delegate this duty to a site Supervisor for the employees at the site level. The Director would complete this duty for the site Supervisors.
- Supervising, motivating, mentoring and supporting staff; this includes completing staff performance evaluations
  - Note: In multi-site organizations the Executive Director / Senior staff member would delegate this duty to the site Supervisor for the employees at the site level. The Director would complete this duty for the site Supervisors.
- Participating in the Board of Directors policy development process.
- Implementing all policies.
- Providing leadership and direction for the organization.
- Overseeing program and service delivery. For multi-site organizations this would include supporting the site Supervisor in this area.
- Financial management, within the Board approved budget and policies.
- Communication and public relations.
- Overseeing compliance with all legislative requirements (including municipal, provincial and federal). For multi-site organizations this would include supporting the site Supervisor in this area.
- Keeping current with emerging trends and best practices, including providing information to the Board of Directors.
- Participating in Board meetings which includes the joint responsibility of preparing agendas with the Board President.

- Encouraging, promoting and facilitating staff professional development and training
- Engaging in professional development and training.
- Providing monthly updates at Board meetings which include community initiatives, program and service updates, budget/financial updates, monthly inspections that may occur, challenges, successes, etc.

## Whose Role Is It?

Board of Directors	Director / Supervisor
Approve policies.	Implement policies.
Support program and service direction.	Implement program and services.
Oversee strategic direction.	Follow through on strategic direction.
Hire Executive Director / Senior staff person to oversee daily operations.	Hire front line staff to implement program and services.
Complete Executive Director / Senior staff person performance evaluations.	Complete Front-Line staff performance evaluations .
Receive and read to understand reports related to legislative requirements.	Ensure compliance with legislative requirements.
Approve and monitor annual budget.	Financial Management (within annual budget).

## Board of Director versus Executive Director / Senior staff member Roles and Responsibilities

In an effective organization, the two parties work together as partners. The Board of Directors set the goals and direction for the organization while the Executive Director / Senior staff member with their staff take on the responsibility for achieving the goals. The Board should employ the most qualified and Executive Director / Senior staff member. The hiring of an Executive Director or senior staff member, requires the board to delegate all daily management duties to that person. Keeping a close eye on the organization's issues and activities, the chief executive maintains regular contacts with the board and particularly the chair. An organization's Executive Director is responsible for overseeing the implementation of its board's policies and managing the organization effectively and efficiently per the board's policies and budget. Furthermore, they ensure that the board receives accurate, concise, and timely information. It is up to the Executive Director to keep the board updated on the organization's ongoing at an operational level—the staff below the Executive Director level report to the Executive Director, not the board.

Senior Staff are not typically full and voting members of the board of directors. Senior staff should attend meetings to help advise and support the Board. However, staff should not vote on decisions under consideration by the board due to potential conflict of interest, as staff may prioritize their personal or departmental interests over the organization's broader goals. This approach allows staff to contribute their knowledge without the complications that voting rights might introduce.

The Board determines staffing policies along with the Executive Director / Senior staff member which govern the employees in performing their duties. Although the Board and the Executive Director / Senior staff member have different areas of authority, the Executive Director / Senior staff member should be included in the development of policies. The Executive Director / Senior staff member is the expert in the field and has the knowledge of legislative and regulatory requirements.

The Board should be careful not to infringe upon the responsibilities of the Executive Director / Senior staff member and the staff. While the Board must be satisfied that the employees are competent and capable of handling responsibility, Board members should not attempt to exercise any authority over staff. Such behaviour undermines the authority of the Executive Director / Senior staff member.

## Governance

### **The Board will:**

- Govern the operation of the program

### **The Executive Director / Senior staff member will:**

- Manage the operations of the program on a day-to-day basis

## Legal

### **The Board will:**

- Ensure compliance with legal requirements by reviewing:
  - Incorporation
  - By-Laws
  - Policies
  - Other Municipal; Provincial; Federal legislation
  - License Inspections
  - Lease Agreements
  - Insurance
  - Contracts and Purchase of Service Agreements

### **The Supervisor will:**

- Ensure the program meets legal requirements by monitoring compliance with:
  - Provincial Legislation
  - Public Health and Fire regulations
  - Contracts and Purchase of Service Agreements
  - Other Municipal; Provincial; Federal legislation
- All written inspection reports will be presented at Board of Director monthly meetings

## Planning

### **The Board will:**

- Review the mission, vision and values of the program annually
- Review the programs' strategic plan including all short- and long-term goals annually or as needed. Revise as applicable.

- Develop a succession plan for recruitment of Board members including orientation of new Board members.
- Engage in an annual Board of Director performance evaluation

**The Supervisor will:**

- Implement the programs and services in a manner that is consistent with the mission, vision, values and goals as set by the Board of Directors.
- Coordinate and implement an annual program and service evaluation. Outcomes of this evaluation are reported to the Board of Directors.

**Personnel**

**The Board will:**

- Hire a qualified and competent Executive Director / Senior staff member
- Provide the Executive Director / Senior staff member with a current job description which outlines their scope of authority and responsibility
- Provide a written contract to the Executive Director / Senior staff member
- Establish a close working relationship with the Executive Director / Senior staff person
- Monitor the performance of and facilitate an annual performance review for the Executive Director / Senior staff member
- Negotiate and approve staff salaries, benefits and working conditions / Create a wage scale for the positions within the organization
- Ensure that fair hiring and personnel policies are established and implemented
- Create or review a personnel manual with input from Executive Director / Senior staff member to clearly define job descriptions and personnel policies
- Delegate staff hiring and supervision to the Supervisor

**The Supervisor will:**

- Implement personnel policies
- Hire program and support staff
- Maintain open communication with staff through regular supervision
- Provide mentorship and coaching to staff
- Facilitate training and professional development for staff
- Develop and implement annual staff performance appraisals
- Recommend probation, permanent status or termination of staff to the Board of Directors /personnel committee

**Program**

**The Board will:**

- Be well informed on current research and best-practices in the field
- Support the staff and Executive Director / Senior staff person in their implementation of high-quality programs and services based on current research and best practice

**The Supervisor will:**

- Be well informed on current research and best-practices in the field

- Provide leadership in the implementation of high-quality programs and services based on current research and best practices

## Financial

### **The Board will:**

- Ensure the financial viability of the centre by developing and approving financial plans
- Monitor financial records and reports
- Establish spending policies
- Secure adequate financial resources
- Prepare accurate financial information for the Board (and/or finance committee)

### **The Supervisor will:**

- Prepare monthly financial reports and monitor financial records
- Assist in the development of financial plans
- Implement financial fee/revenue collection
- Assist with establishment of spending policies

## Complaints: Who is Accountable?

Accountability does not imply authority. In a respectful workplace, individuals whether employees or volunteers should be encouraged to speak to an individual if there is a conflict or if they have a concern with another individual. If after doing so the situation is not resolved, the following are examples of the appropriate paths:

- If a Board member has a complaint about a staff, they should speak to the Executive Director / Senior staff member. If the complaint is about the Executive Director / Senior staff member, they should go to the Board President or Chairperson.
- If a Board member has a complaint about another Board member, they should go to the Board President or Chairperson.
- If the Executive Director / Senior staff member has a complaint about a Board member, they should go to the Board President or Chairperson. If the complaint is about the Board President, they should go to the Vice-President.
- If a staff member has a complaint about the Executive Director / Senior staff member, they should go to the Board.
  - Note: In a multi-site organization, if a staff member has a complaint about the Site Supervisor, they should go to the Executive Director / Senior staff member.

# Board of Director Accountability

## Statutory Duty of Care of Directors

Board members are held accountable through a statutory duty of care in the [Not-for-Profit Corporations Act](#) (the Act) . Boards of Directors are required to act honestly and in good faith with a view to the best interest of the corporation, and to exercise reasonable care, diligence and skill.

## Minimum Number of Directors

The Act requires the Board to consist of a minimum of three Directors. A Public Benefit Corporation (PBC) shall have no more than one-third of the Directors who are employees of the corporation or of any of its affiliates.

## Legal Responsibility

From a legal standpoint, Boards of Directors are responsible for all debts, salaries, accidents, crises and liabilities. Boards are strongly encouraged to obtain directors liability insurance.

## Standard of Care

Boards of Directors are required to exercise at least the level of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Board members are also required to act honestly, in good faith and with a view to the best interests of the corporation, rather than in their own personal interest. This is known as an objective standard of care. When a court must determine whether a Board of Director has breached his or her duty to the corporation, it will test the person's actions against those of a reasonably prudent person. In meeting this duty, Board members may rely in good faith on reports prepared by professionals. Directors may also rely on the corporation's financial statements prepared by the corporation's public accountant.

## Duty to Comply

Board members are required to comply with the Ontario Not-for-Profit Corporations Act (ONCA) and its regulations, the articles or letters patent, by-laws and any unanimous member agreement. Board members are also subject to additional duties under the ONCA. For example, Directors are required to remain informed about the corporation's activities and to ensure the lawfulness of the articles and the purpose of the corporation.

## Liability

As part of the role of the Board member, Directors accept a degree of financial responsibility for their decisions and actions. The best practices to ensure Board members are meeting their legal responsibility are to perform the duties as a Director with care, diligence, honesty and integrity. This includes attendance at all meetings, reading of minutes, participation in discussion and exercising the right to vote. It is also appropriate for Board members to insist on professional advice when appropriate.

## Indemnification of Director

Indemnification (protection to minimize personal liability) includes:

- Former Board of Directors
- Clarifies that Directors may be indemnified in respect of civil, criminal, administrative, investigative matters **if the Director acted honestly, in good faith, with a view to best interests of the corporation**
- In cases of criminal or administrative proceedings enforceable by monetary penalty, the Director **had reasonable belief that the conduct was lawful**
- Corporation may also advance money to a Director for costs of action

## Conflict of Interest

Board members are responsible for acting in the best long-term interests of the organization and must never allow their interests to conflict with their duty to the organization. Board members who hold dual roles (such as who are also a client of the programs/services or who are also an employee of the organization) are expected to keep their board role separate from their client or employee role, and when appropriate, declare a conflict of interest.

Conflict of interests occurs when Board members participate in discussions or decision making about a matter that may benefit them or someone close to them. In the event where a Board level decision is being discussed or voted on, the individual Board member should declare a conflict of interest and remove themselves from the discussion and voting process. The conflict of interest must also be disclosed in writing whereby any personal interest may exist. This should always be recorded in the minutes of the meeting.

## Confidentiality/Non-Disclosure

The Board of Directors need to have a clear written confidentiality policy that all staff and volunteers including Board members are familiar with and sign off on. The policy should clearly state the consequences of a serious breach of confidentiality. In severe cases, this may result in removal from a Board position or termination of employment for staff members. Disclosure of confidential information without the proper consent could put the organization in violation of the Personal Information Protection and Electronic Documents Act (PIPEDA). This includes the electronic dissemination of confidential information.

If during a Board of Director meeting an item needs to be discussed that is confidential, it should be identified on the agenda as “in-camera discussion”. This is a formal term which means in private or closed session. Anyone in attendance that is not part of the regular Board should be asked to leave. Any detailed minutes of the in-camera session should not be circulated or made available to the general public.

Before any discussion of a confidential topic, it should be clearly stated that the matter is confidential.

In the event there is a breach or disclosure, it should be addressed with the individual immediately which includes a decision on the severity of the breach and actions required.

# Board Recruitment and Orientation

Board members change with frequency depending on the length of terms identified in the by-laws. It is important for Boards to plan for Board member changes. Being aware of upcoming vacancies will help with succession planning and identify if there are particular skill-sets, experiences, expertise and attributes that are required.

Before any volunteer or staff member takes a position with the organization, they need to be properly oriented. The Board orientation should be in combination with the Board President and the Executive Director / Senior staff person. Items to include as part of the orientation (but not limited) are:

- Program philosophy, mission, vision and values statement
- General description of the program and services
- Strategic plans including goals
- Articles of Incorporation or letters patent
- By-laws
- Annual budget
- Structure of the organization
- Staff job descriptions
- Regulatory governing bodies (e.g. Provincial Ministries; County of Cornwall; Public Health, etc.)

## Board of Director Checklist

It is the responsibility of the Board to ensure that the organization is well managed. Therefore, the Board must:

- Review the mission, vision, values that govern the program on an annual basis.
- Review the policies that govern the programs and services on an annual basis.
- Ensure that the programs and services meet all legal requirements.
- Ensure that fair hiring and personnel policies are established and implemented.
- Create or approve a personnel manual to clearly define job descriptions and personnel policies with input from the Executive Director / Senior staff person.
- Review all short- and long-term goals; strategic plans and revise as needed.
- Develop and set the annual budget; monitor the budget by reviewing the organization's financial status on a quarterly basis at minimum.
- Hire a fully qualified and competent Executive Director / Senior staff person.
- Have a written contract with the Executive Director / Senior staff person which defines qualifications, authority and responsibilities of the Executive Director / Senior staff person along with outcomes expected.
- Negotiate staff salaries, benefits and working conditions on an annual basis.
- Establish a close working relationship with the Executive Director / Senior staff person.
- Facilitate an annual performance review of the Executive Director / Senior staff person based on the job description and performance expectations previously established.
- Engage in an annual Board of Director performance evaluation.
- Ensure the Executive Director / Senior staff person coordinates and implements an annual program and service evaluation and reports finding to the Board.

# Appendix A: Sample Job Descriptions

## Sample Board of Director Job Description

This is a SAMPLE only - Please refer to your organization's articles of incorporation/letters patent and by-laws when using this sample to develop your organization's Board of Director Job Descriptions.

**Organization name:** \_\_\_\_\_

**Job Description:** Board Member (Volunteer)

**Term:** Two years (term may be extended \_\_ times) Maximum length of service is \_\_ years.

The Board of Directors is collectively accountable to clients and their families, the community, funders and other stakeholders. They are accountable for the organization's performance in realizing its mission and achieving its goals, and for the effective stewardship of financial and human resources and for the overall quality of supports to clients. Boards of Directors are made up of volunteers who bring a wide range of skill sets to their roles.

### Qualifications and Skills

- Knowledge of the community, organization and field in which the organization operates
- Commitment to the mission and strategic direction of the organization
- Ability to work as a team member, both as a cooperating member of the Board as well as with the Management team of the organization
- Availability of sufficient time to devote to Board duties (Typically between 2-5 hours per month to prepare for and attend meetings and special events)

### Principle Duties

- Prepare for, attend and actively participate in Board meetings.
- Conduct all the business of the Board in a professional manner.
- Maintain confidentiality.
- Support governance decisions once made.
- Understand and maintain a commitment to the mission and long-term vision of the organization.
- Participate in the development and/or review of the strategic plan for the organization.
- Maintain up-to-date knowledge of the issues and trends that affect the organization, as well as of legal and regulatory requirements.
- Oversee the financial management of the organization, including the reviewing, approving and monitoring of an annual budget.
- Participate in the hiring, coaching and evaluating of the Executive Director / Senior staff person.
- Review and approve contracts and agreements for the organization.
- Review, and update as needed, Board policies and the organizations by-laws.
- Participate on Board committees.
- Be an advocate for the organization.

## Sample Board President Job Description

This is a SAMPLE only - Please refer to your organization's articles of incorporation/letters patent and by-laws when using this sample to develop your organization's Board of Director Job Descriptions.

Note: It is recommended that job descriptions for other key positions (Vice President, Secretary, Treasures, etc.) also be developed.

**Organization name:** \_\_\_\_\_

### **Job Description:** Board President/Chairperson

In addition to the general Board of Director job description, the Board President agrees to take on the following additional responsibilities:

- Coordinates the work and overall planning of the Board
- Chairs all Board meetings and manages the decision making process
- The President agrees to be at every meeting; when this is not possible the President must arrange for the Vice-President or Secretary to take his/her place
- The President should attend the AGM
- Ensures the Board fulfills its responsibilities and hold Board members accountable
- Participate in the hiring and evaluation of the Supervisor
- Facilitate communication between the Board and the Supervisor
- The President serves as an ex-officio member of Board committees. He/she serves as a voting member of the committee (if specified in the by-laws), identifies problems and assists the committee chairperson to resolve them. Ex-officio refers to the process by which the Board President automatically becomes of member of Board committees without being elected or voted upon

The Board President is responsible for directing meetings of the Board. This includes:

- Creating the agenda along with the Supervisor; distribute to all Board members in advance of the Board meetings
- Keep the meeting on time and on agenda.
- Encourage participation from all meeting participants
- Call for conflicts of interest to be declared following the review of agenda
- When a decision is required, organizations by-laws are followed which should include a motion and voting process. This also requires the President to ensure when necessary quorum is met (as identified in by-laws).
- Ensure that all relevant information is brought forward
- Maintain order and resolve conflict when required
- Summarize discussion points
- Call for a decision to be made when needed
- Delegate responsibility for follow through on decisions
- Ensure minutes are taken and distributed shortly after the meeting date
- Request approval of agenda and past minutes at the beginning of each meeting

# Appendix B: Board Meetings

## Characteristics of effective Board meetings:

- The agenda is prepared jointly by the Board President and the Executive Director / Senior staff person, with input from other Board Members
- Agenda items are prioritized (organizational priorities are used to determine what should take priority on the agenda)
- Appropriate people are invited to the meetings
- Discussions are kept on track
- Disagreements are handled openly and respectfully.
- The Board periodically reviews what has occurred during and between Board meetings to ensure efforts are in line with organizational priorities.
- Board members are periodically asked to evaluate meetings in terms of how satisfying and productive the meetings have been
- Evaluation of effectiveness of Board meeting time results in identifying changes or improvements if necessary
- Everyone's voice is heard; Board members are given a chance to express their ideas and thoughts.
- Board members communicate professionally during meetings in a respectful way that contributes to problem solving and planning.
- The Board President ensures that disagreements are handled in a way that is respectful of the other members and productive for the task.
- There are materials and programs to orient Board members to the role of the Board and to relationships with staff and committees. These are reviewed annually with the Board.
- Board members receive relevant information far enough in advance of Board meetings in order to prepare for meetings.
- There are agreed to procedures for evaluating Board meetings and for handling conflict.
- Members have and use good communication and conflict management practices.
- Members provide each other with support and feedback as they try out new knowledge and skills.

# SAMPLE Board of Director meeting Agenda

## SAMPLE AGENDA

Name of Organization: \_\_\_\_\_

DATE and TIME: \_\_\_\_\_

LOCATION: \_\_\_\_\_

1. Chair (Board President)-Opening remarks; welcome Board members
2. Complete roll call; record any regrets in minutes
3. Review of last minutes; accept if no additions, deletions or corrections are identified
4. Introductions of guests (if any are in attendance)
5. Treasurer's report-review of financial statements
6. Additional reports as required (e.g. fundraising committee; evaluation committee)
7. New Business
8. In Camera discussions (if required or identified prior to meeting)
9. Any new business to be added to next agenda
10. Confirmation of next meeting date, time and location
11. Adjournment

## SAMPLE Board of Director Meeting Minutes

Meeting minutes are the written record of what was discussed and decided during a meeting. Meeting minutes should provide a concise and clear summary that reflects the discussion and decisions made, tasks assigned, and the timeline for those actions. Non-profit Board minutes typically fall under the responsibility of the Board secretary.

### SAMPLE MINUTES

Name of Organization: \_\_\_\_\_

DATE and TIME: \_\_\_\_\_

LOCATION: \_\_\_\_\_

**Present:** Identify all those in attendance including Board members; guests; names of staff members

**Regrets:** Identify Board members absent from meeting who would normally be in attendance

**Opening remarks/welcome:** Board President welcomes all in attendance

**Approval of Minutes from the previous meeting:** The meeting minutes of (date) are accepted. (Two members of the Board must move to accept and their names be recorded in the minutes.)

**Treasurer's Report:** Monthly and year-to-date financial reports reviewed. Any questions and suggestions for the financial reports must be added into the minutes.

**Additional Reports:** Any additional reports presented to the Board are added into the minutes. Any discussions, questions and suggestions must be added into the minutes.

**New Business:** All items discussed as new business are added into the minutes including discussions, questions, and action items identified.

**In-Camera discussion:** If no In-Camera discussions occurred, this is recorded into the minutes.

**New Business for next meeting:** All items identified are added into the minutes.

**Confirmation of next meeting:** Date, time and location are added into the minutes.

**Meeting Adjourned:** Time of adjournment added to minutes.

## Committees

On some Boards, much of the work that is accomplished is likely carried out by committees. In general, committees are used to deal with tasks that are too complex and/or numerous for the entire Board to manage. Some of the specific functions that Board committees can serve:

- Making recommendations to the Board (e.g. recommendations based on results of parent survey; staff salary increases)
- Carrying out special tasks delegated by the Board (e.g. Board evaluation; fundraising)
- Recruiting future Board members

With committees accomplishing these functions, the Board is able to focus their time on the strategic direction and long-term goals of the organization.

### How do committees work?

Committee structures will vary from one organization to another depending on the size and needs of the organization.

There may be two types of committees or sub-committees:

1. **Ad Hoc Committees:** Ad Hoc committees are established for specific limited purposes and no longer meet or operate once the task is complete. The Board evaluation or annual staff salary increases are examples of Ad Hoc committees.
2. **Standing Committees** Standing committees are appointed or elected to carry out particular on-going activities and functions. Standing committees may include a finance committee, personnel (organization's employees) or Board recruitment and succession planning.

Committees are generally formed around a particular function of the Board or organization. Committees need to be provided with clear roles and objectives in order to fulfill their responsibilities.

To ensure Board members feel they are using their time effectively and efficiently as well as meeting their mandate, committees need structure and guidelines.

Terms of reference should be developed and followed as a guide. The terms of reference will provide committees with their purpose; identify who should be represented on the committee which should always include a Chair; identify specific responsibilities; provide timelines and reporting deadlines and frequency of meetings.

Standing committees should be a standing item on the monthly Board meeting agenda which will provide the Board of Directors with updates of each committee. There may be months when a standing committee does not meet which would be identified at the monthly Board of Directors meeting.

## SAMPLE Committee Terms of Reference template

**Committee Name:**

**Type:** (Standing; Ad Hoc)

**Chair:**

**Composition/Committee members:** (Board member, employees, community reps, clients, etc.) - - -

**Purpose:**

**Responsibilities:**

- 1.
- 2.
- 3.

**Timeframes, Reporting and Deadlines:** (includes duration, # of meeting/month, report dates, project deadline)

**Resources:** (meeting space, budget)

## Annual General Meeting (AGM)

The Annual General Meeting is a legal requirement of a non-profit organization. Board members should refer to the organization's by-laws to determine the rules for notification, voting, documentation, etc.

Board of Directors of organizations need to ensure the by-laws are in compliance with the Not-for-Profit Corporations Act. Some of these requirements include (but are not limited to):

- Financial statements are to be available at least 21 days before the Annual General Meeting
- Financial Statements must be approved by the Board of Directors and cannot be in draft form
- Annual General Meeting must be within 6 months of year-end

Other requirements of an AGM:

- Minutes must be taken
- Record results of all votes
- Ensure quorum can be met by those present in person or by proxy; this will be in accordance with the organizations' by-laws
- Approval of agenda
- Acknowledge receipt of reports (if applicable)
- Review of year-end financial statements and approval; may be completed by the organization's auditor
- Appointment of auditor for upcoming year
- Approval of the budget for the upcoming year
- Election of Directors (must identify term)
- Other business
- Adjournment of AGM

After the AGM, Board member changes must be filed with the appropriate agencies. Board members must be filed with:

- The appropriate Ministry
- The municipality
- Ministry of Government Services-Corporations Information Act
- Any other agencies; organizations as required according to organizational agreements

The changes must be filed within 15 days of a change. Changes, additions and deletions are reportable.

## Annual Work Plan

A work plan is an outline of a set of goals and processes by which a team and/or person can accomplish those goals.

Things to consider in an annual work plan:

- Review of strategic plan and direction.
- Review mission and vision for the organization
- Review short- and long-term goals; update as necessary.
- Orientation of new Board members.
- Review of Board of Directors Handbook.
- Review of Board of Directors job descriptions.
- Review of organizational performance targets.
- Preparation and approval of annual budget.
- Determine compensation for the auditor.
- Approve audited financial statements.
- Evaluate auditor and recommend to members on appointment of auditor.
- Review of quarterly financial statements .
- Review of financial policies and procedures.
- Complete and approve performance evaluation of Executive Director / Senior staff member.
- Establish goals for the Executive Director / Senior staff member.
- Review succession planning.
- Review/approve terms of reference and work plans for committees.
- Receive monthly reports from committees.
- Receive monthly operations reports from Executive Director / Senior staff member.
- Review governance policies; make changes as necessary.
- Set date for next AGM; send out required announcements and reports in preparation.
- If necessary, approve by-law changes.
- Appoint/elect Board members.
- Conduct Board of Directors evaluation survey; review results and create action plan for improvement.
- Prepare and approve annual Board work plan.
- Set Board professional development activities.

Tasks identified in the work plan should be organized so that the work load is distributed throughout the year. Certain tasks must be completed in specific months (e.g. AGM preparation; appointment of auditor, etc.).

## Board Evaluation

Regular board evaluations are important for enhancing board effectiveness, identifying and mitigating risks, fostering continuous learning , and enhancing stakeholder confidence.

Here is a link to a board Self Evaluation tool that any organization may find useful: [Microsoft Word - Board Self Evaluation Tool- Version III.docx](#)

# Appendix C: Mission, Vision and Values

Mission, vision and values can define and guide an organization. It is important to understand the difference between a mission statement and a vision statement. An organization's vision statement is about what is possible and the potential. The mission is what it takes to make the vision come true.

## Vision Statement

If vision statements are statements of what is possible, the picture of the future you want for the organization, the critical question is who is the vision for? For what? Why do you want to do this? The organization's vision is for the future of the organization, what it wants to create for the community and how it wishes to impact.

An effective vision statement will therefore identify where the organization would like to be in the future. It should answer, why are you doing what you're doing? It is a desired position specified in sufficient detail so the organization recognizes it when they reach it.

## Mission Statement

A mission statement will turn the vision into practice. The mission statement is the one that will actually do the work. In developing a mission statement, consider starting with the vision statement as the lead to the mission statement. The mission statement describes the organization's goals, the people it serves and what make the organization distinctive. It should answer "what do we do?"; "how do we do it?"; "whom do we do it for?"; "why are we doing it?".

## Values Statement

A values statement ensures the organization works towards achieving the mission, vision and goals in a way that follows universally shared values. It is a statement and commitment to how the organization will meet the mission and vision. For example, if an organization values inclusiveness, it will not turn anyone away regardless of race; cultural background; religion; socio-economic status; gender; abilities; etc. This will often guide many of the organization's policies.

Some values statements Boards may consider when determining what their values are:

- We always want the community to be able to say \_\_\_\_\_ about the way the organization does its work.
- What are the organization's priorities? What is most important to the organization?
- What values does the organization want to be publicly associated with?
- If the organization was faced with a year of tight budget constraints, what would be sacrificed/not sacrificed? (e.g. program quality; number of programs provided; staff wages)
- What standards does the organization want employees to follow when making their own decisions? What values are these based on?
- What behaviours does the organization want employees and Board members to model for program participants and clients?
- What does the organization want employees and volunteers to say about the organization after they leave?

# Appendix D: Strategic Planning

## What is Strategic Planning?

- An activity that is guided by the Board of Directors to determine the future vision and how the organization will achieve its strategic goals.
- A process that builds commitment from the organization to a specific direction that will guide the future work of the organization.
- Utilizing the organization's strengths to improve capacity in areas of weakness and will lead the agency in practical ways towards the achievement of the vision.

## When preparing for Strategic Planning-Questions to consider:

- Does the organization have written mission, vision and values statements? Do they provide a clear understanding about the organization's purpose, in what direction the organization is heading and what the organization believes in?
- Is the way business is conducted in our organization consistent with the mission, vision and values?
- When was the last time the mission and vision were reviewed? Are the mission and vision statements still appropriate?
- Does the organization have a strategic/long-term plan? If so, when was it developed?
- Does the plan further the organization's mission and the achievement of its vision, both in the short and long term?
- Does the plan have targets that are realistic, achievable and measurable?
- How often is the plan evaluated and who is involved in the evaluation?
- When the Board is planning, making decisions and/or responding to any risks and opportunities facing the organization, is the strategic/long term plan used?

## Steps to consider in a Strategic Planning model:

1. Create a vision and mission statement (if neither exists).
2. Create a list of short-term goals. Short term goals are those that can be accomplished within the first year or two of a 5-year strategic plan.
3. Create a list of long-term goals. These goals are to be met within a 5-year time period. Long term goals may be implemented in phases (e.g. introducing new services).\*when creating short- and long-term goals, make sure they are achievable and measurable
4. Outline possible ways to meet both short- and long-term goals. Brainstorm with members for new ideas and concepts. Even though some ideas may not be used, brainstorming is the best way to involve every person within the organization. Make sure every member of the team is allowed to contribute to the brainstorming session.
5. Create an action plan which includes the strategies agreed on during the brainstorming sessions. The action plan should include who is responsible and what is the timelines for each item.
6. Put the vision and mission statement, short- and long-term goals, and ways to meet the goals into a report that also includes budgets, financial forecasts and other overhead information. This is the 5-year strategic plan.
7. Set regular times to check in and make sure the organization is moving forward with the overall strategic plan. This also allows for amendments and changes if necessary.

# Resources

The following website suggestions are provided as resources only and do not constitute endorsement or guarantee that they are current.

## General Resources and links for all Boards of Directors

Ontario Non-Profit Network (ONN): <https://theonnn.ca/>

Ontario's Not-for-Profit Corporations Act: <https://www.ontario.ca/laws/statute/10n15>

Ontario's Guide to the Not-for-Profit Corporations Act: [Guide to the Not-for-Profit Corporations Act, 2010](#)

Ontario's Guidebook for Board Governance: [Guidebook for board governance](#)

Government of Canada By-Law Builder: [By-law builder: not-for-profit corporations](#)

Start and operate a not-for-profit: <https://www.ontario.ca/page/start-and-operate-not-profit>

Nonprofit Law Ontario: <https://nonprofitlaw.cleo.on.ca/>

The websites listed below offer helpful information on Board governance and Director training:

- Charity Village: [Boards That Work](#)
- Charity Village: [Better Board Kit](#)
- Pillar Nonprofit Network: [Online Board Governance Training](#)
- Capacity Canada: [Modern Board](#)
- Nonprofit Help: [nonprofithelp – About Us](#)
- Institute on Governance: [Leading Expertise in Governance \(iog.ca\)](#)

Consolidated Laws (Ontario.ca ): [e-Laws | Ontario.ca](#)

## Resources for Child Care and Early Years Organizations

Ministry of Education: [Ministry of Education | ontario.ca](https://www.ontario.ca/ministry-of-education)

Child Care and Early Years Act, 2014 (CCEYA): [Child Care and Early Years Act, 2014](https://www.ontario.ca/laws/statute/11h06)

College of Early Childhood Educators of Ontario (CECE): <https://www.college-ece.ca/>

How Does Learning Happen? (HDLH) [How Does Learning Happen? Ontario's Pedagogy for the Early Years](https://www.ontario.ca/education/how-does-learning-happen)

City of Cornwall Children's Services: [Children's Services](https://www.cornwall.on.ca/childrens-services)

## Resources for Housing Organizations

Ontario's Housing Services Act: <https://www.ontario.ca/laws/statute/11h06>

City of Cornwall Housing Services: [Housing Services](https://www.cornwall.on.ca/housing-services)

City of Cornwall Housing Programs: [Housing Programs](https://www.cornwall.on.ca/housing-programs)