

DRAFT 26 September 2018

Working Mission Statement accepted at Policy Retreat in March 2018 and stated in the minutes of the March Board meeting *“To offer seniors a home in a Christian environment that respects, nurtures and comforts so they can live in dignity.”*

Christian Seniors Citizens Homes Society of North Alberta

Board of Directors Policy Manual Outline

PREAMBLE

The intent of this document is to foster a conversation around the future development of a policy document that serves the Board to achieve its outcomes of service, oversight, and accountability. It also serves as an oversight document in the supervision and management of the Executive Director

SUGGESTED POLICIES AND OVERVIEWS

1. Governing Style:

The Board will take up the model of policy governance in its governance process: having a preoccupation with strategic leadership rather than administrative detail that emphasizes a clear distinction of Board and staff roles; encouraging diversity in viewpoints; acting on the collective rather than individual decisions and taking a long range, proactive approach rather than looking back and reacting to operational activities.

1.1 The Society Board is committed to a governing style characterized by:

- 1.1.1 An open, inclusive style of communication and consultation.
- 1.1.2 A collaborative, consensus-based style of decision-making using the current Robert’s Rules of Order.
- 1.1.3 A clear distinction between the roles of Board and the Executive Director.
- 1.1.4 Assurance of compliance with the values, directions and policies established by Board.

1.2 Working within a policy governance model, the Society Board:

- 1.2.1 Maintains a primary focus on outcomes rather than operational or administrative means of achieving the goals.
- 1.2.2 Adopts a strategic, long-term perspective, emphasizing outcomes as the method of establishing explicit performance targets and accountabilities for the Society.
- 1.2.3 Ensures that individual Board Directors, Board committees and the entire Board make their appropriate contributions to governance in a competent, conscientious and effective manner.
- 1.2.4 Reviews Board’s own process and performance on a regular, systematic basis.
- 1.2.5 Reviews the achievement of outcomes on a regular, systematic basis.

1.2.6 Reviews and updates Governance Process as appropriate, and regularly assesses Board's compliance with these policies.

1.2.7 Enforces whatever discipline is needed to govern with excellence. Discipline will apply to attendance, the principles of policy making, respect of roles, speaking with one voice and abiding by all Board policies.

1.2.8 Is an initiator of policy, not merely a reactor to staff initiatives .

2. Obligations:

This policy outlines our obligations to report to our stakeholders and the internal documentation required to meet these outcomes. This list is comprised but not limited to CRA charity income reporting, annual financial Statements, auditor's reports, membership reporting, etc.

2.1 AGM - Financial Reporting to the membership (within 6 months)

2.2 CRA - Charitable Return

2.3 Auditors Report to Board - (within 3 months of yearend)

3. Board of Directors' Policies

Based on the CSCHSNA By-laws, this policy will outline the process and procedure for the recruitment, appointment and terms of the Board of Directors.

3.1 The affairs of the Society shall be administered by a Board consisting of not less than five (5) and not more than nine (9) members, to be elected by the members of the Society. As much as possible, the Board shall be a balanced representation of the membership.

3.2 The term of office shall be three (3) years. Board *directors* may serve only two (2) terms consecutively

3.4 The Board in January of each year will add to its agenda "Board *Director* Recruitment" to discuss and determine the amount of vacancies and the specific expertise that may be desired by a potential Board *Director* (financial, administration, facilities, policy, health care, etc.)

3.5 The Board will recruit enough members to fill the vacancies required for acclamation at the Annual General Meeting.

3.6 The Board will advertise the names of the nominees and request nominations from the membership as part of the notification of annual general meeting.

3.7 Additional nominations may be made from the floor, provided that those nominated have been contacted and given their consent prior to the meeting. *(please note that By-law10.3 has been removed from this policy – to discuss)*

3.8 The Board may appoint someone to fill any vacancy in the Board occurring between annual meetings. The appointment must be confirmed in the election of Board members at the next annual meeting.

3.9 The Board shall declare an office vacant if any member of the Board:

3.9.1 shall resign his/her office

3.9.2 without reasonable excuse be absent from three (3) consecutive Board meetings.

3.10 Any Board *director* may be removed from office by a special resolution.

4. Board of Directors' Roles

4.1 *The Board executive positions of President, Vice President, Secretary and Treasurer are chosen:*

4.1.1 *at the first Board meeting following the elections at the Society AGM*

4.1.2 *nominations for each position and voted on by secret ballot*

4.1.3

4.2 *Members on specific or ad hoc committees*

4.2.1 *Finance Committee*

4.2.2 *Policy Committee*

4.2.3 *Health Care Committee*

4.3 *Members at large*

5. Board Executive Responsibilities

5.1 President

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

5.1.2 Ensure compliance with applicable laws and bylaws

5.1.3 Preside over meetings of the Society and of the Board of Directors

5.1.4 Assign workloads to Board members

5.2 Vice-President:

5.2.1 Assume and perform the duties of the President during the President's absence

5.3 Treasurer:

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

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

5.4 Secretary:

5.4.1 Keep minutes and records of all Society and Board meetings

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

5.5 Directors at large

5.5.1 *maintain currency in seniors' needs and expectations*

5.5.2 *involvement in duties as required*

6. Code of Conduct

6.1 Each Board Director shall *sign the* Code of Conduct Agreement (*appendix #*)

6.2 Fulfillment of Duties

6.2.1 All Board Directors have equal governance responsibilities to fulfill their shared commitment to the policies of the Society.

6.2.2 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 *the* Board for consideration and decision.

6.2.3 Board Directors shall notify the Board President in advance of the reason for any non-attendance for scheduled Board *meetings or work*.

6.3 Respect for Authority of Board

6.3.1 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.

6.3.2 The individual Board Director has no authority to instruct or evaluate the Society's Executive Director, staff or contractors without specific delegated authority.

6.3.3 Individual Board Directors shall read and abide by all governance policies of the Society.

6.4 Conscientious Commitment to the Governance Process

6.4.1 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.

6.4.2 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.

6.4.3 Board Directors shall observe Board procedures and display courteous conduct in all Board and committee meetings.

6.4.4 Board Directors shall never use Board procedures to obstruct or subvert the work of the Board.

6.4.5 Board Directors shall discuss Board performance in a constructive and respectful manner.

6.4.6 Board Directors shall support, in a positive manner, all actions taken by *the* Board even if the member is in a minority position on such actions.

6.5 Conflict of Interest

6.5.1 Board Directors shall declare any real, potential or perceived conflict of interest *during any given deliberation if it could be perceived in any way that a benefit might be the outcome of a certain vote.*

6.5.2 *While in the employ of the Society (other than casual employment) no person or his/her immediate family shall be eligible for nomination to the Board; in the event that during the term of office a Board director or his/her immediate family becomes employed by the Society the director shall resign forthwith.*

6.6 Confidentiality

6.6.1 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.

6.6.2 *Board President shall make clear as to what is deemed confidential.*

6.6.3 As external technology users, the Society Board should be aware that the technology they use through Society electronic tools, Internet communications and e-mail 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 users' responsibility to ensure that the information they access is secure and no printouts, copies, emails, or files are left open or exposed.

6.7 Freedom of Information

6.7.1 All Society 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.

Code of Conduct Agreement (TO BE AN APPENDIX)

As a Board Director, I hereby agree to:

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

I have read and understood *Board Code of Conduct Policy*. I understand this policy and agree to abide by the code and 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 Name (please print) _____

Board Director Signature _____

Date Signed _____

7. Code of Conduct Agreement Implementation

The Board will:

- 7.1 Distribute this Code to potential Directors
- 7.2 *This code will be signed by a Director when elected and kept on file by the Board President*
- 7.3 Incorporate this Code into its Board of Directors manual
- 7.4 Review the Code with new Directors and in the regular Board orientation
- 7.5 If a Board Director is deemed to be negligent in carrying out his/her duties, then, given that the Board has the right to make and enforce its own laws and discipline, the following guidelines will be followed:

7.5.1 Offending Directors may be questioned by the Board President to ascertain the breach to the Code of Conduct.

7.5.2 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.

7.5.3 If the offending Director is the Board President, the Board Vice President initiates and carries through this same process above.

7.5.4 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.

7.5.5 Continued offence by a Director will result in removal from office by a resolution as prescribed in the Bylaws.

7.5.6 In circumstances of an extreme nature the Director will be removed from office immediately in accordance with the Bylaws.

8. Board Meetings

8.1 Board meeting agendas are for the single task of meeting the Board's responsibilities.

8.2 The Board meeting will consider both agenda control and content.

8.3 The Board has the sole authority over its own agenda; 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.

8.4 Material related to the agenda will be given to Board Directors with adequate lead time for preparation.

8.5 *Board Directors are to be given advance notice of motions to be considered at a meeting.*

8.6 Members and the public will participate in designated parts of the agenda at the will of the Board.

8.7 The Board meets ten (10) times per year on a monthly basis excluding *July* and December.

8.8 *Robert's Rules of Order are used at all meetings of the Board and Society (APPENDIX #)*

Board Agenda Template: ***(I THINK THIS SHOULD BE AN APPENDIX)***

1. Opening Devotions & Welcome: (includes introduction of guests)

2. Additions to the Agenda: Call by the Chair for any additional items

3. Approve Minutes: Approval of all Board Meeting minutes that occurred

4. Business Out of Minutes: */unfinished business*

5. Executive Directors Report

6. Treasurer's Report

7. AD HOC Committee Reports

Reports of Committees that that Board has approved

8. New Business

9. Correspondence

10. Round Table

11. Closing Prayer
12. Board "In Camera" Session

Robert's Rules of Order – Simplified (APPENDIX #)

Guiding Principles:

1. Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
2. Everyone has the right to know what is going on at all times.
3. Only urgent matters may interrupt a speaker.
4. Only one thing (motion) can be discussed at a time.
5. A motion is the topic under discussion (e.g., "I move that we add a coffee break to this meeting").
6. 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 seconder to be considered.
7. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

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

1. adding words,
2. striking words or
3. 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 *one* 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:

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

Quick Reference

	Must be Seconded	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

***** Annual General Meetings (As this is in the by-laws, do we need this section in the Board Policies?)**

From the Bylaws:

9.1 The Society shall hold its annual meeting in the spring, not later than May 31, at which the following items shall be presented:

- 9.1.1 minutes of the previous meeting,
- 9.1.2 executive director's report,
- 9.1.3 president's report,
- 9.1.4 financial statements, including the budget,

- 9.1.5 auditor's report,
- 9.1.6 election/re-election of Board members, and
- 9.1.7 any other business.

9.2 The members of the Board may consider and transact any business either special or general without any notice thereof at any membership meeting, except where the Society Act otherwise provides or the law otherwise requires.

9.3 The president of the Board shall have power to call a special meeting of the Society at any time. Notice of a special meeting shall include a statement of the reason(s) for calling such a meeting.

9.4 No public notice or advertisement of any annual or special meeting of the Society shall be required, but notice of time and place of each of such meetings shall be mailed to each member, eight (8) days prior to the time fixed for holding such meetings.

9.5 Unintentional omission of the sending of notice shall not invalidate the proceedings of any meeting.

9.6 At any meeting of the Society a quorum shall consist of fifty (50) members present in person.

9.7 Voting can be done in person or by proxy. Each member in good standing shall be entitled to vote. The chairperson of any meeting may, in the event of an equality of votes, have a second casting vote in addition to the ordinary vote as a member.

9.8 All decisions on matters pertaining to persons shall be by ballot, unless otherwise agreed upon by the meeting. All other decisions shall be by oral vote, by showing of hands, or by some other means agreed upon by the meeting. A majority (i.e., more than one half) of the valid ballots cast shall determine the issue in each case, except where otherwise required by the bylaws or by the law of the Province of Alberta.

9.9 Each joint membership (husband/wife) shall have two (2) votes; each single membership shall have one (1) vote.

9.10 Minutes of all Society meetings will be taken by the Board Secretary, and records of the meetings, including minutes, will be kept by the Executive Director.

9. Board Supporting Committees

9.1 Health Care Committee

9.1.2 mandate – *advisory to Executive Director*

9.1.2 membership - *two Board Directors, ED, Health Staff Representatives)*

9.2 Executive Director Evaluation Committee

9.2.1 mandate – *implement, compile and present annual performance and goal setting*

9.2.2 membership - *President and Vice President*

9.3 Finance Committee

9.3.1 mandate

9.3.2 membership

9.4 Policy Committee

9.4.1 mandate

9.4.2 membership

9.5 AD HOC Committees

10. Board Committee Implementation

When the Board strikes a committee, it will determine the following:

- 10.1 Name of the Committee
- 10.2 Level of Authority of the Committee
- 10.3 Task(s) of the Committee
- 10.4 Duration of the Committee (both beginning and end)
- 10.5 Chair of the Committee
- 10.6 Committee membership
- 10.7 Requirements of the Committee for Executive Director/Staff time
- 10.8 Budget requirements
- 10.9 Reporting obligations

11. Board Remuneration

- 11.1 *Board Directors serve voluntarily with no remuneration (By-law 10.8)*
- 11.2 *Reasonable expenses incurred may be reimbursed under guidelines:*
 - 11.2.1 *prior Board approval*
 - 11.2.2 *accepted expenses are parking, mileage, conference costs, meals*
 - 11.2.3 *claims to be submitted within 30 days of expenditure*

12. Strategic Planning *(This whole section, including 13 needs further discussion)*

- 12.1 *The Board of Directors is mandated to plan for the future on behalf of the Society.*
 - 12.1.1 *this would normally be a 3 to 5 year plan*
 - 12.1.2 *once written and implemented it would be reviewed annually*
- 12.2 The following types of organizational information will be considered in the development and review of the strategic plan:
 - 12.2.1 **Historical Picture:** How did we start and where have we been?
 - 12.2.2 **Member Surveys:** What do want from the Society?
 - 12.2.3 **Stakeholder Surveys:** What interests the public and other parties?
 - 12.2.4 **Environmental Scan:** What external forces affect us?
 - 12.2.5 **Organizational Assessment:** What internal and external forces affect us?
 - 12.2.6 **Beliefs, Values, Philosophy:** The underlying truths of the Society.
 - 12.2.7 **Vision:** The dream . . . what could the Society be?
 - 12.2.8 **Mission and Outcomes:** What will the Society do for members to achieve the vision?
- 12.3 The strategic plan is translated by the Executive Director into an annual business plan.

13. Strategic Planning Implementation

13.1 The Board will consider the current Strategic Plan when preparing for, accomplishing and *reviewing* strategic planning under the following guidelines:

13.1.1 A strategic planning committee may be struck to plan for the session and to follow up on the strategic planning.

13.1.2 The Board will direct the strategic planning committee as to whether the Strategic Plan is to be written anew or is a review.

13.1.3 The strategic planning policy is followed for either writing a new plan or reviewing the current plan.

13.1.4 The facilitator of the strategic planning session and the planning committee will follow this policy and the direction of the Board for all planning activities.

13.1.5 A follow up report of the strategic planning will be written upon completion of the strategic planning session.

13.1.6 Any evaluation of the strategic planning session will be considered for the next strategic planning session.

13.1.7 The report on the most recent strategic planning session will be kept electronically. *(should all reports be kept as information for next sessions?)*

13.1.8 The strategic plan considers the requirements of the Society Bylaws and Board policies.

14. Board Director Orientation

14.1 *Purpose of orientation is to provide the Board Directors with the information that will allow them to carry out their roles and responsibilities effectively.*

14.2 The Board (*those designated*) will conduct orientation sessions for Board Directors in a timely and appropriate manner.

14.3 All Directors are expected to participate.

14.4 Orientation to the **Society** will *include*:

14.4.1 History of the Society from 1968

14.4.2 The organization chart of the Society

14.4.3 The broad general scope of the Society, including the mission statement, principles, values, history and services of the Society

14.4.4 The roles, relationships and structure of each level of the Society

14.4.5 The Bylaws of the Society.

14.4.6 A summary of current members and issues.

14.5 Orientation to the **Board** will *include*:

14.5.1 The role of the Board as a governance unit and the importance of the Board and its relationship to the membership.

14.5.2 The principles and best practices of good governance

- 14.5.3 The principles and best practices of great policies
- 14.5.4 The Board's governing style
- 14.5.5 The Board's relationship with other groups, organizations and key stakeholders.
- 14.5.6 The Board's calendar, budget and agenda.
- 14.6 Orientation to the Individual role of **Board Director** will *include*:
 - 14.6.1 Legal responsibilities of Directors
 - 14.6.2 *Legal protection of Directors*
 - 14.6.3 Participation requirements for meetings
 - 14.6.4 Claim process for Board expenses.
- 14.7 A Board Governance Manual will be organized to contain this information
 - 14.7.1 The Board President will review the Board information relevant to the operation of the Organization (*does this mean maintaining currency of information?*)
 - 14.7.2 This manual will be available to new Directors immediately following their election or appointment at the Annual General Meeting.

15. Handling Complaints (*This section needs clarification*)

- 15.1 As a membership-based organization, the Board may receive complaints about some aspect of the Society.
- 15.2 Complaints are to be in writing and bearing the name of the complainant.
- 15.3 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 President of the Board.
- 15.4 Member complaints about either the Board President or Executive Director will go to that individual first for possible resolution.
- 15.5 If no resolution results, the process below is to be followed.
 - 15.5.1 If a complaint belongs to the Executive Director, the President will report to the Board that the complaint has been passed on.
 - 15.5.2 The following is the process, in a flowchart, to follow when handling a member complaint. (*APPENDIX #*)

16. Whistle Blower Policy (*APPENDIX#*)

- 16.1 Under no circumstances do we condone a culture of cover ups and abuse.
- 16.2 This *applies* to our clients, staff members and volunteers.
- 16.3 This includes acknowledging harassment, bullying, unsafe work practices and any situation where these people in any way feel threatened to come forward using the normal staff conflict resolution process.
- 16.4 Administration develops policies to share with staff and clients. (*clarify-does this mean the Appendix?*)
- 16.5 As a Board we also need to develop a process to deal with our Executive Director if any of these issues are a result of his actions/inaction. (*to be done, or does the Appendix cover all people including the ED?*)

17. Board Administrative Policies *(All this still needs to be discussed)*

These are policies that become part of the accountability and audit process we can build for the ongoing support of the Executive Director. Bear in mind that the detailed operational policies are developed by administration. These simply acknowledge the Board's global intent.

17.1 Executive Director

This policy is the current job description and salary grid attachments. In Darren's particular case it would also include his tuition agreement.

17.2 Executive Director Evaluation

This should be covered in the mandate of the ED Evaluation Committee

17.3 Executive Director Reporting Requirements

List of required reporting items that need to be produced to meet disclosure and meeting outcomes

17.4 Reserve Policy

As a Board we need to direct Administration in the area of setting and maintaining reserves outside of the ones we are legislated to maintain (CMHC Subsidy reserve requirement)

17.5 Financial Policy

As a Board we need to direct Administration in how we expect our accounting to be completed and to what standard. Can the Executive Director present a deficit budget is dealt with in a policy like this.

17.6 Gift Acceptance 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.

17.7 Bylaws *(No need as it is a By-law?)*

Copy and process of amending bylaws

17.7.1 The bylaws shall not be rescinded, altered or added to, except by a "special resolution."

17.7.2 "Special resolution" means a resolution passed by a majority of not less than three-fourths of the members present at a general meeting, of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

17.8 Website

This is the responsibility of the Executive Director

17.9 Social Media

Do we hold our staff accountable for what they post on Social Media! or is this covered by our handling complaints policy?

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