

COMMUNITY LIVING DURHAM NORTH

THE BOARD OF DIRECTORS – ROLES AND RESPONSIBILITIES

Policy No: A-2 (Governance)

Effective Date:

October 1, 2009

Last Revision:

January 30, 2017

Last Review:

Rationale:

To ensure that our membership, volunteer directors and staff, as well as government and the community at large, have a clear conception of the function and the importance of our Board of Directors.

Policy Statement:

The Role of the Board can be encapsulated as follows:

- The Board is accountable to the membership of Community Living Durham North and it is legally responsible for the overall operation and management of the agency.
- With due regard for our funding partners, the Board is responsible for determining the purpose and the scope of the services provided by the agency.
- The Board writes or ratifies the policies under which the organization operates. These policies can be viewed as the boundary lines within which staff must operate in pursuit of the organization's objectives.
- It hires the C.E.O. and, having delegated to him/her the day to day operations of the agency; it monitors and, if necessary, dismisses this senior employee.

The Responsibilities of the Board are as follows:

- In addition to hiring the C.E.O., endeavour to keep current an effective succession plan.
- Clearly articulate its expectations of the C.E.O., through a Job Description and an Executive Authority and Limitations Agreement.
- Regularly appraise the C.E.O.'s performance against pre-determined goals and objectives, and in accordance with mutually understood terms of reference. This work may be delegated to the Chair or to an Executive or Ad Hoc Committee, but the full Board will approve the contents of the Appraisal, in advance, by Board motion.

- Establish and monitor the C.E.O.'s remuneration and benefits.
- Ensure compliance with the organization's by-laws, directly and through the C.E.O.
- Ensure compliance with all federal and provincial legislation governing the operation of not-for-profit organizations, either directly or through the C.E.O.
- Through the C.E.O., ensure compliance with all federal and provincial legislation that govern the agency's operation as an employer and as a service provider.
- Enter into regular contractual agreements with funding agencies and government ministries (and specifically with MCSS). Ensure compliance with our contractual obligations under these agreements.
- Liaise directly with these funding bodies and with other stakeholders when necessary or appropriate.
- Ensure the continuing financial viability of the organization. This function includes:
 - Ensuring that the annual cost of program operations does not exceed the subsidy committed by the Ministry of Community and Social Services (and by secondary funders). To this end the Board will review and approve the annual budget submission to MCSS and will monitor variances on a monthly basis. The annual cost of CLDN's operations is such that any over-expenditure, significant in percentage terms, is beyond the means of a not-for-profit operating in the northern part of Durham Region.
 - Ensuring that the funds and other assets, which belong wholly to CLDN, having accrued over time through donations, membership fees and other means, are conservatively managed and invested.
 - Ensuring that an external audit is performed each year. During this process, the Board, its Finance Committee, or Ad Hoc Committee should have direct contact with the auditors so as to be able to gain information regarding the integrity of the financial statements that are regularly presented to the Board, the adequacy of internal financial controls, etc. The audited financial statements must be formally approved through a board motion. Note that copies of our audited statements are required by both the Ministry of Community and Social Services and the Region of Durham.
 - Reviewing financial and organizational risk and necessary risk mitigation strategies and plans, through involvement in the mandated MCSS Risk Assessment process and by other means.

- Establish policies and review same in order to ensure they are kept current. This function, apart from formal policy ratification, can be appropriately delegated to the C.E.O. It is understood that non-compliance with policy sometimes occurs, either through oversight or because a policy cannot, for some unforeseen reason, be appropriately implemented; the Board expects to be informed, by the C.E.O., when this occurs.
- Lead the process of developing a Strategic Plan for the purpose of achieving organizational objectives and moving CLDN closer to its Vision. Monitor the performance of Senior Staff in the context of the objectives and forecasts that are part of the Strategic Plan.
- Monitors the public image of Community Living Durham North; undertakes to raise the profile of the agency and to help educate the public about the “community living” movement. Refer to *Policy A-1 Public Relations and Media Coverage*.
- As a committee of unpaid community leaders, the Board will be the public face of, and make the final decisions concerning, all fund raising initiatives.
- Other responsibilities are included in the By-Laws.

The Board will meet with sufficient regularity, in accordance with the By-Laws, to discharge its responsibilities. To help meet its mandate and achieve its objectives the Board will also, where appropriate, establish both standing and ad hoc committees, and it will ensure that all such committees have clear work plans and terms of reference.

Approved by: *Colin Kemp*
for the Board of Directors

Date: *January 30, 2017*