

<b>POLICY MANUAL: FOUNDATION - GOVERNANCE</b>		<b>POLICY: NEW</b>
<b>Heading:</b>  <b>Niagara Peninsula Conservation Foundation</b>	<b>Subject:</b>  <b>Board Responsibilities and Governance Assessment</b>	<b>Page: 1 of 2</b>
		<b>Date Approved:</b> <b>December 14<sup>th</sup>, 2018</b>
		<b>Replaces: N/A</b>
<b>APPROVAL:</b>  _____		<b>DATE TO BE REVIEWED:</b>  <b>EVERY TWO YEARS</b>

Directors act in the best interest of the Foundation, exercising care, diligence and skill that a prudent person would show in similar circumstances. The three key duties of directors are:

- Duty of Skill or Competence
- Duty of Diligence
- Duty of Loyalty

#### **Duty of Skill or Competence**

- Ensuring board member nomination, recruitment and orientation process in place
- Ensuring the effectiveness of Board, committees and management through an annual evaluation process
- Voicing, clearly, respectfully and explicitly at the time a decision is being taken, any opposition to a decision being considered by the board
- Developing a process for succession planning of officers, directors and committee chairs

#### **Duty of Diligence**

- Ensuring that the vision and mission statements are in place and reviewed for relevance every 5 years
- Being informed of incorporation articles, bylaws, mission, and strategic plan
- Ensuring that the bylaws include clauses that state no board member receives compensation, that the board meets a minimum of 3 times annually, and that the board has, at a minimum, 5 directors who must be at arm's length to each other.
- Being informed of board activities, the community and general trends in philanthropy
- Attending board meetings, serving on a committee(s) and contributing to the work of the board
- Ensuring that proper minutes of meetings and policies are properly recorded and retained
- Ensuring that the financial affairs of the corporation are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Asking the directors to review a decision where the board acted without full information
- Approving and monitoring strategic plans in conjunction with the senior staff person
- Appointing and orientating the senior staff person, monitoring his/her performance against specified goals related to the strategic plan, and approving the senior staff person's remuneration.
- Ensuring that there is a job description or terms of reference for the senior staff person which includes compensation and benefits
- Evaluating management's effectiveness in implementing the strategic plan
- Working with staff, where appropriate, on committees and respecting the roles of Board and staff
- Ensuring that strategy is implemented for consulting and communicating with stakeholders

<b>POLICY MANUAL: ADMINISTRATION</b>		<b>POLICY:</b>
<b>Heading:</b> <b>Niagara Peninsula Conservation Foundation</b>	<b>Subject:</b> <b>Governance and Governance Assessment</b>	<b>Page: 2 of 2</b>

**Duty of Loyalty**

- Publicly demonstrating acceptance, respect and support for decisions legitimately taken in the transaction of the board's and/or foundation's business
- Serving the overall best interest of the corporation rather than any particular constituency

**Implementation:**

Board members will be informed of their responsibilities during an orientation session conducted within 2 months of joining the board. A board manual will be prepared for all board members and it is the responsibility of each board member to keep their manual updated.

---

**Governance Assessment**

The board will assess its effectiveness on an annual basis at the meeting immediately preceding the annual general meeting.

**Implementation:**

The following will be assessed: board orientation, financial viability, understanding the board's responsibilities and role of officers, effectiveness of planning direction and priorities of the foundation, management of board meetings, board commitment to foundation's mission and values, compliance with bylaws, and conflict of interest. An action plan will be developed to strengthen the board's effectiveness. The board will monitor the plan. It is the responsibility of the Board Chair to report at each board meeting on the implementation of the plan.

**Monitoring:** This policy will be reviewed every two years