

<p style="text-align: center;"><b>Christian Senior Citizen Homes Society of Northern Alberta</b> <b>Board Governance Policies &amp; Procedures</b></p>
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Director Appointment	GOV 1	Issued: December 2018 Revised:
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### Policy

The Board will follow Bylaw 10 in its appointment of Directors.

### Procedure

- 1.1 The Board will every year at its November meeting determine the vacancies prior to the AGM and determine the process and type of expertise required.
- 1.2 The Board in November of each year will add to its agenda "Board Member Recruitment" to discuss and determine the amount of vacancies and the specific expertise that may be desired by a potential Board Member (financial, administration, facilities, policy, health care, etc.)
- 1.3 The Board will approve a slate of nominees at the March meeting
- 1.4 The Board will advertise the names of the nominees and request nominations from the membership as part of the notification of annual general meeting.
- 1.5 The Board will call for nominations from the floor at the Annual General Meeting, provided those nominated have been contacted and given their consent prior to the meeting.

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Director Orientation	GOV 2	Issued: December 2018 Revised:
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### Policy

Purpose of orientation is to provide incoming Board Directors with the information that will allow them to carry out their roles and responsibilities effectively. The Board President and Executive Director will complete the Orientation in a timely manner. While orientation should be considered an ongoing process, there are certain critical points and information that should be highlighted.

### Procedure

2.1 Orientation to the Society will cover the following:

- 2.1.1 History of the Society from 1968
- 2.1.2 The organization chart of the Society
- 2.1.3 The broad general scope of the Society, including the mission statement, principles, values, history and services of the Society
- 2.1.4 The roles, relationships and structure of each level of the Society
- 2.1.5 The Bylaws of the Society.
- 2.1.6 A summary of current members and issues.

2.2 Orientation to the Board will cover the following:

- 2.2.1 The role of the Board as a governance unit and the importance of the Board and its relationship to the membership.
- 2.2.2 The principles and best practices of good governance
- 2.2.3 The principles and best practices of great policies
- 2.2.4 The Board's governing style
- 2.2.5 The Board's relationship with other groups, organizations and key stakeholders.
- 2.2.6 The Board's calendar, budget and agenda.

2.3 Orientation to the Individual role of Board Director will cover the following:

- 2.3.1 Legal responsibilities of Directors
- 2.3.2 Board Governance & Policy Manual
- 2.3.3 Code of Conduct
- 2.3.4 Participation requirements for meetings
- 2.3.5 Claim process for Board expenses.

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Roles & Responsibilities	GOV 3	Issued: December 2018 Revised:
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### Policy

The Board executive positions of President, Vice President, Secretary, Treasurer and Committees are chosen at the first Board meeting following the elections at the Society Annual General Meeting.

### Procedure

3.1 Nominations for each position and voted on by secret ballot

3.2 Board Executive Responsibilities:

3.2.1 President:

3.2.1.1 Responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities.

3.2.1.2 Ensure compliance with applicable laws and bylaws.

3.2.1.3 Preside over meetings of the Society and of the Board of Directors .

3.2.1.4 Assign workloads to Board Members.

3.2.2 Vice-President:

3.2.2.1 Assume and perform the duties of the President during the President's absence.

3.2.3 Treasurer:

3.2.3.1 Oversee the financial books and records that are kept by the Executive Director and Finance Office.

3.2.3.2 Report periodically, and as needed, to the Board on the financial affairs of the Society.

3.2.4 Secretary:

3.2.4.1 Keep minutes and records of all Society and Board meetings

3.2.4.2 Report on all correspondence received by the Board, and reply on behalf of the Board as needed.

3.2.5 Directors at Large:

3.2.5.1 Maintain currency in seniors' needs and expectations

3.2.5.2 Involvement in duties as required

3.3 Members on Standing or AD HOC committees

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Board Meetings	GOV 4	Issued: December 2018 Revised:
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### **Policy**

The Board is responsible for managing its own Board meeting agenda, its work plan, budget and calendar. The Board President is responsible for the implementation of these responsibilities.

### **Procedure**

4.1 The Board meets 10 times per year on a monthly basis excluding August and December

4.2 The President will oversee the meeting using the Robert's Rules of Order Simplified (APPENDIX B)

4.3 The Secretary will produce the Agenda (APPENDIX C) 7 days before the meeting

4.3.1 Board Meeting Agendas are for the single task of meeting the Board's responsibilities.

4.3.2 The Board meeting will consider both agenda control and content

4.3.3 The Board has the sole authority over its own agenda.

4.3.4 The Secretary will exercise this control on behalf of the Board, though any Board Director – with a majority agreement – can add or delete business from the agenda.

4.3.5 Material related to the agenda will preferably be given to Board Directors with 5 days lead time for preparation

4.3.6 Motions to be considered will preferably be given to Board Directors with 7 days lead time for preparation

4.4 Board meetings are private.

4.5 Members and the public may. participate in designated parts of the agenda at the pleasure of the Board.

4.6 Requests to attend the Board must be submitted in writing to the Board Chair

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Board Committees	GOV 5	Issued: December 2018 Revised:
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### Policy

Board Committees are struck at the pleasure of the Board to complete specific task or are in place to complete specific Board Functions.

### Procedure

- 5.1 To ensure the Board is making informed decisions the Board will with the Executive Director develop committees to assist with its work.
- 5.2 When the Board strikes a Committee, it will determine the Terms of Reference using Appendix D:
  - 5.2.1 Type of Committee: Standing/AD HOC
  - 5.2.2 Area of Focus:
  - 5.2.3 Purpose:
  - 5.2.4 Outcomes and Deliverables
  - 5.2.5 Authority & Reporting
  - 5.2.6 Composition
  - 5.2.7 Meeting Details
  - 5.2.8 Support Resources Needed
- 5.3 Standing Committees:(List committees)
  - 5.3.1 Executive Director Evaluation Committee
  - 5.3.2 Finance Committee
  - 5.3.3 Policy Committee:
- 5.4 AD HOC Committees are time limited and task specific. Committees will have at minimum 2 Directors and Executive Director (APPENDIX D)

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Conflict of Interest	GOV 6	Issued: August 1996 Revised: December 2018
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### **Policy**

Board Directors shall disclose any real, potential, or perceived conflict of interest.

Definition: a situation in which a Director is in a position to derive personal benefit from actions or decisions made in their official capacity

### **Purpose**

To avoid damage to the organization's reputation and to avoid jeopardizing its charitable status

### **Procedure**

- 6.1 No resident, part-time or full-time employee of Emmanuel Home, or his/her spouse, will be eligible for nomination to the Board of Directors of the Christian Senior Citizen Homes Society of Northern Alberta.
- 6.2 Should a spouse become employed by Emmanuel Home during the term of the Board member, the member will step down immediately.
- 6.3 Items requiring declaration:
  - 6.3.1 Director is related to family member in Emmanuel Home
  - 6.3.2 Director has a business interest in a vendor/business working for or residents living at Emmanuel Home
  - 6.3.3 Director is related to another Director (spouse, sibling, in-law, parent)
- 6.4 All disclosure of Conflicts of Interest by Directors will be recorded in the minutes, naming the Director, conflict disclosed, and action taken by the Board.
- 6.5 Upon discovery of a non disclosure by a Director, the Board will take the necessary action using the Code of Conduct steps and procedures (GOV 7).

### **Violations:**

Non-compliance is NOT an option; it's a requirement of remaining a Board member.

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Code of Conduct	GOV 7	Issued: December 2018 Revised:
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### Policy

Ethical conduct by Board Directors is critical to competent, conscientious and effective governance. The effectiveness of the Board depends upon the commitment of each Board Director to a high standard of personal conduct. A decision to serve on the Board represents a commitment to govern with excellence in promoting the vision and policies of the Society. Each Board Director shall sign the Code of Conduct Agreement (APPENDIX A).

### Procedure

#### 7.1 Fulfillment of Duties

- 7.1.1 All Board Directors have equal governance responsibilities to fulfill their shared commitment to the bylaws and policies of the Society.
- 7.1.2 Board Directors shall be conscientious in attending meetings regularly, participating on committees as required, and ensuring that they are well prepared to address issues and questions that come before Board for consideration and decision.
- 7.1.3 Board Directors shall notify the Board President in advance of the reason for any non-attendance for scheduled Board Meetings or work.

#### 7.2 Respect for Authority of Board

- 7.2.1 The individual Board Director is authorized to exercise the duties and responsibilities of his or her office on behalf of the Society only when acting in concert with the rest of Board.
- 7.2.2 The individual Board Director has no authority to instruct or evaluate the Society's Executive Director, staff or contractors without specific delegated authority.
- 7.2.3 Individual Board Directors shall read and abide by all governance policies of the Society.

#### 7.3 Conscientious Commitment to the Governance Process

- 7.3.1 Board Directors shall be loyal to the Society and the Board and shall be accountable to exercise the powers and discharge the duties of their office honestly and in the best interest of members of the public. This accountability supersedes the personal interest of any Board Director acting as an individual member of the Society or the public, or of a particular stakeholder group or other organization.
- 7.3.2 If a Board Director has a personal issue as a recipient of the Society's services, he or she shall have the same rights as any other member, but no special privilege as a member of Board.
- 7.3.3 Board Directors shall observe Board procedures and display courteous conduct in all Board and committee meetings.
- 7.3.4 Board Directors shall never use Board procedures to obstruct or subvert the work of the Board.
- 7.3.5 Board Directors shall discuss Board performance in a constructive and respectful manner.
- 7.3.6 Board Directors shall support, in a positive manner, all actions taken by Board even if the member is in a minority position on such actions.

#### 7.4 Conflict of Interest

- 7.4.1 Board Directors shall disclose any real, potential or perceived conflict of interest and shall at all times comply with the Board Governance Conflict of Interest Policy (GOV 6).

#### 7.5 Confidentiality

- 7.5.1 Board Directors will not communicate, either directly or indirectly, information designated confidential to anyone not entitled to receive the same. This shall apply in perpetuity.
- 7.5.2 The Board President shall make clear what is deemed confidential.
- 7.5.3 As external technology users, the Society Board should be aware that the technology they use through Society electronic tools, Internet communications and email usage is bound by confidentiality and is not to be discussed or divulged to any unauthorized persons. This applies to all information that is personal information as defined by the Personal Information Protection Act (PIPA) and the Society's Confidentiality and Conflict of Interest policy, as well as operational or business information that is part of the day-to-day activity of the Society. It is the technology user's responsibility to ensure that the information they access is secure and no printouts, copies, emails, or files are left open or exposed.

#### 7.6 Freedom of Information

- 7.6.1 Board Directors should be aware that any time they communicate with public bodies for or on behalf of the Society, such communications may be subject to disclosure to a member of the public who makes a Freedom of Information request to the public body under relevant Acts. Public bodies would include but not be limited to any government agency or office.

#### 7.7 Director Relationships (Dealing with Disagreements)

- 7.7.1 If there is a disagreement, Board Directors will speak with one another rather than about one another as this is divisive and destructive behaviour. (APPENDIX H)
- 7.7.2 Board Directors agree that the biblical principles of Matt 18 will be used to resolve disagreements.
- 7.7.3 Board Directors agree and understand that non-compliance or lack of cooperation can be deemed as a breach of the Code of Conduct

#### 7.8 Code of Conduct Implementation

- 7.8.1 The Board will:
  - 7.8.1.1 Distribute this Code to potential Directors
  - 7.8.1.2 Incorporate this Code into its Board of Directors manual
  - 7.8.1.3 Review the Code with new Directors and in the regular Board orientation
- 7.8.2 If a Board Director is deemed to be negligent in carrying out his/her duties, the Board has the right to make and enforce its own laws and discipline; the following guidelines will be followed:
  - 7.8.2.1 Offending Directors may be questioned by the Board President to ascertain the breach to the Code of Conduct.
  - 7.8.2.2 Offending Directors may be censured by the Board President in a letter sent to the Director outlining the circumstances, the breach and the corrective actions.
  - 7.8.2.3 If the offending Director is the Board President, the Board Vice President initiates and carries through this same process above.
  - 7.8.2.4 Continued offence will result in a motion of censure being brought to the Board. This motion may result in a voluntary withdrawal or upon a vote of the majority of the Board, the Director shall be removed from all committee leadership and from Directorship.
- 7.8.3 In circumstances of an extreme nature the Director will be removed from office immediately in accordance with the Bylaws.



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Strategic Planning	GOV 8	Issued: December 2018 Revised:
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### Policy

The Board's job is to look forward strategically on behalf of the Society. The result of this strategic plan is a 3 – 5 year document that considers basic organizational information both once to write the plan and then once annually to review the plan.

### Procedure

- 8.1 The following types of organizational information will be considered in the development and review of the strategic plan:
  - 8.1.1 Historical Picture: How did we start and where have we been?
  - 8.1.2 Member Surveys: What do they want from the Society?
  - 8.1.3 Stakeholder Surveys: What interests the public and other parties?
  - 8.1.4 Environmental Scan: What external forces affect us?
  - 8.1.5 Organizational Assessment: What internal and external forces affect us?
  - 8.1.6 Beliefs, Values, Philosophy: The underlying truths of the Society.
  - 8.1.7 Vision: The dream . . . what could the Society be?
  - 8.1.8 Mission and Outcomes: What will the Society do for members to achieve the vision?
- 8.2 The strategic plan is translated by the Executive Director into an Annual Business Plan and reports on progress to the Board in a timely manner.

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Handling Complaints	GOV 9	Issued: December 2018 Revised:
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### **Policy**

All complaints are considered legitimate and will be dealt with by the appropriate group in a timely and responsive manner.

### **Procedures:**

- 9.1 As a membership-based organization, the Board may receive complaints about some aspect of the Society. Most of these complaints will be dealt with by the Executive Director since they will have a service or program aspect.
- 9.2 So that the governing style and the member complaint are both respected, a complaint process is followed in dealing with all complaints that are submitted to the Executive Director or the Board President of the Board in writing and bearing the name of the complainant.
- 9.3 Member complaints about either the Board President or Executive Director will go to that individual first for possible resolution. If no resolution results, the process below is to be followed:
  - 9.3.1 If a complaint concerns the Executive Director, the President will report to the Board
  - 9.3.2 If a complaint concerns the President, the Vice-President will report to the Board
- 9.4 All complaints will be vetted using the Handling Complaints flowchart. (APPENDIX E)

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Whistleblower	GOV 10	Issued: December 2018 Revised:
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### Policy

The Board, under no circumstances, condones a culture of cover ups and abuse when it comes to suspected or actual occurrence(s) of illegal, unethical, or inappropriate events (behaviours or practices). This applies to our Board, clients, employees, volunteers, or the general public.

### Procedure

- 10.1 This policy is intended to encourage Board Directors, employees (paid and volunteer), and others to disclose suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviours or practices) without retribution.
- 10.2 This policy is to ensure disclosure of any situation where individuals in any way feel threatened to come forward using the normal conflict resolution process.
- 10.3 Whistleblower report and investigation process is outlined in APPENDIX G

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Obligations	GOV 11	Issued: December 2018 Revised:
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**Policy**

The Board will abide by the Societies Act and our Bylaws in our duty to report to various stakeholders

**Procedure**

- 11.1 This policy outlines our obligations to report to our stakeholders and the internal documentation required to meet these outcomes.
- 11.2 This list is comprised but not limited to CRA charity income reporting, annual financial statements, auditors' reports, membership reporting, etc:
  - 11.2.1 Auditor's Report to Board - (within 3 months of fiscal year end)
  - 11.2.2 AGM - Financial Reporting to the membership (within 6 months of fiscal year end)
  - 11.2.3 CRA - Charitable Return

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Financial Supervision	GOV 12	Issued: October 2010 Revised:
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### Policy

The Board shall monitor financial procedures and related activities to ensure they are properly conducted. The Treasurer is the key director for overseeing the financial activity carried out by the Executive Director. The Treasurer shall ensure financial procedures comply with generally accepted accounting principles and may solicit assistance from specialists such as the appointed Auditor to help determine the propriety of the financial procedures.

### Procedures

- 12.1 The Executive Director and Finance Officer shall prepare and present an annual budget to the Treasurer for review prior to its presentation to the Board in October.
- 12.2 The Treasurer shall provide the Board with both in-house, and a written review of the financial progress of the Society at least quarterly in a format satisfactory to the Board.
- 12.3 The Executive Director shall provide the Treasurer, and any other Board member wishing to have them, the detailed monthly financial reports (in-house balance sheet and in-house income and expense statement).
- 12.4 At the request of the Board, the Treasurer shall arrange for a special audit of the finance department and report to the Board on the results, including recommendations for any irregularities and an explanation of why they occurred. The audit may consist of any or all of the following:
  - a) Bank Reconciliation and any adjusting entries required to bring the bank accounts into balance;
  - b) One payroll run with all supporting entries including direct deposits and cheques issued;
  - c) Staff expense reimbursements for a one-month period
  - d) Electronic payments issued over a one-month period with supporting invoices and approvals to pay
- 12.5 The Board shall appoint, subject to approval of the members, an independent Chartered Accountant to conduct an annual audit of the operating results and financial condition of the Society. The audit must be done according to the generally accepted auditing standards in Canada.
- 12.6 The Treasurer and the Executive Director or Finance Officer shall review significant financial decisions involving expenses outside of budgetary approvals. Individual amounts over \$10,000 shall be included. The Treasurer shall report these to the Board and seek approval as necessary.

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Financial Oversight	GOV 13	Issued: December 2018 Revised:
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### Policy

The intent of the operating reserve policy is to describe and document the purpose, goals, and mechanics for maintaining and using operating reserve funds. In order to accomplish this, the operating reserve policy needs to address five areas:

1. Purpose of building and maintaining reserves
2. Definitions of the types of reserves, intended use, and calculation of target amounts
3. Assignment of authority for making use of each type of reserve fund, which may include delegation of some authority to staff leaders
4. Responsibilities for reporting reserve fund amounts and use of reserve funds
5. Any specific policies, if needed, about investment of reserve funds

<https://www.propelnonprofits.org/resources/nonprofit-operating-reserves-policy-examples/>

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Gift Acceptance	GOV 14	Issued: December 2018 Revised:
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**Policy**

As a Board we need to direct Administration on how gifts are to be received, acknowledged, accounted for and receipted. (Gerry Segger Library can serve as a template for this discussion)

We need to determine if we receipt "goods" and the process we expect to be followed.

- Gift in kind - CRAs
- Cash
- Securities

*Appropriate/special recognition, case by case basis?*

Insert 'Donor Bill of Rights'

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Board Remuneration	GOV 15	Issued: December 2018 Revised:
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**Policy**

Board members serve voluntarily with no remuneration.(Bylaw 10.8)

Reasonable expenses incurred may be reimbursed in compliance with Board approved guidelines.

**Procedure**

15.1 Reasonable expenses incurred may be reimbursed under the following guidelines:

15.1.1 Prior Board approval

15.1.2 Accepted expenses are:

15.1.2.1 Parking

15.1.2.2 Mileage

15.1.2.3 Conference Costs including accommodation

15.1.2.4 Meals

15.1.2.5 Office Expenses

15.2 Claims to be submitted to the Finance Office within 30 days of expenditure date.



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Annual General Meeting	GOV 16	Issued: December 2018 Revised:
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**Policy**

In accordance with Bylaw 9 the Board will hold an Annual General Meeting.

**Procedure**

- 16.2 Board President will ensure Board Director Appointment Procedure is completed as per GOV1.
- 16.3 Board Secretary and the Executive Director prepare and distribute the AGM agenda and related documentation in accordance with the Bylaws.

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Hiring Policy	GOV 17	Issued: March 2015 Revised:
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### Policy

The Executive Director of Emmanuel Home shall hire staff members consistent with the needs of Emmanuel Home. While all staff members must be capable of supporting the Christian direction of the home, it is required that department heads or senior managers be Christians capable of signing the Society's Statement of Faith.

### Procedures

- 17.1 All staff members must be able and willing to support the Christian direction of Emmanuel Home.
- 17.2 New staff members must sign the Emmanuel Home Statement of Expectations (below) before their employment begins at Emmanuel Home. They should also be given the opportunity to sign the Emmanuel Home Statement of Faith (below).
- 17.3 Department heads or key managers must agree with and sign the Emmanuel Home Statement of Faith before employment begins.
- 17.4 Should no candidate for a department head or key manager position able to agree with or sign the Emmanuel Home Statement of Faith be available, the Executive Director may consult with the Board with regard to making an exception to the Statement of Faith requirement.
- 17.5 After appropriately advertising and interviewing candidates for an Emmanuel Home position, the Executive Director, or his deputy, will ask the successful candidate to sign the Emmanuel Home Statement of Expectations. Work cannot begin until the document is signed.
- 17.6 The Executive Director will also ask a successful candidate if he or she wishes to sign the Emmanuel Home Statement of Faith. The candidate for any position, except for those department head positions noted above, is not required to be in agreement with or sign the Statement of Faith.
- 17.7 The Executive Director will ask a successful candidate for a department head or key managerial position to sign both the Emmanuel Home Statement of Expectations and the Emmanuel Home Statement of Faith. Work cannot begin until both documents are signed.
- 17.8 If no candidate for a department head or key managerial position willing to sign the Emmanuel Home Statement of Faith becomes available, but a candidate willing to sign the Emmanuel Home Statement of Expectations is available, the Executive Director may present the candidate to the Board of Emmanuel Home. Employment may begin if the Board assents.

## **Emmanuel Home Statement of Expectations**

Welcome to Emmanuel Home. As a Christian organization we desire everyone in our Home to feel supported and cared about. We expect Christian principles to be evident in all our day-to-day behaviours, words and actions. Following are the expectations, rights and privileges endorsed by our Society.

1. Residents and Staff of Emmanuel Home have a right to be treated with absolute respect from those who live and work here and those who come in to visit. Residents have a right to occupy their apartment as their own home and are privileged to have full access to common areas, programs and services within Emmanuel Home as long as these are treated respectfully.
2. Emmanuel Home has zero tolerance for those who treat others abusively or whose behaviours are perceived as destructive and negative. If behaviours of this nature are observed in residents, staff, or visitors to the Home, the following will apply: Abusive or destructive behaviour will receive a verbal warning followed by a letter. After a third such documented occurrence and pending no evidence of change or retribution, the resident may be asked to vacate the premises, the staff person will be dismissed or the visitor will be asked to leave.
3. Members of Emmanuel Home Board are elected for the purpose of governance and policy setting for the Society. They do not function as mediators relative to concerns of Emmanuel Home individuals, groups of residents or staff. Day-to-day concerns must be brought forward to the Emmanuel Home department that is involved. These departments are Administration, Recreation, Home Care/Designated Assisted Living, Maintenance, Finance, Dietary and Housekeeping.
4. Signed letters of concern are to be forwarded to the Executive Director who will respond in writing.

I/we acknowledge that we have read the "Statement of Expectations".

Signature \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

Witness \_\_\_\_\_ Date \_\_\_\_\_

*September 2005  
Revised September 2009*

## Emmanuel Home Statement of Faith

(approved by Board 25 February 2015)

The scriptures of the **Old and New Testaments**, called the Bible, inspired by the Holy Spirit, is the written Word of God and is entirely trustworthy, and is our final authority in all matters of faith, conduct, and morality. These scriptures teach us:

1. **God** - There is only one God, the living and true God, a Spirit, infinite, eternal, and unchangeable in His being, wisdom, power, holiness, justice, mercy, goodness, and truth.
2. **The Trinity** - There are three persons in the Godhead: the Father, the Son (Jesus Christ), and the Holy Spirit, and these three are one God, the same in substance, equal in power and glory.
3. **God's Sovereignty** – God has created this world and everything in it, and sustains all things by His power and goodness. God created mankind in His own image to glorify Himself.
4. **Mankind's alienation from God** - Since the fall of Adam and Eve, all people are sinful, and subject to God's condemnation, even to eternal death, unless we are reconciled to God.
5. **God sent Jesus Christ into the world to save sinners** - Born of the virgin Mary, Jesus lived a sinless life and paid the penalty for our sins by dying on the cross. He arose from the dead and rules this world from heaven. To all who turn from sin and believe in this Saviour, He gives forgiveness of sins, the indwelling of the Holy Spirit, and eternal life.
6. **The Christian Life** – Christians walk with God in prayer and want to do His will, searching scriptures to know what pleases and displeases Him, and desire to show the fruit of the Spirit which is *“love, joy, peace, patience, kindness, goodness, faithfulness, gentleness, and self-control.”* We desire the fellowship of other Christians, and gather regularly to worship the Lord together in spiritual unity.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Witness \_\_\_\_\_ Date \_\_\_\_\_

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Executive Director	GOV 18	Issued: September 2012 Revised: October 2018
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The Christian Senior Citizen's Home Society of Northern Alberta  
SERVICES CONTRACT

This AGREEMENT made the 27 September 2012 BETWEEN:

The Christian Senior Citizen Homes Society of Northern Alberta (hereinafter referred to as  
"Emmanuel Home")  
13425-57 St  
Edmonton, Alberta T5A 2G1

AND: Darren Sinke, (the "Executive Director") Edmonton, Alberta

**WHEREAS**

Emmanuel Home has agreed to employ the services of Darren Sinke for the purposes of conducting the business of Emmanuel Home on behalf of the Board of Directors and according to the existing terms, conditions and understandings set forth in this Contract as described in Schedule "A" attached to and forming part of this Agreement (hereinafter referred to as "the Services").

**THEREFORE,**

in consideration of the mutual promises contained in this Agreement, Emmanuel Home and Darren Sinke agree as follows:

**POSITION**

- 1.1 Darren Sinke is retained to fulfill the Executive Director position according to the duties and services described in Schedule A attached to and forming part of this Agreement (hereinafter referred to as "the Services").
- 1.2 The Executive Director shall report to and be responsible to the Board of Directors of Emmanuel Home.
- 1.3 The Executive Director agrees to well and faithfully serve the interests of Emmanuel Home and devote his or her time, effort, skill, attention, and energies to the performance of his or her duties in relation to the business of Emmanuel Home.
- 1.4 Emmanuel Home's policies and procedures, as amended from time to time, are incorporated into and form part of the Executive Director's terms and conditions of employment. In the case of a conflict between the terms of this Agreement and any policy or procedure, the terms of this Agreement shall prevail.
- 1.5 The following Schedule is incorporated into and forms part of this Agreement:
  - (a) Schedule A - Services
  - (b) Schedule B - Salary

## **TERM OF THE AGREEMENT**

- 1.6 The Executive Director's initial appointment will be for a one-year period, beginning on 22 October 2012 with renewals at the Board's discretion.
- 1.7 During the one-year period, the Board of Directors will evaluate the Executive Director's suitability for the position.
- 1.8 Notwithstanding any other provision(s) to the contrary, during the initial three-month period the Board may terminate the Executive Director's employment with or without cause. Subsequent to the three-month probation, termination, if required, will be according to Alberta Employment Standards.

## **3. REMUNERATION**

During the term of this Agreement, Emmanuel Home will remunerate the Executive Director for performing the services described in Schedule A, Executive Director position description, and compensated as per Schedule B, annual salary

### **Salary**

- 3.1.1 Emmanuel Home will remunerate the Executive Director an annual salary plus benefits and other normal deductions, as a direct result of his or her activities payable bi-weekly by direct deposit.
- 3.1.2 The nature of the Executive Director's position requires him or her to be flexible about hours of work particularly regarding evening hours. The usual hours of work are 37.5 hours weekly with flex time taken in lieu of overtime.
- 3.1.3 All monies paid to Executive Director shall be reported and remitted monthly to Revenue Canada by Emmanuel Home.
- 3.1.4 The salary will be reviewed every October according to performance appraisal results and/or other considerations.

### **Health and Welfare Benefits**

- 3.2.1 Emmanuel Home will provide the Executive Director with Extended Health benefits including vision and dental care, and a contribution to the RRSP plan after six months, with access to the other regular benefits immediately available to staff.
- 3.2.2 The Executive Director is provided sick leave as per Emmanuel Home policy. (Human Resources binder).
- 3.2.3 WCB coverage will be carried by Emmanuel Home.

### **Expenses**

- 3.3.1 Emmanuel Home shall reimburse the Executive Director for all reasonable, business-related expenses incurred in the performance of these duties. The Executive Director has access to the Emmanuel Home vehicle to attend out of town meetings.
- 3.3.2 The Emmanuel Home will not reimburse directly or indirectly expenses for spousal or familial travel for any person.
- 3.3.3 An appropriate communication device, like a smart phone, will be provided for the Executive Director's use.

### **Confidentiality and Non-Disclosure**

- 3.4.1 It is understood that all Emmanuel Home information regarding residents and staff will be held in strictest confidence and discussed only as pertains to the services provided.

### **Performance Review**

- 3.5.1 The Executive Director position is probationary for three months in accordance with Alberta Labour Law.
- 3.5.2 The performance review will be completed by the Board Evaluation Committee (President and Vice President) and shall reflect feedback from Board of Directors, and shall explain responsibilities and activities, appropriate goals and planning measures to be determined as well as training or support required.
- 3.5.3 The performance review shall also include opportunity for the Executive Director to provide feedback to the Board regarding his or her satisfaction with the Board's role and the organization.
- 3.5.4 The Evaluation Committee will report findings back to the Board and provide a salary recommendation for consideration, debate and approval.

### **Vacation and Other Leave**

- 3.6.1 The Executive Director shall be entitled to vacation at 15 days/year with one (1) additional day of vacation for each year of continuous employment with Emmanuel Home, to a maximum of thirty (30) vacation days.
- 3.6.2 Vacation entitlement will commence on the anniversary date of this agreement.
- 3.6.3 Vacation time must be taken in the year in which it was earned with the exception of five (5) days, which may be carried over into the next period of vacation earnings, and is non-cumulative. Vacation may be taken at a time or times that are mutually agreed upon between Emmanuel Home and the Executive Director.
- 3.6.4 The Executive Director is entitled to the same statutory holidays as other employees of Emmanuel Home.

## **4. CHANGES**

- 4.1 Any and all changes to this contract must be in writing and agreed to by both parties.

**IN WITNESS WHEREOF THE PARTIES** hereto have duly executed this Agreement as of the day and year first above written.

Signed by:

President, Emmanuel Home Board of Directors \_\_\_\_\_  
Signature of President

Executive Director, Emmanuel Home \_\_\_\_\_  
Signature of Executive Director

Witness \_\_\_\_\_  
Signature of Witness

Date \_\_\_\_\_

## **SCHEDULE A – SERVICES**

### **1.0 General Statement**

- 1.1 The Executive Director will serve the Board in an advisory capacity in determining decisions of policy, will become the chief agent for implementing those policies and will provide executive control of all Emmanuel Home operations and activities. The Board's primary purposes, it should be noted, are to formulate policy, monitor its implementation and monitor Emmanuel Home operations and activities.
- 1.2 The Executive Director will be informed of all relevant communication between the Board and other parties. The Executive Director will be the professional leader of Emmanuel Home employees and the official through whom the Board exercises its responsibility to provide the best possible housing for seniors and a Christian atmosphere in which to live and work. The Executive Director will be responsible and accountable to the Board for achieving the desired results and outcomes within the framework of Board policy.

### **2.0 General Requirements for the Position**

- 2.1 Commitment to both the mission and vision statements of Emmanuel Home.
- 2.2 A strong, creative and spiritual leadership rooted in biblical principles.
- 2.3 Interpersonal skills of sensitivity and compassion, as well as persuasive oral and written communication skills.
- 2.4 A degree in health or business administration or a combination of education and experience in a relevant discipline.

### **3.0 Relationship between Board and Executive Director**

- 3.1 Responsibilities and Tasks of the Board
  - 3.1.1 Delegate to the Executive Director, responsibility for all functions except those specifically reserved through Board policy for the Board.
  - 3.1.2 Support the Executive Director fully in all decisions that conform to Board policy.
  - 3.1.3 Give the Executive Director the benefit of the Board's counsel in matters related to individual Board members' expertise, familiarity with the local system, and community interests.
  - 3.1.4 All Board meetings shall normally be held with the Executive Director in attendance. *In camera* sessions will be scheduled at Board meetings when required.
  - 3.1.5 Openly communicate with the Executive Director on all matters that concern the Society. Board action or decision-making should only follow after hearing the recommendations of the Executive Director.
  - 3.1.6 All Board policy communications with Society employees will be channelled through the Executive Director. Refer all applications, complaints and other communications, oral or written to the Executive Director in order to ensure that these are handled in an effective, coordinated and responsive fashion.
- 3.2 Responsibilities and Tasks of the Executive Director
  - 3.2.1 Serve as the Board's executive officer and advisor.
  - 3.2.2 Interpret the needs of Emmanuel Home to the Board.
  - 3.2.3 Attend meetings of the Board, and Board committees when asked to do so.
  - 3.2.4 Carry out staffing responsibilities in accordance with Emmanuel Home's Human Resource Manual



- 3.2.5 Ensure that activities that occur on the Emmanuel Home premises do not conflict with the vision and mission of Emmanuel Home.
- 3.2.6 Gather relevant data, analyze it and use it wisely and creatively to solve problems.
- 3.2.7 To recognize, promote and develop opportunities that ensure the long-term viability of the Society.
- 3.2.8 Report monthly to the Board in writing.
- 3.2.9 Have a succession plan in place to assist the Board with day-to-day operations if they or one of their key staff would no longer be able to fulfill their responsibilities for any given reason.
- 3.2.10 Maintain an active membership and presence in the Edmonton seniors' housing community and maintain a positive relationship with the Alberta Government.
- 3.2.11 Perform other duties as assigned by the Board.

#### **4.0 Specific Responsibilities and Accountabilities**

##### **4.1 Staff**

- 4.1.1 Communicate Board policy to Emmanuel Home employees and represent Emmanuel Home staff to the Board.
- 4.1.2 Recruit, direct and supervise the employees of the Emmanuel Home.
- 4.1.3 Encourage a relationship of respect and support among employees and volunteers.
- 4.1.4 Promote harmonious working conditions.
- 4.1.5 Encourage and promote professional growth among Emmanuel Home employees.

##### **4.2 Management and Administration**

- 4.2.1 Direct and manage his or her own committees as well as serving on any special Board committees.
- 4.2.2 Be responsible for the operations of the Society/Emmanuel Home business office and ensure that the financial affairs of Emmanuel Home, including but not limited to purchasing, payroll, investing, banking and fund transfers, Capital Health and Alberta government contracts, issuance of receipts, accounting and financial audits, are properly managed.
- 4.2.3 Ensure that an annual Society budget and audit is prepared and presented for Board and Society approval. Provide the Board treasurer with information on financial goals and achievements for annual reporting. Consult with the treasurer on all financial matters concerning the Society.
- 4.2.4 Manage the preservation and confidentiality of records and documents.
- 4.2.5 Direct and manage the development of all financial projects and fundraising activities.
- 4.2.6 Ensure understanding of and compliance with Albert Health Standards relevant to Supportive Living environments.
- 4.2.7 Communicate with churches, pastors, the public sector, residents and their families as the official representative of Emmanuel Home.

##### **4.3 Facilities Management**

- 4.3.1 Ensure that ongoing maintenance of the facilities is being completed on a scheduled basis, which includes planning for upgrading.

4.3.2    Oversee and manage capital projects in conjunction with the Board.

4.4 Residential Services

4.4.1    Manage and direct all employees providing services to residents.

4.4.2    Ensure that the principles of choice, dignity, privacy, individuality independence and home-like Christian environment are honoured daily.

4.4.3    Ensure the health-care objectives of the residence are met.

4.4.4    Ensure that communication opportunities exist with residents, families, employees and health-care providers to discuss concerns, procedures, processes etc.

### **SCHEDULE B - ANNUAL SALARY**

Experience	Calendar	Salary	Increase %
0	2013	\$66,665	
1	2014	\$73,883	10.8%
2	2015	\$76,500	3.5%
3	2016	\$79,500	3.9%
4	2017	\$82,500	3.8%
5	2018	\$95,000	15 %
6	2019	\$100,000	5.3%
7	2020	\$130,000	
8	2021	\$140,000	
9	2022	\$150,000	

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Executive Director Reporting	GOV 19	Issued: September 2012 Revised: October 2018
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**Policy**

*This policy will become the Executive Director's accountability document for reporting outcomes to the Board on a regular basis. This is where a lot of the Schedule A ED Services will end up along with accountability for Strategic Plan and Financial Outcomes.*

*See Governance-Responsibilities-Limitations – DRAFT v2.0 8-1-2019*

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Liability Insurance	GOV 20	Issued: December 2018 Revised:
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**Policy**

The Society will maintain currency for Board Directors by providing protection coverage for Directors and Officers. The Executive Director will ensure the operations of the Society are adequately protected.

**Procedure**

- 20.1 Executive Director will procure adequate coverage and ensure member list is kept current.
- 20.2 Liability Coverage will be explained to incoming Board Directors by the Executive Director during orientation.
- 20.3 Board Directors may request a copy of the policy for their own records

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Code of Conduct	APPENDIX A	Issued: December 2018 Revised:
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**Code of Conduct Agreement**

I, \_\_\_\_\_ (print name), as a Board Director hereby agree to:

- Act honestly and in good faith, with the best interests of the Society foremost in mind;
- Use the degree of skill and diligence that is expected of my knowledge and experience;
- Be loyal to the Society and to endorse and support the Ends policies of the Society;
- Comply with all applicable Bylaws and the Governance policies and principles;
- Treat other Board Directors, members and the Executive Director fairly and with respect;
- Disclose promptly and fully every personal conflict of interest with the Society to the Board;
- Maintain confidentiality of confidential information learned while performing Board Director duties;
- Participate in the Society as authorized in the Bylaws and/or by the full Board.

I declare that:

- I have read and understand the Board Code of Conduct Policy (GOV 7) and agree to abide by the code and its procedures.
- At present, I do not have, nor do I anticipate having in the future, a conflict of interest.
- I agree to disclose any conflict of interest that arises to the Board President.

Board Director Signature \_\_\_\_\_

Date Signed \_\_\_\_\_

<b>Christian Senior Citizen Homes Society of Northern Alberta</b> <b>Board Governance Policies &amp; Procedures</b>
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Robert's Rules of Order Simplified	APPENDIX B	Issued: December 2018 Revised:
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**Robert's Rules of Order – Simplified**

**Guiding Principles:**

- Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- Everyone has the right to know what is going on at all times.
- Only urgent matters may interrupt a speaker.
- Only one thing (motion) can be discussed at a time.
- A motion is the topic under discussion (e.g., "I move that we add a coffee break to this meeting"). After being recognized by the president of the Board, any member can introduce a motion when no other motion is on the table.
- A motion requires a second to be considered.
- Each motion must be disposed of; passed, defeated, tabled, referred to committee, or postponed indefinitely before proceeding to other business.

**How to do things:**

**You want to bring up a new idea before the group.**

- After recognition by the president of the Board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

**You want to change some of the wording in a motion under discussion.**

- After recognition by the president of the Board, move to amend by
  - adding words,
  - striking words or
  - striking and inserting words.

**You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.**

- Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

**You want more study and/or investigation given to the idea being discussed.**

- Move to refer to a committee. Try to be specific as to the charge to the committee.

**You want more time personally to study the proposal being discussed.**

- Move to postpone to a definite time or date. You are tired of the current discussion. Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3rds vote.

**You have heard enough discussion.**

- Move to close the debate. Requires a 2/3rds vote. Or move to previous question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3rds vote.

**You want to postpone a motion until some later time.**

- Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead.
- To kill a motion at the time it is tabled requires a 2/3rds vote. A majority is required to table a motion without killing it.

**You believe the discussion has drifted away from the agenda and want to bring it back.**

- Call for orders of the day.

**You want to take a short break.**

- Move to recess for a set period of time.

**You want to end the meeting.**

- Move to adjourn.

**You are unsure that the president of the Board has announced the results of a vote correctly.**

- Without being recognized, call for a "division of the house." At this point a roll call vote will be taken.

**You are confused about a procedure being used and want clarification.**

- Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the Board will ask you to state your question and will attempt to clarify the situation.

**You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.**

- Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

**You want to change an action voted on at an earlier meeting.**

- Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3rds vote is required.

**You may INTERRUPT a speaker for these reasons only:**

- to get information about business – **point of information**
- to get information about rules – **parliamentary inquiry**
- if you can't hear, safety reasons, comfort, etc. – **question of privilege**
- if you see a breach of the rules – **point of order**
- if you disagree with the president of the Board's ruling – **appeal**



Quick Reference					
		Open for Discussion	Can be Amended	Vote Count Required to pass	Maybe Reconsidered or Rescinded
Main Motion	X	X	X	Majority	X
Amend Motion	X	X		Majority	X
Kill a Motion	X			Majority	X
Limit Debate	X		X	2/3 rds	X
Close Discussion	X			2/3 rds	X
Recess	X		X	Majority	
Adjourn	X			Majority	
Refer	X	X	X	Majority	X
Postpone	X	X	X	Majority	X
Table	X			Majority	
Postpone Indefinitely	X	X	X	Majority	X

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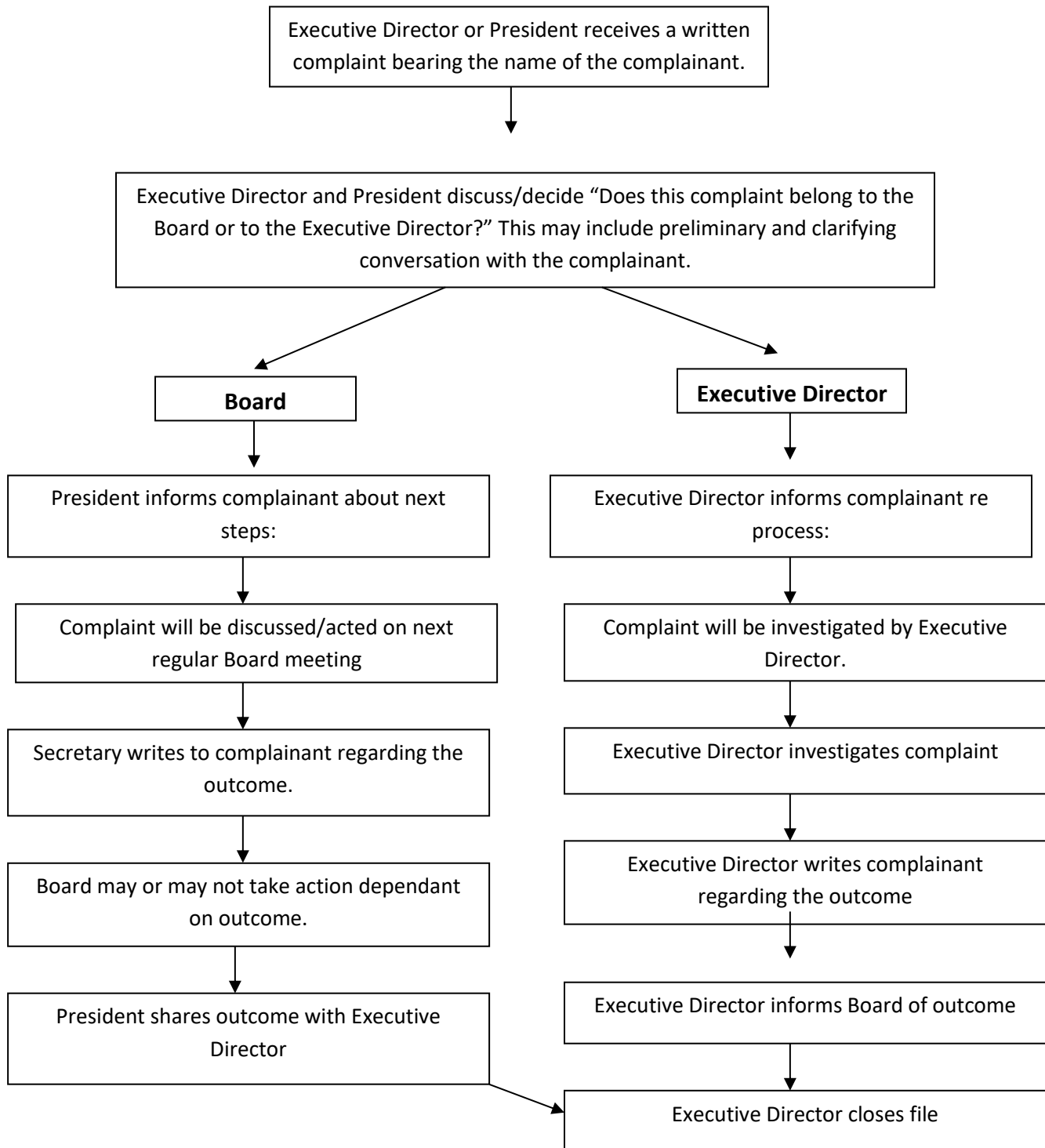
Board Meeting Template	APPENDIX C	Issued: December 2018 Revised:
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### **Board Agenda Template**

1. Opening Devotions & Welcome: (includes introduction of guests)
2. Additions to the Agenda:
  - 2.1 Call by the President for any additional items
3. Approve Minutes:
  - 3.1 Approval of all Board Meeting minutes that occurred
4. Business Out of Minutes:
  - 4.1 Unfinished Business
5. Executive Director's Report:
6. Treasurer's Report:
7. Committee Reports:
8. Correspondence:
9. Round Table:
10. Closing Prayer:
11. Board In Camera Session :

## APPENDIX E

### Handling Complaints



<p align="center"><b>Christian Senior Citizen Homes Society of Northern Alberta</b></p> <p align="center"><b>Board Governance Policies &amp; Procedures</b></p>
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Executive Director Annual Salary	APPENDIX F	Issued: September 2012 Revised: October 2018
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**SCHEDULE B - ANNUAL SALARY**

Experience	Calendar	Salary	Increase %
0	2013	\$66,665	
1	2014	\$73,883	10.8%
2	2015	\$76,500	3.5%
3	2016	\$79,500	3.9%
4	2017	\$82,500	3.8%
5	2018	\$95,000	15 %
6	2019	\$100,000	5.3%
7	2020		

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Whistleblower Process	APPENDIX G	Issued: October 2018 Revised:
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1. The Whistleblower should promptly report the suspected or actual event to his/her supervisor.
2. If the Whistleblower would be uncomfortable or otherwise reluctant to report to his/her supervisor, then the Whistleblower could report the event to the next highest or another level of management, including to an appropriate Board committee or member.
3. The Whistleblower can report the event with his/her identity or anonymously.
4. The Whistleblower shall receive no retaliation or retribution for a report that was provided in good faith that was not done primarily with malice to damage another or the organization.
5. A Whistleblower who makes a report that is not done in good faith is subject to discipline, including termination of the Board or employee relationship, or other legal means to protect the reputation of the organization and members of its Board and staff.
6. Anyone who retaliates against the Whistleblower (who reported an event in good faith) will be subject to discipline, including termination of Board or employee status.
7. Crimes against person or property, such as assault, rape, burglary, etc., should immediately be reported to local law enforcement personnel.
8. Supervisors, managers and/or Board members who receive the reports must promptly act to investigate and/or resolve the issue.
9. The Whistleblower shall receive a report within five business days of the initial report, regarding the investigation, disposition or resolution of the issue.
10. If the investigation of a report, that was done in good faith and investigated by internal personnel, is not to the Whistleblower's satisfaction, then he/she has the right to report the event to the appropriate legal or investigative agency.
11. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case members of the organization are subject to subpoena, which will require them to disclose the confidential information.

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Dealing with Disagreements	APPENDIX H	Issued: September 2019 Revised:
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1. The Problem

Having a Board Director talking negatively about another behind his/her back

2. The Issue

This type of talking about someone instead of to that person is destructive, divisive, and against Scripture. It destroys trust and cohesiveness amongst Directors.

3. The Solution

A. Recognize this kind of behaviour is unacceptable

B. Commit to the directive of Matthew 18 15-17

"talk to the Director - work it out between the two of you. If they listen you have restored a relationship. If they don't listen take another person(s) so that in the presence of a witness they can see the seriousness of the concern you have. If they still don't listen then bring the item to the attention of the Board"

4. The Consequences

A. The Board will commit to Titus 3: 10 as a template for dealing with a Director who has not responded to the concerns raised recognizing the destructive and divisive atmosphere this can cause on the Board.

B. The offending Director will be removed from office immediately in accordance with the Bylaws.

