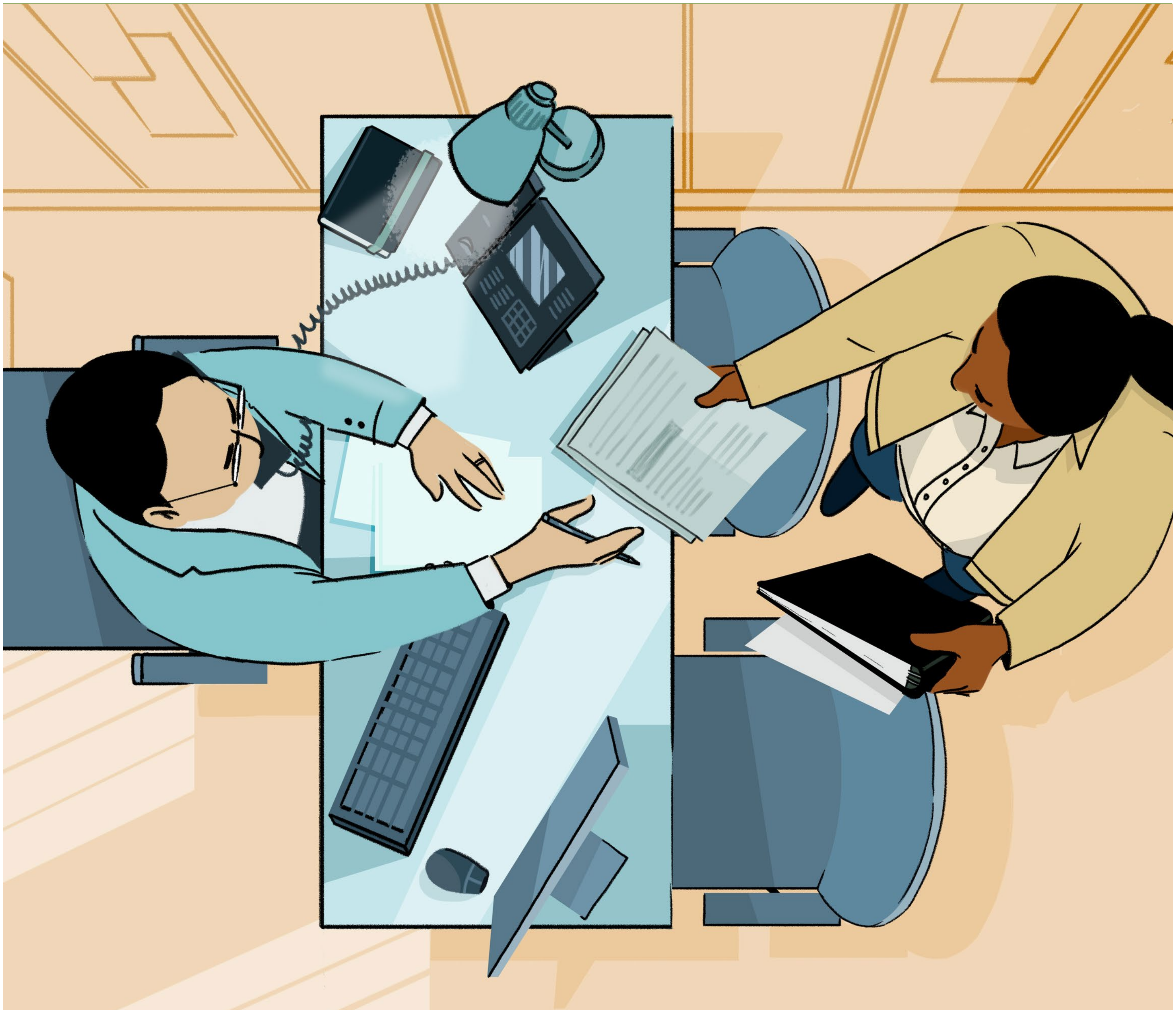


Board Governance Manual

Principles, Policies & Practices

Children's Aid Society
La Société d'aide à l'enfance
NIPISSING & PARRY SOUND

Table of Contents

CASNPS Board Governance Manual

Introduction

The *Children's Aid Society of the District of Nipissing and Parry Sound Board Governance Manual* serves as an easy-to-reference guide for the Board of Directors. It is designed to help Directors fulfill their stewardship role effectively and efficiently while remaining mindful of the organization's broader stakeholder environment.

The manual is grounded in a widely recognized and adopted framework for good governance and reflects the Society's ongoing commitment to governance excellence and sector-wide improvement. This framework provides the structure and organization of the manual, ensuring consistency, accountability, and alignment with best practices across Ontario's child and family services sector.

Purpose of this Manual

This **Governance Policies and Practices Manual** supports CASNPS, and each of its Directors, in fulfilling their governance responsibilities on behalf of the Society's stakeholders.

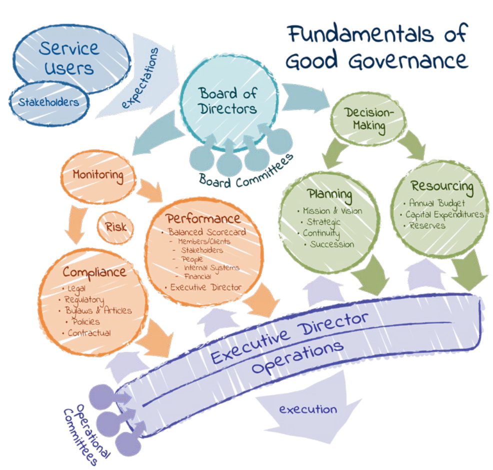
The manual builds upon a best practice governance framework developed by governance advisors tng (www.tngleaders.com) and is intended to serve as a living document. It should be reviewed and updated regularly to reflect the Society's evolving context, stakeholder expectations, and sector standards.

The Fundamentals of Governance

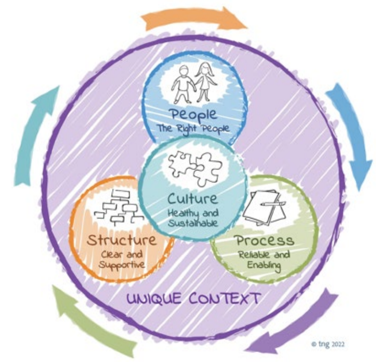
The framework below depicts the foundational elements of effective Board governance. It illustrates the relationship between:

- The Board and its members and stakeholders, on whose behalf the Society exists;
- The Board and its sole employee, the Executive Director, through whom operational authority is delegated; and
- The Board's core governance functions of decision-making and monitoring.

This framework defines *what* the Board is responsible for in each area and *how* those responsibilities should be carried out - ethically, transparently, and in the best interests of the Society.



Dimensions of Good Governance



In adopting the *Fundamentals of Governance*, the Children's Aid Society of the District of Nipissing and Parry Sound recognizes four interdependent dimensions of effective governance: **People, Structure, Process, and Culture**.

While governance structures and processes may appear clear and linear on paper, the *system of governance* is inherently dynamic. It involves people interacting with one another within the frameworks and procedures that guide those interactions. To achieve and sustain good governance, the Board must understand each dimension individually and appreciate how they influence one another over time as the organization evolves and grows.

A. "Right People" as Directors

This dimension focuses on assembling and maintaining qualified and capable Directors—individuals who possess the necessary skills, experience, judgment, and commitment to fulfill the expectations of their governance role.

The Children's Aid Society of the District of Nipissing and Parry Sound will proactively seek out and engage a diverse group of Directors who bring a balance of professional expertise, lived experience, and community perspective to steward and guide the Society effectively.

B. Clear and Supportive Structures

This dimension refers to the formal arrangements that define authority, accountability, and communication within the organization - how roles, responsibilities, and powers are distributed and coordinated to achieve the Society's strategic objectives.

The Society will design and maintain governance structures that enable elected the Board, its Committees, and staff to carry out their respective duties with clarity, alignment, and accountability.

C. Reliable and Enabling Processes

This dimension encompasses the systems, tools, and practices that support effective governance. Reliable processes help ensure ethical decision-making, disciplined monitoring, and transparent stewardship of stakeholder interests.

The Society will apply proven governance methods that streamline the work of the Board, Committees, and Executive Director, ensuring efficiency, clarity, and constructive use of everyone's time.

D. Organizational Sustainability and Culture

This dimension represents the shared values, behaviours, and norms that shape how the Board and organization function. A healthy culture promotes collaboration, accountability, and service to the Society's mission above individual interests.

The Society will actively cultivate a governance culture grounded in trust, respect, and performance excellence, reinforcing the behaviours and relationships that enable sustainable success.

Role of Foundational Documents

The governance authority of the Children's Aid Society of the District of Nipissing and Parry Sound (CASNPS) is derived from its foundational documents, which collectively establish how the Society is constituted, governed, and held accountable. These documents define the powers of the Board, the responsibilities of its Directors, and the standards by which the Society operates.

Ontario Not-for-Profit Corporations Act (ONCA)

CASNPS is incorporated under the *Ontario Not-for-Profit Corporations Act, 2010*. This legislation establishes the legal framework for the Society's formation, governance, accountability, and reporting obligations.

Articles of Incorporation (or Letters Patent)

The Articles (or Letters Patent, as applicable) define the Society's legal identity, its purposes, and any special provisions that govern its authority or structure. These purposes guide the Board in fulfilling its fiduciary and strategic responsibilities.

Bylaws

The Society's Bylaws set out how the activities and affairs of the corporation are to be transacted. They outline matters such as membership, Board composition and powers, officers, meetings, elections, and procedural requirements.

Governance Policies and Practices

This Governance Manual expands on the principles established in the Bylaws and defines how the Board conducts its business in practice. It articulates the Board's responsibilities, processes, and standards of conduct to ensure consistent, transparent, and effective decision-making.

All Directors are required to read, understand, and comply with the Society's governing documents. A copy of each is provided upon election or appointment to the Board and is available to members and stakeholders upon request.

Questions or clarifications regarding interpretation of these documents should be directed to the Executive Director.

Understanding the Fiduciary Relationship

The Children's Aid Society of the District of Nipissing and Parry Sound (CASNPS) operates under a governance model in which Directors are also the voting Members of the corporation. This structure combines governance and membership responsibilities, requiring Directors to balance their dual roles with diligence, integrity, and accountability. Together, the Board acts as both the steward and the controlling body of the organization on behalf of its stakeholders and the broader community.

Members and Directors as Stewards

As the Society's incorporated Members, Directors collectively control the organization in accordance with its *Articles of Incorporation* and *Bylaws*.

The *Bylaws* describe Members' specific powers, such as electing Directors, appointing auditors, and approving key corporate matters. These same individuals, in their capacity as Directors, are responsible for stewarding the organization's activities and affairs, ensuring that they are managed ethically, effectively, and in alignment with the Society's mission and statutory obligations.

The Board's stewardship role is executed collectively, not individually. Directors do not represent personal interests or external constituencies; rather, they act in the best interests of the organization as a whole, and by extension, the children, youth, families, and communities it serves.

Fiduciary Duties of Directors

As fiduciaries, Directors are entrusted with obligations that go beyond financial accountability. They are expected to exercise sound judgment, honesty, and prudence in every decision. In accordance with Section 43(1) of the Ontario Not-for-Profit Corporations Act (ONCA), each Director must *"act honestly and in good faith with a view to the best interests of the corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances."* More specifically, Directors are expected to understand and abide by the following governance duties:

Duty of Care

Directors must act reasonably, prudently, and in good faith with a view to the best interests of the organization. This includes acting honestly and responsibly, exercising the level of diligence and skill that a reasonably prudent person would apply in similar circumstances. Directors are expected to be well-informed about the Society's finances, operations, and risks; to base decisions on sufficient information; to anticipate the consequences of their actions; and to apply judgment that reflects both caution and foresight. The duty of care applies not only to decision-making, but also to ongoing monitoring of the organization's performance and compliance.

Duty of Loyalty

Directors must place the interests of the corporation above any personal, professional, or external interest. They must avoid and disclose any conflicts of interest, respect the confidentiality of Board discussions, and act collectively as one entity. Once the Board has made a decision, every Director is expected to support it publicly, even if they personally voted otherwise. This duty reinforces unity of purpose and ensures that the Board speaks with one consistent and trusted voice.

Duty of Obedience

Directors must ensure that the Society operates within the scope of its legal authority, contractual obligations, and governing documents. This includes complying with applicable legislation, regulations, and directives, and ensuring that the Society's foundational documents, including its Articles, Bylaws, and policies, are kept current, accurate, and adhered to in practice. The duty of obedience extends to ensuring that others within the organization also act within these boundaries and that the Society remains faithful to its mission and charitable purposes.

The Children's Aid Society of the District of Nipissing and Parry Sound has an ethical Code of Conduct and Conflict of Interest Policy (refer to *Policy* 1.2.2 – Director's Duty). Upon being elected to the position, all Directors will sign a document indicating their agreement to abide by this policy.

Governance and Management Philosophy

The Board operates within an oversight model that distinguishes between stewardship, strategic leadership, and operational management. In this model, the Board, its committees, and the Executive Director each have distinct yet complementary responsibilities in advancing the mission of the Children's Aid Society of the District of Nipissing and Parry Sound (CASNPS).

Distinct Roles

The Board provides overall stewardship for the organization on behalf of its Members, ensuring that CASNPS fulfills its mandate, complies with legislation, and operates with integrity and accountability. While the Board is ultimately accountable for all aspects of the corporation, it delegates the day-to-day operational management of the organization to the Executive Director, who is the sole employee of the Board.

This delegation includes a supporting budget and a defined scope of authority, enabling the Executive Director to exercise professional judgment, creativity, and leadership in achieving the goals articulated in the Board-approved Strategic Plan. The Board's delegation is formalized in governance policy to ensure mutual clarity, accountability, and respect for the boundaries of each role.

Complementary Roles

The Board and the Executive Director work in partnership to provide strategic leadership to the organization. Together, they establish and periodically review the Society's Mission, Vision, Values, and Strategic Plan, ensuring alignment between strategy, operational capacity, and community need.

The Executive Director contributes operational insight and expertise, while the Board brings independent oversight, diverse perspectives, and external accountability. This collaborative dynamic ensures that strategic planning, implementation, and performance evaluation are cohesive and grounded in shared objectives.

Committee Roles

CASNPS differentiates between Board Committees and Operational Committees.

- **Board Committees** (e.g., Finance & Audit, Risk & Compliance; Governance) are established to assist the Board in fulfilling its governance responsibilities. They are delegated specific functions and report directly to the Board.
- **Operational Committees** are established by the Executive Director to support day-to-day management and service delivery. These committees are accountable to the Executive Director, not the Board.

Board Committees and Officers must fulfill the delegated work of the Board with diligence, transparency, and respect for their defined mandates. The clear separation of governance and operational functions is essential to maintaining effective oversight, mutual trust, and organizational performance.

Understanding the Board's Authority

The authority of the Board is collective, not individual. The Board exercises its powers as a whole, through properly constituted meetings or documented resolutions. No individual Director or Committee may act on behalf of the Board unless specific authority has been formally delegated by Board resolution or policy.

When authority is delegated, the Director or Committee must act strictly within the scope of the Board's direction and in accordance with the Society's policies, bylaws, and governance practices.

Board decisions are valid only when made at a duly called and chaired Board meeting, where quorum is present and the decision is recorded in the minutes. The minutes serve as the formal and legal record of all Board actions.

Between regular meetings, the Chair may authorize votes on urgent matters by email or written resolution, in accordance with *ONCA* and the Society's bylaws.

The Chair is responsible for monitoring responses and declaring the outcome once a majority of Directors have voted. All such resolutions (approved or not) must be reviewed and entered into the minutes of the next official Board meeting for record-keeping and transparency.

The Board's Primary Functions

The Board is established to provide collective stewardship and strategic direction to the Society. All Directors, whether elected or appointed, are entrusted to guide the organization as a whole, rather than represent any specific group or personal interest. Directors act in service of the organization as a whole and not any individual, constituency, or interest group.

Defining the Strategic Direction of the Organization

The Board is responsible for defining and approving the Vision, Mission, and Strategic Priorities of the Society. These are informed by input from members, staff, volunteers, funders, community partners, and other stakeholders.

While staff undertake preparatory work and make recommendations, the final responsibility for determining strategic direction rests with the Board, consistent with the Society's Bylaws. The Board ensures that the organization's plans and resources align with its legislated mandate and long-term goals.

Assuring Financial Sustainability

The Board ensures the financial health and resilience of the Society. It approves the annual budget, ensuring that financial resources are allocated in alignment with the Strategic Plan and priorities.

The Board regularly reviews the Society's financial status at its meetings, supported by the Finance & Audit Committee and the external auditor. Through these mechanisms, the Board ensures that the organization remains solvent, sustainable, and accountable to funders and the public.

Risk Oversight and Stewardship

The Board is accountable for the stewardship of the Society's principal risks. This includes ensuring that risk management systems are designed, implemented, and monitored effectively by the Executive Director.

Risk management refers to the operational processes used by management to identify, assess, and mitigate risk.

Risk stewardship is the Board's responsibility to maintain an informed, forward-looking view of the Society's overall risk profile, ensuring that decisions reflect an appropriate balance between innovation and prudence.

Through its oversight role, the Board:

- Defines and approves the Society's risk tolerance and appetite
- Reviews reports from the Executive Director and Risk & Compliance Committee on emerging and principal risks
- Ensures alignment between risk mitigation strategies, the Strategic Plan, and resource allocations
- Evaluates the adequacy of controls designed to protect the Society's assets, reputation, and long-term sustainability

This dual focus on risk management and risk stewardship helps the Board balance accountability with adaptability, ensuring the Society remains resilient in a changing environment.

Assuring Legal and Regulatory Compliance

The Board is responsible for ensuring that the Society meets all applicable legislative, regulatory, contractual, and policy obligations. This includes oversight of compliance with the *Child, Youth and Family Services Act (CYFSA),* the *Ontario Not-for-Profit Corporations Act (ONCA),* funding agreements, and other governing frameworks.

Compliance oversight also extends to ensuring that appropriate internal systems, policies, and controls are in place to identify and address potential areas of non-compliance.

Monitoring and Evaluating Organizational Performance

To fulfill its accountability to members and stakeholders, the Board monitors organizational results and evaluates performance against the Board-approved Strategic Plan. Monitoring allows the Board to identify successes, address challenges, and adjust course where necessary to achieve desired outcomes.

The Board monitors performance through:

- Regular Executive Director reports
- Regular Board and Committee reports
- Independent third-party or audit reports
- Strategic plan and scorecard reviews
- Financial performance reports

This process ensures that the organization's progress remains aligned with its strategic objectives, values, and risk tolerance.

Performance Monitoring and Executive Leadership

The Board is responsible for the recruitment, supervision, evaluation, and succession planning of the Executive Director. As the Board's sole employee, the Executive Director is accountable for the organization's overall operations and for achieving outcomes consistent with the Board's strategic direction.

The Board ensures that clear expectations are established and that the Executive Director's performance is evaluated regularly and fairly.

Stakeholder and Community Accountability

The Board represents the public interest in the Society's work. It ensures transparency, engagement, and accountability to children, youth, families, funders, and community partners. The Board fosters trust by maintaining open communication, ethical decision-making, and responsiveness to stakeholder feedback.

Assuring Effective Governance

The Board is accountable for its own performance and continuous improvement. It regularly evaluates its effectiveness and the performance of its Committees, Chair, and individual Directors.

Effective governance requires intentional reflection, self-assessment, and adjustment to strengthen stewardship, transparency, and accountability. The Board ensures sound succession planning for its Directors and Officers, supporting continuity of leadership and sustainable governance capacity.

Governance Principles, Policies and Practices

Within each of the four dimensions of good governance, the Board is guided by three complementary levels of written direction: **Principles**, **Policies**, and **Practices**.

Governance Principles define *why* the organization governs as it does - they articulate the larger guiding purpose that the Board seeks to achieve through its policies and practices.

Governance Policies define *what* specific actions or behaviours are expected of:

- The Board as a collective body; and
- Individual Directors in fulfilling their fiduciary and stewardship duties.

Governance Practices define *how* the Board's Principles and Policies are to be carried out efficiently and effectively in day-to-day governance operations.

Governance Principles and Policies generally remain stable over time, while Practices are expected to evolve as new standards and approaches to governance emerge.

All substantive changes to the Board's Principles, Policies, or Practices must receive full Board approval.

Governing in Context

While boards across sectors share common accountabilities for oversight, strategy, and fiduciary duty, effective governance does not occur in isolation. Each organization's approach must reflect its unique purpose, history, and operating environment.

These differences most often influence the *Practices* of governance rather than the underlying *Principles* or *Policies*. For this reason, each section of this manual contains:

- **Policies**, which reflect current governance standards and good practice; and
- **Practices**, which describe the Society's distinct "way of governing" - how these standards are applied in the Society's own context

CASNPS operates within a distinct historical, legislative, and community environment. Several contextual factors shape how governance is interpreted and practiced by the Board:

Our Origins

The Children's Aid Society of the District of Nipissing and Parry Sound traces its roots to the early 1900s, when local citizens in both districts recognized the urgent need to protect vulnerable children and strengthen families. The Children's Aid Society of Nipissing was established in 1907 and formally incorporated in 1941 as a private corporation without share capital. For much of its early history, the Society focused solely on child welfare services as defined by provincial legislation of the day. With the introduction of the *Child and Family Services Act* in 1984, the Society's mandate broadened, enabling it to deliver programs beyond protection and to engage more holistically in the well-being of children, youth, and families.

In Parry Sound, separate Children's Aid Societies were formed in the early 1900s - one serving the western district and one the east. Early work was concentrated in small towns, with limited reach into surrounding rural communities. By the 1930s, both societies had expanded their services and operated residential shelters providing care, food, and stability for children in need. In 1937, recognizing the benefits of shared resources and unified leadership, the East and West Parry Sound Societies amalgamated, creating a single agency to serve the district more effectively.

Decades later, the idea of a broader regional partnership emerged between the Nipissing and Parry Sound Societies. Following discussions between their Executive Directors in 1996, both Boards voted in 1998 to formally amalgamate. This unification combined their strengths, expanded their reach, and created a single, more resilient organization: the Children's Aid Society of the District of Nipissing and Parry Sound.

Since establishing its permanent headquarters in North Bay in 1985, the Society has continued to evolve. It now delivers an integrated range of services across child welfare, child development, youth justice, and early intervention. Supported by a dedicated Board of Directors, professional staff, foster caregivers, and volunteers, the Society remains committed to its founding values of protection, compassion, and community collaboration - working each day toward the safety, resilience, and well-being of children, youth, and families across the district.

Corporate Form

The Children's Aid Society of the District of Nipissing and Parry Sound was incorporated under the *Ontario Corporations Act* in 1999. It is subject to the *Ontario Not-for-Profit Corporations Act*, and the

Charities Accounting Act and accordingly subject to the policies and scrutiny of the Canada Revenue Society.

Purpose and Objects

From the Children's Aid Society of the District of Nipissing and Parry Sound Articles of Amendment (the Articles):

a) To insure the entitlement of each child to safety, protection and well being as the fundamental and dominant objective.

b) To investigate allegations or evidence that children who are under the age of sixteen (16) years or are in the Society's care or under its supervision may be in need of protection.

c) To protect, where necessary, children who are under the age of sixteen years or are in the Society's care or under its supervision.

d) To provide guidance, counselling and other services to families for protecting children or for the provision of circumstances requiring the protection of children.

e) To provide care for children assigned or committed to its care under the Child and Family Services Act, 1990[1].

f) To supervise children assigned to its supervision under the Child and Family Services Act, 1990.

g) To place children for adoption under the Child and Family Services Act, 1990.

h) To provide such other services as the Society may deem necessary in the best interests of children and consistent with its Mission Statement.

i) To conscientiously perform the duties required of a Children's Aid society under the Child and Family Services Act, 1990 or legislation now or hereafter in force, in the interest of children.

Mission, Vision, and Values

Mission

To protect children and youth by empowering families and communities to build lasting safety.

[1] References in the Corporation's Letters Patent/Articles to legislation that is no longer in force are understood to refer to the successor legislation currently in effect and do not, on their own, require amendment or refiling of the Corporation's Articles.

Vision

Safe children and youth. Strong families. Thriving networks of support.

Values

Mutual respect, inclusiveness, integrity, courage, accountability and innovation.

Strategic Priorities

This Strategic Plan establishes a focused direction for CASNPS for 2026–2029. It reflects the Society's statutory mandate under the Child, Youth and Family Services Act, current funding realities, and the lived experience of staff, partners, and families. The plan is designed to be practical and measurable, connecting strategy to budgets, staffing models, and governance oversight.

The plan was informed by:

- Organization-wide survey and interviews
- Environmental and sector analysis
- Facilitated Board and senior staff sessions
- Review of legislative obligations and funding agreements
- Direct input from Directors, leaders, and community partners

2026-2029 Strategic Priorities:

1. Resilient Workforce and Thriving Culture

a) Workforce stabilization plan

A coordinated plan to retain a healthy workforce with manageable workload, and supportive working conditions.

b) Engagement and wellness strategy

An organization-wide approach to strengthen psychological safety, staff voice, and well-being as foundations of quality service.

c) Succession and leadership development

Intentional development of emerging leaders to ensure continuity, capability, and diverse future leadership pipelines.

d) Clear performance and support model

A fair and consistent framework that links expectations, coaching, and accountability to staff success and client outcomes.

2. Innovative Sustainable Operations

a) Balanced budget pathway

A multi-year financial plan that aligns resources with Ministry mandated protection services while finding ways to partner with community to maintain existing essential services.

b) Shared services (Finance/HR/QA/Legal)

Explore collaborative service models with partner agencies within and outside CAS' to improve efficiency, expertise, and value for money.

c) Cost containment with service safeguards

Disciplined spending decisions that reduce costs while preserving the quality of core protection services.

d) Transparent dashboards

Accessible performance reporting that enables evidence-based decisions for the Board, Ministry, and staff.

e) Clear mandate articulation

Plain-language alignment between the Act, funding realities, and CASNPS' dual protection-prevention purpose.

3. Adaptable Service Delivery

a) Local placement capacity

Expansion of community-based options so children can remain close to family, culture, and school.

b) Reduce hotel/reliance

Urgent alternatives to emergency accommodations through targeted recruitment and innovative care models.

c) Community-based models

Partnership approaches that wrap services around shared children and caregiver clients.

d) Quality and safety standards

Maintain consistent practice expectations that safeguard children while supporting caregivers and staff.

4.Building Partnerships and Growing Impact

a) Lead/Support/Refer framework

Clear roles with partners that define when CASNPS leads, collaborates, or connects families to others.

b) System-solutions tables with partner Boards

Regular governance-level dialogue across agencies to align strategy and remove system barriers.

c) Joint prevention pilots

Shared initiatives that test earlier, community-driven supports to reduce future protection demand.

d) Integrated pathways

Improve the coordination of service journeys to ensure they are simpler and more seamless for children and families.

e) Prevention metrics

Outcome measures that track whether early supports are reducing risk and system involvement over time.

5. Continued Commitment to Diversity, Equity and Inclusion

6. Strategic & Accountable Governance

a) Annual strategy reviews

Formal Board check-ins to assess progress and adapt the plan as conditions change.

b) Risk framework

A structured approach to identify, monitor, and mitigate organizational and service risks.

c) Ministry relationship renewal

Rebuilding trust and clarity with funders around mandate, performance, and shared system goals.

d) Board visibility

Active, respectful engagement by Directors with staff, partners, and community to strengthen credibility.

e) Advocacy for funding realignment

Sector leadership to secure resources that enable upstream family supports, not only crisis response.

Children's Aid Society
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Principles, Policies & Practices

"Right People" as Directors

Principle #1.1 Board Composition

The Board will attract, engage, and sustain Directors who bring the skills, experience, perspectives, and values necessary to govern the Society at the highest standard. The Board is committed to a composition that reflects skill, inclusivity, and diversity - ensuring a range of viewpoints that support effective oversight and decision-making.

When assessing Board composition or identifying candidates for appointment or re-election, the Board will apply objective, skill-based criteria while giving due consideration to equity, diversity, and the evolving needs of the Society.

Core Rationale

- The quality and diversity of Directors directly influence the quality of governance and decision-making.
- Each Director must understand and respect the fiduciary relationship and be willing and able to discharge their duties of care, loyalty, and obedience.
- The Board's collective expertise and experience should align with the organization's strategic direction and governance priorities.
- Directors provide valuable insight and varied perspectives that ensure decisions reflect the mission and interests of the children, youth, families, and communities served.
- The perspectives of stakeholder constituencies are best achieved through consultation, engagement, and communication - not representational seats on the Board.

1.1.1 Board Size & Composition

Policy

Date Approved/Updated: June 23, 2026

The Board will provide oversight, leadership, and strategic direction for the Children's Aid Society of the District of Nipissing and Parry Sound.

It will be composed of Directors with the collective skills, experience, and diversity required to ensure effective decision-making, governance oversight, and long-term sustainability.

No employee of the Society may serve as a Director.

The Board will seek to reflect the community it serves through equitable representation of lived experience, geography, culture, and professional expertise, and will maintain the capacity to govern with competence, independence, and integrity.

Practice

Date Approved/Updated: June 23, 2026

Board Authority

Source: Bylaws – Article 5.01

"The Board shall supervise the management of the activities and affairs of the Corporation."

Board Size

Source: Bylaws – Article 5.02

"The number of Directors shall be as specified in the Articles.

Where the Articles provide for a minimum and maximum number of Directors, the Board may, by resolution, determine the number of Directors within that range.

The number of Directors shall not be fewer than three (3)."

Director Qualifications

Source: Bylaws – Article 5.03

The following persons are disqualified from being a Director of the Corporation:

a) *an individual who is less than eighteen (18) years of age;*

b) *an individual who has been declared incapable by a court in Canada or in another country;*

c) *an individual who is not a natural person;*

d) *an individual who has the status of bankrupt; and*

e) *an individual who does not meet any screening or eligibility requirements established by applicable legislation or by the Corporation from time to time.*

Composition and Diversity

The Board recognizes that strong governance requires a mix of expertise and lived experience. To ensure effective oversight:

- The Governance Committee will monitor overall Board composition and ensure a balance of governance, financial, legal, community, and sectoral expertise.
- The Board will maintain a skills and diversity matrix to guide recruitment and renewal decisions.
- Composition will reflect the geographic, cultural, and linguistic diversity of the communities served, with specific attention to Indigenous and Francophone representation.
- The Board will review its composition annually to confirm that it continues to reflect the organization's values, mandate, and strategic priorities.

See also **1.1.2 Director Attributes Inventory** and **1.1.3 Board Recruitment, Election & Succession** for related expectations regarding Board capacity and renewal.

1.1.2 Director Skills, Diversity & Experience Inventory

Policy

Date Approved/Updated: June 23, 2026

The Board will maintain a current inventory of Directors' skills, experience, knowledge, and diversity to ensure the Board collectively possesses the capacity and perspectives necessary for effective governance. The inventory will identify key strengths and gaps and inform recruitment, nominations, Director development, committee composition, and officer succession. The same inventory criteria and tool will be used to assess both current and prospective Directors.

Practice

Date Approved/Updated: June 23, 2026

The Director Skills, Diversity, and Experience Inventory ensures that the Board of Directors (both individually and collectively) possesses the full range of knowledge, skills, lived experiences, and perspectives necessary to govern effectively.

This process enables the Board to be intentional about its composition, ensuring that decision-making benefits from diversity of thought, professional expertise, and community representation.

The inventory helps the Board to:

- Clarify collective competence: Understand the governance capabilities and perspectives currently represented across the Board and identify where gaps may affect performance.
- Guide recruitment and succession: Define the desired candidate profile for upcoming vacancies to strengthen the Board's overall capacity.
- Support Director development: Identify areas where the Board or individual members would benefit from targeted training, mentoring, or exposure.
- Advance equity, diversity, and inclusion: Ensure that the Board reflects the communities and populations it serves, including geographic, cultural, linguistic, and experiential diversity.
- Strengthen committee and leadership composition: Match Directors' expertise and interests to relevant committees and officer roles.
- Demonstrate accountability and transparency: Provide a documented, evidence-based process that supports skill-based recruitment and renewal decisions.

Responsibility & Timing

The Governance Committee is responsible for administering the Director Skills, Diversity, and Experience Inventory. The Committee ensures that the tool remains relevant, that data are collected securely and confidentially, and that results are reviewed annually by the full Board.

The Inventory is completed as part of new Director onboarding and updated each year, typically before the recruitment cycle or officer elections. This timing ensures that succession and nomination decisions are based on current information about the Board's composition, strengths, and gaps.

Following each update, the Governance Committee will prepare a summary report highlighting areas of collective strength, emerging gaps, and recommended actions for recruitment, orientation, or Director development. The full Board will review and approve this report as part of its annual governance planning cycle.

Scope & Criteria

The Inventory is informed by the Director Skills, Diversity, and Experience Matrix (**Appendix A**) and includes assessment across the following dimensions:

- Governance and Leadership
- Professional Expertise
- Strategic Partnerships and Advocacy
- Representation and Lived Experience
- Other Attributes (e.g., professional designations, academic qualifications, languages, availability, and capacity)

Rating Method

Each Director will self-assess their competency level using the following standardized scale:

- 0 – Little or no competence: No direct exposure or experience.
- 1 – Basic functional competence: Observed or limited exposure.
- 2 – Practical competence: Hands-on experience.
- 3 – Expert competence: Extensive experience; has led or taught others.

The Governance Committee may review or calibrate results to ensure consistency across submissions.

Privacy and Use

Completion of demographic or lived-experience information is voluntary. All data are stored securely, accessible only to authorized individuals, and used exclusively for governance purposes. Aggregate data may be summarized for Board-level review; individual responses remain confidential. Information will not be shared externally and will be managed in accordance with the Society's privacy and confidentiality policies.

Application of the Inventory

The Inventory informs and supports key governance processes, including:

- Recruitment and Nominations – to identify candidate profiles and fill Board skill gaps.
- Committee Composition – to ensure balanced representation and expertise.
- Director Development – to target training and mentoring priorities.

- Succession Planning – to identify potential officer and committee-chair candidates.
- Governance Improvement – to track progress on Board renewal and diversity goals.

See **Appendix A** for Board of Director Skills, Diversity, & Experience Matrix

1.1.3 Board Recruitment, Election & Succession

Policy

Date Approved/Updated: June 23, 2026

The Board will maintain an open, transparent, and competency-based recruitment and succession process that ensures the Board of Directors possesses the collective skills, diversity, and experience required to govern effectively.

The process will align with the Society's bylaws and commitment to diversity, equity, and inclusion, ensuring that Board composition reflects the communities served by the Children's Aid Society of the District of Nipissing and Parry Sound (CASNPS).

All Directors will be elected by Members at the Annual General Meeting (AGM), in accordance with the Corporation's bylaws.

Practice

Date Approved/Updated: June 23, 2026

Board recruitment, nomination, election, and succession are ongoing processes that ensure the Board remains capable, diverse, and representative of the communities served by the Children's Aid Society of the District of Nipissing and Parry Sound.

The purpose of these processes is to:

- Attract and retain qualified Directors who reflect the Society's mission, values, and strategic priorities
- Support transparent, skill-based nomination and election practices
- Ensure orderly transitions and continuity when vacancies occur
- Develop and sustain a strong pipeline of future Board and committee leaders

Together, these practices enable the Board to govern with competence, inclusivity, and foresight, ensuring that each new appointment strengthens the collective capacity and stability of the organization.

Board Responsibilities

The Board of Directors holds ultimate responsibility for ensuring that its composition, recruitment, and succession processes sustain the long-term effectiveness and credibility of governance at the Children's Aid Society of the District of Nipissing and Parry Sound.

The Board will:

- Define and approve the desired composition of the Board, including skills, experience, and diversity objectives, based on the Director Skills, Diversity, and Experience Inventory.

- Approve the overall approach to Board recruitment, nomination, and succession planning to ensure transparency, fairness, and alignment with the Society's mission, values, and bylaws.
- Review and approve the Governance Committee's recommended slate of candidates for election or appointment.
- Ensure that elections are conducted in accordance with the Society's bylaws and applicable legislation.
- Monitor and evaluate the effectiveness of Board composition and renewal as part of the annual governance review process.
- Support the recruitment process by identifying and encouraging potential candidates within their networks who reflect the organization's strategic needs and commitment to equity and inclusion.

Through these actions, the Board ensures that its renewal and succession practices uphold the Society's commitment to accountable, representative, and sustainable governance.

Governance Committee Responsibilities

The Governance Committee is delegated authority from the Board to oversee recruitment, nominations, and succession planning.

Specifically, the Governance Committee will:

- Maintain the Director Skills, Diversity, and Experience Inventory and identify any competency, representation, or diversity gaps.
- Develop a recruitment and nominations plan each year, aligned with upcoming term expirations and the Society's strategic priorities.
- Review and vet prospective candidates, ensuring alignment with eligibility criteria, conflict-of-interest standards, and governance needs.
- Conduct candidate interviews and reference checks, ensuring each nominee demonstrates commitment, readiness, and understanding of governance responsibilities.
- Prepare a recommended slate of candidates for Board approval prior to presentation to the membership at the Annual General Meeting (AGM).
- Ensure all candidate materials and processes comply with applicable legislation, the Society's bylaws, and privacy standards.
- Recommend succession planning for Board officers and committee chairs, maintaining continuity and leadership readiness.

The Governance Committee may establish a sub-committee or task group to assist with candidate outreach, interviews, or nominations, as required.

Recruitment & Nomination Process

1. **Needs Identification:** The Governance Committee reviews the Skills, Diversity, and Experience Inventory and identifies recruitment priorities.

2. **Outreach:** The Board and Governance Committee actively seek candidates through community networks, professional associations, and public postings.
3. **Screening:** The Governance Committee evaluates applicants for eligibility, fit, and alignment with governance needs.
4. **Interviews:** Shortlisted candidates participate in structured interviews to assess governance readiness, values alignment, and understanding of the Society's mandate.
5. **Recommendation:** The Governance Committee prepares a slate of recommended candidates for Board review and approval.
6. **Nomination & Election:** Approved nominees stand for election at the AGM in accordance with the bylaws. Where vacancies occur between AGMs, the Board may appoint Directors to serve until the next AGM. (Refer to Bylaws – Articles 7.9 & 7.10)

Succession Planning

The Governance Committee maintains a structured succession plan that considers:

- Term expirations and renewal eligibility
- Anticipated leadership transitions (Chair, Chair-Elect, Committee Chairs)
- Identified skill and diversity gaps
- Opportunities for mentoring and leadership development among current Directors

The plan will ensure a balance of continuity and renewal, enabling the Board to sustain institutional knowledge while integrating new perspectives and competencies.

The Governance Committee will review the succession plan annually and present recommendations for Board consideration as part of the governance review cycle.

Election and Term

Source: Bylaws – Article 5.04

a) "Directors shall be elected by the Members by Ordinary Resolution at each annual meeting at which an election of Directors is required;

b) Directors shall be elected for a term of three (3) years; with the option of being re-elected for a maximum of two (2) consecutive terms;

c) following completion of the maximum number of consecutive terms, a Director shall not be eligible for re-election for a period of at least one (1) year;

d) notwithstanding the foregoing, the Members may, by resolution, extend the term of a Director where it is in the best interests of the Corporation; and

e) if Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

Ensuring Compliance and Board Effectiveness

The Governance Committee will ensure ongoing alignment with the Society's Articles of Incorporation, bylaws, and legislated requirements regarding Board size, composition, and eligibility.

If the number of Directors falls below the required minimum, the Board may appoint qualified candidates to fill vacancies until the next Annual General Meeting, in accordance with the bylaws.

The Governance Committee will also:

- Monitor the effectiveness and fairness of the recruitment and election processes
- Ensure all practices reflect current governance standards and the Society's commitment to equity, diversity, and inclusion
- Periodically review and recommend updates to the Board's recruitment, nomination, and succession procedures to ensure continued alignment with best practice

1.1.4 Director Terms of Office

Policy

Date Approved/Updated: June 23, 2026

The Board will have defined terms of office for Directors and Board leadership roles (Chair, Chair-Elect, Secretary, and Treasurer) to ensure orderly renewal, continuity, and sustainability of the organization's governance capacity and performance.

Practice

Date Approved/Updated: June 23, 2026

Election and Term

Source: Bylaws – Article 5.04

Subject to the Bylaws, Directors are elected for three-year terms commencing at the Annual Meeting at which they are elected and ending at the third Annual Meeting thereafter. Directors may serve a maximum of two consecutive terms, after which they must observe a one-year absence before being eligible for re-election, unless otherwise extended in accordance with the bylaws. Directors are expected to serve their full term unless circumstances require resignation or removal in accordance with the bylaws.

The Governance Committee will maintain a Director term tracking process and monitor upcoming vacancies, term expirations, and re-election eligibility to support succession planning and Board renewal. Efforts will be made to stagger Director terms in order to maintain continuity of governance knowledge and avoid the simultaneous turnover of multiple Directors.

Vacation of Office

Source: Bylaws – Article 5.06

"A Director ceases to hold office when the Director:

a) *dies;*

b) *resigns in accordance with this By-Law;*

c) *is removed by the Members in accordance with this By-Law; or*

d) *becomes disqualified to serve as a Director under the Act or this By-Law.*

Removal

Source: Bylaws – Article 5.06

"The Members may, by Ordinary Resolution passed at a meeting of Members, remove any Director from office before the expiration of the Director's term.

The Director who is the subject of the proposed removal shall be given notice of the meeting and the proposed resolution and shall be afforded an opportunity to be heard by the Members before the resolution is put to a vote.

The Members may elect a qualified individual to fill the vacancy for the remainder of the term of the Director so removed. If the Members do not fill the vacancy at that meeting, the Board may do so in accordance with this By-Law."

Vacancies

Source: Bylaws – Article 5.09

"Subject to this By-Law, a vacancy on the Board may be filled by the Board for the remainder of the term by appointing a qualified individual.

If there is not a quorum of Directors, the remaining Directors shall call a meeting of Members to fill the vacancy."

Leadership Roles and Officer Terms

To promote continuity and leadership development, the Governance Committee will maintain a succession plan for Officer positions. See **1.2.3 Board Leadership** for Officer Roles, Terms, and Responsibilities.

Principle #1.2 Director Contribution

The Board will establish clear expectations, direction, and support for Directors, enabling them to fulfill their duties, strengthen their capacity, and contribute meaningfully to the Board's collective performance.

Core Rationale

- The Board must share a clear and common understanding of the Society's mission, mandate, and strategic direction.
- The clearer Directors are about their governance role, the greater their ability to contribute effectively at the "right level."
- Early clarity around expectations promotes accountability and constructive participation.
- Defined roles and responsibilities strengthen relationships between the Board, Executive Director, and key stakeholders.
- Clear duties and expectations help reduce governance risks and mitigate potential Director liability.

Director contribution should be viewed as an evolving commitment; one that grows through continuous learning, self-reflection, and development

1.2.1 Whole Board Duties

Policy

Date Approved/Updated: June 23, 2026

The Board as a whole will understand, accept and discharge their collective duties in accordance with the organization's established codes and standards of practice, including but not limited to the following:

- Whole Board Duty Practice
- Whole Board Decision-Making Practice
- Board Monitoring Practices
- Whole Board Performance Expectations Practice

Directors will agree to abide by these practices on an annual basis.

Practice

Date Approved/Updated: June 23, 2026

Governance Style

The Board, as a whole, will understand, accept, and discharge its collective duties in accordance with the organization's established codes and standards of practice. In this spirit, the Board will:

Govern with discipline and integrity. The Board will enforce upon itself whatever discipline is required to govern responsibly and with excellence. Discipline shall apply to matters such as attendance, respect for clarified roles, speaking to management and the public with one voice, and self-policing any tendency to stray from established governance structures and processes.

Act collectively and transparently. The Board will operate as a unified, deliberative body, ensuring that all Directors, Officers, and Committees act in alignment with, and in support of, the Board's collective decisions and authority.

Demonstrate due diligence. The Board will govern in accordance with legislation, the organization's Articles, Bylaws, and Board-approved Policies and Practices, ensuring compliance, accountability, and prudent stewardship of the organization's assets and reputation.

Maintain governance continuity. The Board will ensure the continuity of its governance functions through orientation, ongoing training, mentoring, and annual evaluation of Directors.

Lead through strategy and policy. The Board will remain an initiator of governance policy and strategic direction, not merely a reactor or intervener to staff initiatives or operational detail.

Monitor its own performance. The Board will regularly assess its processes, structure, and effectiveness, ensuring continuous improvement in governance practice.

Board Job Description

The job of the Board is to lead the organization toward the achievement of its mission and strategic priorities and to ensure that performance occurs within a framework of prudent and ethical governance. The Board's primary contributions, distinct from management's, are to:

- Set strategic direction by determining and approving the mission, vision, values, and long-term priorities, and by holding the Executive Director accountable for developing an operational plan aligned with these directions.
- Define parameters for authority and risk by establishing policies that articulate the Executive Director's accountability, decision boundaries, and expectations for compliance, financial integrity, and organizational conduct.
- Monitor organizational performance through regular review of results, compliance, and risk management, ensuring that performance aligns with strategic priorities and policy direction.
- Select, support, and evaluate the Executive Director - the Board's sole employee - ensuring fair compensation, ongoing professional development, and regular performance evaluation.
- Ensure fiduciary oversight by approving budgets, financial statements, and audits; maintaining oversight of financial solvency and integrity; and safeguarding the organization's assets and intellectual property.
- Establish and review governance policies that define how the Board governs, how authority is delegated, and how accountability is demonstrated.
- Ensure compliance and risk oversight by monitoring adherence to applicable legislation, regulations, and contractual obligations.
- Cultivate governance capacity through Board and Director development, evaluation, and succession planning.
- Represent the organization's interests and values in interactions with stakeholders, ensuring transparency, accountability, and ethical conduct.

Responsibility

In addition to duties established in the Articles and Bylaws, the Board is collectively responsible to:

- Provide clear direction and authority to its Officers and Committees.
- Approve the annual operating and capital budgets.
- Approve or amend organizational policies that advance the organization's mission and strategic priorities.
- Identify and monitor external issues, trends, and risks affecting the organization and its sector.
- Appoint the Executive Director and ensure an effective succession plan is in place.
- Protect the organization's name, reputation, and intellectual property.
- Carry out such other responsibilities as may be required by law or directed by the Members.

1.2.2 Director Duties

Policy

Date Approved/Updated: June 23, 2026

All Directors stand in a fiduciary relationship to the organization. As fiduciaries, Directors are expected to act honestly and in good faith, to exclusively serve the best interests of the Children's Aid Society of the District of Nipissing and Parry Sound and to exercise the care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.

Directors will read, understand, accept, and discharge their duties in accordance with the CASNPS' established codes and standards of practice including the following, which are outlined below in the **Code of Conduct** section:

- Directors' Duties
- Director Performance Expectations
- Respectful Conduct
- Confidentiality
- Return of Confidential Information and Society Property
- Authorized Spokesperson
- Media Contact and Public Discussion
- Parliamentary Procedure
- Authority of the Board Chair
- Conflict of Interest

Directors will agree in writing to abide by these practices on an annual basis. Breaching any of these duties will be cause for disciplinary action up to and including potential expulsion from the Board.

Practice

Date Approved/Updated: June 23, 2026

Director Behaviours and Actions

It is reasonable for the Board to expect that its Directors will do their best to contribute to the accountability and effectiveness of the Board through careful attention to the following individual behaviours and actions:

Director Relationship with Stakeholders: Demonstrate an understanding of the organization's key stakeholders, including children, youth, families, community partners, funders, and government.

Director Contribution to Board Composition: Contribute skill, knowledge and experience to Board discussions rather than representing a specific constituent perspective.

Director Relationship with the Executive Director: Support a strong and respectful relationship with the Executive Director by helping to set clear and reasonable expectations, monitoring performance appropriately, and maintaining the distinction between governance and management.

Director Accountability: Exercise diligence, prudence, and integrity in performing your duties. Attend meetings regularly, come prepared, and participate fully and constructively in discussions and decisions.

Director Function: Contribute meaningfully to the Board's primary role of decision-making. Understand and use key measures and metrics for assessing organizational performance and outcomes.

Director Stewardship: Maintain an understanding of the Society's bylaws, mandate, and fiduciary responsibilities. Demonstrate familiarity with the organization's financial position and governance obligations.

Director Asset and Resource Management: Understand the organization's key assets, resources, and principal risks. Contribute insightfully to discussions on how these can be managed and leveraged to advance the Society's mission and strategic priorities. Balance prudence with innovation when considering how resources are used to advance the Mission.

Director Strategic Leadership: Engage in Board discussions at a governance level rather than an operational one. Maintain awareness of the organization's strategic and environmental context, and of emerging trends affecting its work. Champion the Society's mission, vision, and goals, thinking strategically and balancing short-term priorities with long-term objectives. Apply evidence-based reasoning and sound judgment in decision-making, ensuring all perspectives and potential consequences are thoughtfully considered.

Director Collaboration and Dialogue: Contribute constructively to Board discussions by drawing on your individual expertise while remaining open to others' perspectives. Encourage robust yet respectful dialogue that strengthens collective decision-making. Seek to build consensus, manage conflict professionally, and help sustain a culture of trust, respect, and shared purpose among Directors.

Director Support Systems: Participate fully in approved and agreed upon Board processes. Adhere to approved and agreed upon Board structures, policies, and protocols to ensure consistency, efficiency, and accountability.

Code of Conduct

CASNPS is committed to ensuring that, in all aspects of its affairs, it maintains the highest standards of Director trust and integrity. To this extent, Directors are expected to understand and abide by standards of conduct that reinforce confidence and trust in the Board and the public's expectations for ethical and professional conduct. Directors, including ex-officio Board Members and Directors participating on Board Committees, Board Working Groups, and Board Task Forces, shall abide by the following requirements as part of the Code of Conduct:

A. Directors' Duties
B. Director Performance Expectations
C. Respectful Conduct
D. Confidentiality
E. Return of Confidential Information and Society Property
F. Authorized Spokesperson
G. Media Contact and Public Discussion
H. Parliamentary Procedure
I. Authority of the Board Chair
J. Conflict of Interest

A. Directors Duties

Fiduciary Duty: All Directors of the Children's Aid Society of the District of Nipissing and Parry Sound stand in a fiduciary relationship to the Corporation. As fiduciaries, Directors must act honestly, in good faith, and solely in the best interests of the Corporation. All Directors are held to the same duties and standard of care. These duties and standards apply to all Directors, including ex-officio Directors and Directors serving on Board Committees, Board Working Groups, and Board Task Forces. Directors who represent a particular group must act in the best interests of the Society, even if this conflicts with the interests of the group they are representing.

Duty of Loyalty: Directors will be held to strict standards of honesty, integrity, and loyalty. A Director will not put personal interests ahead of the interests of CASNPS. Directors must avoid situations where their personal interests will conflict with their duties to CASNPS. Directors must also avoid situations where their duties to CASNPS may conflict with duties owed elsewhere.

Duty of Care: Directors will exercise reasonable care when making decisions for the organization. This Duty of care includes as a minimum: being well informed about the Society's finances and core activities; acting cautiously; anticipating the consequences of decisions and actions before they are undertaken; foreseeing and taking reasonable steps to manage any anticipated consequences.

Duty of Obedience: Directors acknowledge that properly authorized Board of Director decisions and actions must be supported by all Directors. A Director, notwithstanding their own personal beliefs, will acknowledge the legitimacy, authority, and paramountcy of any decision made by the Board. The Board of Directors speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of the will of the majority of the Directors or will resign.

B. Director Performance Expectations

All Directors and non-Director committee members are expected to do their best to adhere to the following standards. Directors will be evaluated against these standards annually using a self and peer-to-peer assessment. Results of the assessment will be reported anonymously. The assessment report will be confidential to the individual and the Chair and will be used for Director and Board developmental purposes.

Attend Meetings: Make every reasonable attempt to attend all regularly scheduled Board and/or applicable committee meetings. Inform the Chair in advance when attendance is not possible. Note: missing any Board meeting should be avoided. Missing two meetings in a row, or more than 50% of meetings in a term, will an automatically trigger an Initial Review under **policy 1.2.9 Breach of Director Duties.**

Be Prepared: Prepare for meetings by reviewing materials in advance, reflecting on the key issues and forming thoughts and questions before the meeting. Seek clarification from report authors before the meeting. Come to meetings ready to address the items on the agenda. Attending meetings without sufficient preparation is also grounds for disciplinary actions.

Be Attentive: Remain attentive throughout the entire meeting. Avoid the temptations to be distracted by electronic devices or fellow members. Listen carefully to the viewpoints offered by fellow Directors or committee members.

Participate Appropriately: Think and act independently. Actively participate in meetings, drawing on your experience and expertise to bring relevant and constructive insights and perspectives into the dialogue. Avoid dominating the dialogue. Respect the role of the Chair in managing the agenda and group process.

Say it in the Meeting: Express your views in the meeting, not before or after the meeting is over.

Avoid Micro-Management: Focus your questions and comments at a governance/ oversight/strategic level. Do not get into the "weeds" of operational issues and managements' responsibilities. Focus on what needs to be done, not how it will be done.

Build Mutual Respect: Engage with fellow Directors, committee members, and management in a respectful manner even when offering a different point of view. Make an effort to build a constructive working relationship with fellow Directors, committee members and the management team.

Maintain Integrity: Always act ethically, with integrity and within the ethical code of conduct and the law. Focus perspectives, discussions and decision-making on the best interests of the organization and its members, not on personal interests.

Make Well Informed Decisions: Seek out and use sound evidence when forming and communicating a position on an issue. Do not let personal opinions or the opinions of others interfere with making well informed decisions that can better withstand challenge from members and stakeholders.

Support Board Process and Decisions: Respect the Board's decision-making authority process. Once a formal decision has been made by the Board, support the Board's process and its decision. Respect that the Board speaks with one voice and only through formal mechanisms (Minutes/Chair/Executive Director).

Respect Confidentiality: Respect the confidentiality of all Board and committee discussions and organizational business issues. Do not share documents, details of meetings or discussions outside of the boardroom.

Donation of Time and Expertise: Attend the Society's functions and special events. Promote and encourage the support of CASNPS in social and public settings.

See **Appendix B** for Director Duties Agreement

C. Respectful Conduct

It is recognized that Directors bring to the Board of Directors diverse backgrounds, skills, and experience. Directors will not always agree with one another on all issues. All debate shall take place in an atmosphere of mutual respect and courtesy. Disrespectful, threatening, or abusive language and/or behaviour towards other Directors, the Executive Director, staff or volunteers will not be tolerated and will result in disciplinary action as deemed appropriate by the Board (see **1.2.9 Breach of Director Duties**). The authority of the Board Chair must be respected by all Directors.

D. Confidentiality

Every Director, Officer and employee of the Corporation shall respect the confidentiality of information about CASNPS whether that information is received in a meeting of the Board of Directors, or of a Committee, or is otherwise provided to or obtained by the Director. During a term as a member of the Board of Directors and as long as the information remains the property of the organization, Directors shall not directly or indirectly divulge or make use of any Confidential Information outside of their role as a member of the Board of Directors (so long as the information remains confidential) without the prior written consent of CASNPS or unless such disclosure is legally mandated. A Director is in breach of their duties with respect to confidentiality when information is used or disclosed for other than the purpose of the Corporation. It is recognized that the role of a Director may include representing CASNPS in the community. However, such representation must be consistent with the Director's duty of confidentiality. The Board Chair is the only official spokesperson for the Board of Directors.

This duty of confidentiality extends beyond the end of a Director's term in office.

E. Return of Confidential Information and Society Property

Upon completion of service or removal as a Director, all Confidential Information will be returned within fourteen (14) calendar days. To the extent that a Director maintains Confidential Information in electronic form on any computers or other electronic devices owned by that Director, it is agreed to irretrievably delete all such information and to confirm the fact of deletion in writing within three (3) calendar days following completion of service or removal as a Director.

F. Media Contact and Public Discussion

News media contact, responses, and public discussion of the Children's Aid Society of the District of Nipissing and Parry Sound's affairs either in person or through social media should only be made through the Board of Directors authorized spokesperson(s). Any Director who is questioned by news reporters or other media representatives should refer such individuals to the Executive Director and/or Board Chair (or a designated individual) of the Children's Aid Society of the District of Nipissing and Parry Sound.

G. Authorized Spokesperson

Only the Chair of the Board of Directors or a designate may speak on behalf of the Board of Directors. No Director will speak or make representations on behalf of the Board of Directors or the Society unless authorized by the Chair of the Board. When so authorized, the Board Director's representation must be consistent with accepted positions and policies of the Board of Directors.

H. Parliamentary Procedure

While CASNPS wishes to create an environment and culture that enables less formal discussion and exchange amongst Directors, when this less formal 'style' interferes with the Boards' ability to uphold its accountability as strategic decision-makers and stewards of the corporations' interests, the Society Directors will abide by the parliamentary procedures outlined in Robert's Rules of Order. The Chair has the authority to determine when formal procedure is required and the role to uphold the rules of order to ensure the efficient and effective facilitation of Board business. Failure to abide by the Chair's upholding of Robert's Rules will not be tolerated and will result in disciplinary action as deemed appropriate by the Board.

I. Authority of the Board Chair

The authority of the Chair in managing the Board meeting process must be respected by all Directors.

J. Conflict of Interest

As part of their fiduciary duty of loyalty, Directors and non-Director Committee members must act at all times in the best interests of the organization and place those interests above any personal, family, professional, or business interest. Each individual is responsible for identifying and disclosing any situation - actual, potential, or perceived - that could compromise, or appear to compromise, their objectivity or duty to the organization.

A conflict of interest exists when a Director's personal, family, or business interests, or those of a relative, close associate, or organization with which they are affiliated, could influence, or appear to influence, the individual's decisions or actions as a member of the Board. Conflicts may be real or perceived and may exist even if no personal benefit is gained.

When a conflict of interest arises, or may arise, the Director or Committee member will:

- Disclose the conflict as soon as they become aware of it, either before or at the meeting where the matter will be discussed. If the conflict is identified after a meeting has occurred, disclosure will be made at the next meeting attended.
- Refrain from participation in any discussion, decision, or vote related to the matter and must not attempt to influence others in connection with it.
- Withdraw from the meeting during the discussion and consideration of the matter, with their disclosure and withdrawal recorded in the minutes.
- Comply with direction from the Board regarding how the conflict will be managed or resolved.

Directors are also expected to avoid situations that could give rise to a conflict, including:

Acceptance of favours: Directors must not knowingly request, demand, accept, or agree to accept gifts, discounts, loans, services, or other benefits from any person, business, or organization having dealings with the organization, except for nominal courtesies that do not influence decision-making.

Personal influence: Directors must not use their position to obtain personal advantage or to benefit relatives, friends, or associated organizations. Any potential for personal benefit must be disclosed immediately to the Board Chair.

Financial interest: Directors must disclose if they, or an associated party, own, control, or have a financial interest in any property, goods, or services offered for sale, lease, or assignment to the organization.

All disclosures and Board determinations will be recorded in the minutes of the Board or Committee meeting.

Directors are bound by the conflict-of-interest provisions of the *Ontario Not-for-Profit Corporations Act*, *2010*. In accordance with the *Child, Youth and Family Services Act*, *2017 (CYFSA),* the *Municipal Conflict of Interest Act* also applies to all Directors of Children's Aid Societies in Ontario.

A Director who fails to disclose a conflict or acts contrary to this practice may be found in breach of their fiduciary duty and subject to Board action in accordance with the Society's Policies & Practices, Bylaws and applicable legislation.

See **Appendix B** for Conflict-of-Interest Disclosure Form

View the Municipal Conflict of Interest Act

1.2.3 Board Leadership Duties

Policy

Date Approved/Updated: June 23, 2026

The Officers of the Board will understand, accept and discharge their duties in accordance with the Bylaws, established codes and standards, and the expectations measured through the organization's established codes of conduct and standards of practice.

The Officers, including the Chair, have no extraordinary rights or authorities beyond those of any other elected Board Director. The Chair will work with the Directors and the Executive Director to ensure that the Board and each Director can contribute in a meaningful way to the strategic leadership of the Society. Board Leadership may include the following:

- Chair
- Chair-Elect
- Secretary
- Treasurer

Practice

Date Approved/Updated: June 23, 2026

Description of Offices

Source: Bylaws – Article 8.01

"Unless otherwise specified by the Board, the offices of the Corporation shall be as follows and the Officers of the Corporation shall have the following duties and powers associated with their positions:

Chair of the Board – The Chair of the Board, if one is appointed, shall be a Director. The Chair, when present, shall preside at all meetings of the Board and of the Members and shall have such other duties and powers as the Board may specify.

Chair-Elect of the Board – The Chair-Elect of the Board, if one is appointed, shall be a Director. In the absence or inability of the Chair to act, the Chair-Elect shall, when present, preside at all meetings of the Board and of the Members and shall have such other duties and powers as the Board may specify.

Secretary – If appointed, the Secretary or their designate shall ensure that minutes of all meetings of the Board, Members, and committees of the Board are recorded and maintained, and that notices required under this By-Law are given. The Secretary shall ensure that the Corporate Seal and all books, papers, records. etc. belonging to the Corporation are properly maintained in a secure location on site at the head office of the Corporation.

Treasurer – If appointed, the Treasurer shall support the Board in fulfilling its financial oversight responsibilities and shall have such duties and powers as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the Board may determine. The Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer."

Appointment

Source: Bylaws – Article 7.01

"The Board may appoint from among the Directors such Officers as it considers necessary, which may include a Chair, Chair-Elect, Treasurer, and Secretary.

Officers shall perform such duties as are prescribed in this By-Law and the Corporation's governance policies, or as may be assigned by the Board from time to time."

Officer Terms of Office

Officers shall serve two-year terms and may serve up to three consecutive terms in the same office. Officer terms may be extended where the Board determines that doing so is in the best interests of the Corporation, including for purposes of leadership continuity, officer succession, committee continuity, recruitment challenges, major organizational transition, or other exceptional governance circumstances. In considering Officer appointments, renewals, or extensions, the Board will balance continuity, renewal, Director development, and the long-term sustainability of Board leadership.

Vacancies

Source: Bylaws – Article 8.02

"The Board may remove any Officer of the Corporation.

An Officer ceases to hold office upon the earlier of:

a) the appointment of a successor;

b) the Officer's resignation;

c) ceasing to be a Director; or

d) such Officer's death.

Where a vacancy occurs, the Board may, by resolution, appoint a Director to fill the vacancy."

Officer Roles & Responsibilities

Role of the Board Chair

The Board Chair is the formal leader and representative of the Board of Directors. The Chair ensures that the Board operates with integrity, discipline, and effectiveness, and that its work aligns with the organization's mission and strategic priorities. The Chair also serves as the principal liaison between the Board and the Executive Director, maintaining a relationship grounded in trust, accountability, and respect for distinct roles.

In this capacity, the Chair will:

- Ensure that the Board operates in a manner consistent with its Bylaws, governance policies, and applicable legislation.
- Focus the Board's attention on strategic priorities and oversight responsibilities.
- Work collaboratively with the Executive Director to plan meeting agendas that reflect the Board's responsibilities and strategic focus.
- Chair meetings of the Board and Members, ensuring that discussions are balanced, inclusive, and aligned with good governance practice.
- Encourage full participation and constructive dialogue among Directors.
- Facilitate the Board's evaluation of its own performance and seek input from Directors on Board effectiveness.
- Meet with each Director individually, at least once annually, to discuss engagement, contribution, and feedback.
- Support the Executive Director between meetings and act as a sounding board as needed, without directing operational activity.
- Oversee the functioning of Board Committees, ensuring alignment with Board priorities and effective reporting.
- Serve as an ex officio member of all Standing Committees.
- Serve as a signing officer of the organization.
- Act as spokesperson for the Board, in coordination with the Executive Director, when the Board's views or decisions are communicated publicly.

The Chair may call in-camera sessions of the Board, with or without the Executive Director present, as required for effective governance.

An assessment of the Board Chair's performance, and the quality of Board meetings, will be conducted regularly using the Board's governance assessment tools (**see Appendix N**) or at minimum each quarter to provide feedback to the Board and the Chair.

Role of the Chair-Elect

The Chair-Elect supports the Board Chair in fulfilling their duties and serves as the designated leadership successor, pending formal election by the Board. This role promotes leadership continuity and helps ensure sustained governance effectiveness.

The Chair-Elect will:

- Serve as the official backup to the Chair, assuming their responsibilities when the Chair is unavailable.
- Engage in active learning and leadership development through observation, participation, and collaboration with the Chair.
- Build strong working relationships with the Chair, fellow Directors, and the Executive Director.

- Participate actively on the Governance Committee to support Board succession planning and leadership development.
- Provide support to the Executive Director as appropriate.
- Serve as a signing officer of the organization.

While the Chair-Elect role is intended as a leadership development position and potential successor to the Chair, appointment to the Chair role is contingent upon the continuing confidence of the Board and the individual's willingness to serve. The Board retains discretion to consider other qualified Directors for the role.

Role of the Treasurer

The Treasurer provides financial leadership to the Board and, in collaboration with the Finance & Audit Committee, ensures that the Board fulfills its fiduciary responsibilities for financial stewardship and integrity. The Treasurer will:

- Ensure the Board understands its financial oversight obligations and receives the information required to discharge them.
- Support the development and monitoring of sound financial policies and internal controls.
- Ensure that the organization maintains accurate, up-to-date financial records and complies with audit and reporting requirements.
- Ensure systems are in place to safeguard assets and protect the organization against fraud and misuse of funds.
- Ensure compliance with applicable tax and regulatory requirements.
- Review the Executive Director's expense reports monthly.
- Oversee and lead the regular review of the Financial Policies Manual, in collaboration with the Executive Director and finance staff.
- Serve as Chair of the Finance & Audit Committee and as a signing officer of the organization.

Role of the Secretary

While the Secretary is not typically considered a Board leadership position in the same sense as the Chair, Chair-Elect, or Treasurer, it remains an important governance role. In many organizations, the operational aspects of the Secretary's duties are delegated to staff; however, where a Secretary role is filled by a Director, the Secretary retains overall responsibility for ensuring these functions are properly fulfilled.

The Secretary will:

- Oversee the preparation, approval, and maintenance of accurate minutes for all Board, Committee, and Member meetings.
- Ensure that proper notice of meetings is provided in accordance with the Bylaws.
- Ensure that agendas and materials are distributed to Directors in advance of meetings, typically at least seven days prior.
- Maintain custody of all official records, registers, and governing documents, ensuring accessibility and compliance with law.
- Oversee the maintenance of the Board and membership rolls.

- Ensure that all required filings and reports are completed accurately and on time.
- Serve as a signing officer of the organization.

The Secretary may delegate the performance of these duties to the Executive Director or designate; however, the Secretary remains accountable for ensuring that the responsibilities are carried out effectively and in compliance with legal and organizational requirements.

1.2.4 Director (Re)Orientation & Onboarding

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure that the annual Director onboarding and re-orientation system provides an effective introduction to the organization and the requirements of the position for new Directors and an effective review for existing Directors.

Practice

Date Approved/Updated: June 23, 2026

Directors have a duty to be knowledgeable about the organization's vision, mission, strategy, and affairs, as well as the Board's governance processes and their own rights, duties, and obligations as Directors. Orientation and onboarding are essential to enable Directors to fulfill these responsibilities and contribute effectively to the Board's collective performance.

Participation in annual onboarding and (re)orientation is a mandatory component of Director performance expectations.

Importance of Onboarding and (Re)Orientation

Creating an effective governance team begins with a well-designed orientation process. The orientation program ensures that all Directors, both new and returning, understand the organization's governance model, strategic priorities, and expectations for Director conduct and accountability.

Many Directors join the Board with prior governance experience and established assumptions about how Boards operate. Each organization, however, has its own governance framework and culture. Directors are therefore expected to adapt to the organization's defined governance system, uphold established principles and practices, and work collaboratively as part of a single, effective governing body.

Annual (re)orientation reinforces shared understanding, supports leadership continuity, and strengthens the Board's collective capacity.

Comprehensive onboarding and (re)orientation enable the Board to:

- Ensure all Directors have a clear, shared understanding of the Board's role, structure, and expectations.
- Support alignment around the organization's mission, vision, values, and strategic priorities.

- Clarify governance principles, fiduciary duties, and risk oversight responsibilities.
- Build cohesion, trust, and team effectiveness among Directors.
- Strengthen stakeholder confidence in the Board's governance competence and integrity.

Orientation Content

An effective onboarding and orientation process ensures that, at a minimum, the following content is reviewed and understood:

- Vision, Mission, and Values
- Strategic Framework and Priorities
- Core Services and Commitments
- Principles of Governance and Decision-Making
- Board and Committee Roles, Structures, and Annual Deliverables
- Roles and Responsibilities of Senior Leadership
- Legislative and Regulatory Context (including the Child, Youth and Family Services Act and the Ontario Not-for-Profit Corporations Act)
- Bylaws and Governance Policy & Practices Manual
- Directors' Fiduciary Duties, Liabilities, and Standards of Conduct
- Financial and Risk Oversight Responsibilities
- Accountability and Monitoring Frameworks
- Strategic Planning and Performance Measurement Processes
- Behavioural Expectations and Core Commitments of Directors
- Chair and Committee Chair roles
- Roberts Rules or comparable meeting protocols

Additional materials may include biographies of Directors and senior leaders, organizational charts, recent financial summaries, and key strategic documents.

Orientation Process

The onboarding and (re)orientation process will include:

- A structured annual session held prior to the first Board meeting of the new governance year and, where possible, in advance of the annual strategic planning process.
- A comprehensive orientation package for all new Directors, including access to key documents (Bylaws, strategic plan, policies, recent minutes, and organizational overview).
- A facilitated session introducing governance standards, expectations, and organizational culture.
- A refresher component for returning Directors to ensure continued alignment and awareness of updates to legislation, policy, or strategy.
- Opportunities for Directors to meet senior leaders and to deepen understanding of the organization's work and environment.

Orientation and (re)orientation may be delivered through in-person sessions, facilitated workshops, or online learning, depending on availability and Board preference.

The orientation and (re)orientation process is a continuous component of good governance. It supports Director engagement, strengthens collective performance, and reinforces the Board's shared commitment to govern effectively and in the best interests of the organization.

1.2.5 Director Development

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure that the Directors receive ongoing education, training, and development that continuously improves the ability of Directors to carry out their governance responsibilities and duties and keeps Directors informed about strategic issues facing the Society.

Practice

Date Approved/Updated: June 23, 2026

Ongoing learning and development strengthen the Board's collective capacity to govern with competence, accountability, and integrity. Director and Board development activities reinforce the governance principles of informed decision-making, strategic leadership, and self-assessment.

The Board is responsible for ensuring that, as a governing body, it possesses and continually enhances the skills and knowledge required to fulfill its fiduciary, strategic, and risk oversight duties. Director development is therefore viewed as an integral element of good governance, not an optional activity.

Approach to Board & Director Development

The Board will identify and address development needs for both the Board as a whole and for individual Directors. Development needs may arise when the Board, through its annual work plan or evaluation process, identifies gaps in knowledge or skill related to:

- Strategic leadership and direction
- Risk and asset management
- Fiduciary oversight and financial stewardship
- Performance systems, monitoring, and evaluation

When a development need is identified, the Governance Committee will recommend whether it is best addressed through:

- A Board-wide learning opportunity, such as a facilitated session, workshop, or strategic retreat; or
- A targeted individual development opportunity, where a Director undertakes specific training on behalf of the Board.

If an individual Director receives external training, the expectation is that they will bring key learnings back to the Board in a format that benefits the full group, such as a summary report or a brief presentation.

Development Priorities

When approving development activities, the Governance Committee will consider the following:

- The remaining tenure of the Director (to maximize the return on investment)
- The Director's role or committee assignment relative to the training topic (e.g., Governance Committee Chair undertaking governance training)
- The ability to transfer learning to other Directors (e.g., through a facilitated Board discussion)
- The Director's interest and engagement in the topic area

These considerations ensure that learning investments are intentional, strategic, and aligned with the Board's current and future priorities.

Board Development Calendar

The Governance Committee will maintain an annual Board Development Calendar that consolidates identified learning priorities and outlines planned training opportunities. This calendar may include:

- Orientation and (re)orientation sessions
- Sector updates or emerging governance practices
- Workshops on fiduciary, risk, or strategic oversight
- Committee Chair or leadership development sessions
- Participation in accredited governance programs

Strategic Retreats

While technology enables Boards to conduct regular business efficiently, in-person engagement remains the preference for high-quality dialogue, strategic thinking, and team development.

The Board will hold periodic strategic retreats (typically one or two per year) to focus on:

- Ongoing governance orientation and development
- Long-term strategic planning
- Input into the annual review and refresh of strategic priorities
- Relationship-building and team cohesion

In-person dialogue continues to be one of the most effective ways for Boards to "think big," strengthen relationships, and enhance overall governance performance.

1.2.6 Directors & Officers Liability Insurance

Policy

Date Approved/Updated: June 23, 2026

The Board will be adequately informed about all potential Directors liability issues. The Board will at all times have in place Director and Officer liability insurance.

Practice

Date Approved/Updated: June 23, 2026

Indemnification of Directors and Officers

Source: Bylaws – Article 10.03

"The Corporation shall indemnify a Director or Officer, a former Director or Officer, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved by reason of that association with the Corporation or other entity, if:

the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as applicable, to the best interests of the other entity; and

in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such individual in all other circumstances as permitted by the Act. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law."

Insurance

Source: Bylaws – Article 10.04

"Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 10.03 against any liability incurred by the individual in their capacity as a Director or Officer of the Corporation, or in their capacity as a Director, Officer, or in a similar capacity of another entity, if the individual acts or acted in that capacity at the Corporation's request."

Limitation of Liability

Source: Bylaws – Article 10.02

"Provided that a Director or Officer has satisfied the standard of care required under the Act and this By-Law, no Director or Officer shall be liable for the acts, omissions, or defaults of any other Director, Officer, or employee of the Corporation, or for any loss, damage, or expense incurred by the Corporation arising from the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or from the insufficiency or deficiency of any security in or upon which any of the funds of the Corporation are invested, or from the bankruptcy, insolvency, or wrongful acts of any person with whom the Corporation conducts business, or for any loss occasioned by any error of judgment or oversight in the execution of their duties, unless such loss, damage, or expense results from the individual's failure to act in accordance with the standard of care required under the Act."

Review and Renewal of Director and Officer Liability Insurance

The Board will annually receive verification of the review, renewal, and adequacy of the organization's Director and Officer (D&O) liability insurance coverage and its provider. Responsibility for reviewing the policy's terms, coverage limits, exclusions, and provider performance is delegated to the Risk & Compliance Committee (or equivalent). The Committee will report its findings and recommendations to the Board in advance of renewal to ensure that coverage remains appropriate to the organization's size, activities, and risk profile.

Directors will be informed of the organization's liability coverage, policy limits, and provider during annual governance orientation, and whenever significant changes occur.

1.2.7 Director Remuneration & Expenses

Policy

Date Approved/Updated: June 23, 2026

Source: Bylaws – Article 5.10

"Directors shall serve without remuneration.

Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, in accordance with Board-approved policies."

The Board affirms that Directors serve in a voluntary capacity and will not receive compensation for their governance service, except as expressly permitted under the organization's Bylaws and applicable legislation. The Board will ensure that a formal and approved Director Remuneration and Expense Reimbursement Practice is maintained at all times to support consistency, fairness, and accountability.

Any remuneration or reimbursement provided must reflect principles of fairness, transparency, and prudent stewardship, and must comply with all legal and conflict-of-interest requirements governing not-for-profit and charitable corporations.

Responsibility for periodically reviewing the adequacy, fairness, and compliance of the Director Remuneration and Expense Reimbursement Practice is delegated to the Finance & Audit Committee, which will make recommendations to the Board as required.

Practice

Date Approved/Updated: June 23, 2026

Reimbursement of Expenses

CASNPS recognizes that Directors may, from time to time, incur reasonable expenses while carrying out their governance duties. As a publicly funded organization, the Society is accountable for the responsible use of funds and will reimburse only those expenses that are necessary, reasonable, and directly related to authorized Board or Committee activities.

This practice ensures consistency, transparency, and fairness in the reimbursement of Director expenses, and affirms the Society's commitment to prudent financial stewardship and compliance with all applicable regulations.

Principles

Reimbursement of Director expenses is guided by the following principles:

- Public funds must be used responsibly and in the best interests of the organization.
- Expenses must be modest, necessary, and directly related to official Board duties.
- Claims must be transparent, well-documented, and properly approved.
- Directors must not derive personal benefit from public funds.
- Approval and reimbursement processes must avoid any real or perceived conflict of interest.

Eligible Expenses

The Society will reimburse reasonable and pre-approved expenses directly related to the performance of a Director's duties, including but not limited to:

- Travel (mileage, parking, and tolls)
- Accommodation and meals when travelling outside the Society's jurisdiction on authorized business
- Registration fees for approved conferences, workshops, or governance training sessions
- Other costs incurred with prior approval of the Board Chair or Treasurer

Travel & Accommodation

Mileage: Directors using personal vehicles for Society business will be reimbursed at the current Canada Revenue Agency (CRA) rate for Ontario. Traffic fines or parking violations are not reimbursable.

Parking and Tolls: Reimbursed with receipts when incurred during authorized Society business.

Air and Ground Travel:

- Airfare will be booked at the most economical rate (economy class).
- Directors are expected to plan travel to minimize costs.
- Use of taxis or ride-share services is permitted when other practical options are not available; receipts are required.
- Where available, public transit should be used for local travel.

Lodging:

- Reimbursement for hotel accommodation within the Society's jurisdiction will not normally be approved.
- When travel outside the area is required, accommodation should be booked through the Society's administration using preferred vendors or negotiated rates, when available.

Meals

Reasonable meal expenses will be reimbursed when Directors are travelling on Society business or attending authorized out-of-town meetings.

- Reimbursement will be limited to modest meal costs aligned with the Society's internal travel policy or CRA meal guidelines.
- Alcoholic beverages are not eligible for reimbursement.
- When meals involve more than one Director, a single individual should submit the expense claim, listing all attendees and the purpose of the meeting.

Expense Submission and Approval

Directors must submit expense claims within 30 days of the expense being incurred, using the Society's authorized expense form and attaching original, itemized receipts.

- Each claim must clearly describe the purpose of the expense and the activity or meeting attended.
- Claims will be reviewed and approved by both the Board Chair and the Treasurer before reimbursement.
- Expenses incurred by the Board Chair will be reviewed and approved by the Treasurer and one other designated signing officer.
- Under no circumstances may a Director approve their own expenses.
- Reimbursement will not be issued without proper documentation and authorization.

1.2.8 Social Media Use

Policy

Date Approved/Updated: June 23, 2026

The Board recognizes that social media is a widely used communication tool and that Directors may engage with it in their personal and professional lives. The Board will ensure that when Directors of the Society use social media, they do so in a manner consistent with the Society's mission, values, and governance standards.

Directors must exercise sound judgment and adhere to the Society's established confidentiality, conduct, and conflict of interest obligations at all times when posting, sharing, or commenting on matters that could reasonably be connected to the Society or its work.

Only the Board Chair and the Executive Director (or their designates) are authorized to act as official spokespeople for the Society on social or public media platforms.

Practice

Date Approved/Updated: June 23, 2026

The Children's Aid Society of the District of Nipissing and Parry Sound encourages Directors to use social media responsibly and respectfully, recognizing that their public conduct reflects on the reputation and integrity of the Society.

When engaging on social media, Directors will:

- Communicate respectfully and professionally, demonstrating honesty, fairness, and integrity.
- Support positive messaging about the Society's mission, values, and achievements, where appropriate.
- Refrain from posting or sharing any content that:
  - could reasonably be considered offensive, discriminatory, or disrespectful;
  - discloses or implies confidential or privileged information; or
  - could damage the Society's reputation or the public's trust.
- Respect the confidentiality of all matters discussed in Board or Committee meetings and never share internal information online.
- Avoid representing personal opinions as official positions of the Society.
- Seek clarification from the Board Chair before posting or commenting on any topic that may reasonably relate to the Society's activities, governance, or stakeholders.

Directors are personally responsible for the content they publish online. They should assume that anything posted will remain visible indefinitely and may be interpreted as reflecting their association with the Society.

Directors are expected to be familiar with and comply with other relevant Board policies, including:

- Director Duties and Code of Conduct
- Confidentiality
- Conflict of Interest

1.2.9 Breach of Director Duties

Policy

Date Approved/Updated: June 23, 2026

The Society is committed to maintaining the highest standards of Board integrity and accountability. As fiduciaries, all Directors are legally and ethically obligated to uphold the duties of Care, Loyalty, and Obedience. A breach of these duties undermines the integrity of the governance system and may require disciplinary action or removal from the Board.

This policy outlines the process for addressing concerns related to Director conduct that may constitute a breach of fiduciary duties, the Society's policies, or expectations for ethical behaviour. It applies to all Directors, including ex-officio Directors and Society members serving on Board committees.

A Director may be subject to disciplinary action if they are found to have:

- Violating any provision of the Act, articles or Bylaws
- Violated the duties outlined in **1.2.9 Breach of Director Duties** or any other policies or practices contained within this manual
- Breached confidentiality

- Failed to disclose a conflict of interest
- Behaved in an abusive, disrespectful, disruptive, or non-collaborative manner
- Acted in a way that is detrimental to the interests or reputation of the Society as determined by the Board
- For any reason that the Board in its discretion considers to be reasonable, having regard to the purpose or reputation of the corporation

Practice

Date Approved/Updated: June 23, 2026

Reporting

Concerns about a potential breach must be reported in writing to the Board Chair. If the concern involves the Chair, it must be submitted to the Chair-Elect. Reports should include a description of the conduct, any relevant dates, and supporting evidence.

Initial Review

The Chair (or Chair-Elect if the report concerns the Chair) will consult with the Executive Director and another Officer of the Board to determine if the concern warrants formal review. If deemed necessary, an Investigation Panel consisting of three unimplicated Directors will be struck. This Panel must meet to begin its review within seven (7) calendar days of the report being received.

Notice and Response

Once the necessity of a formal review has been determined, the Director in question will receive written notice of the allegations and information regarding the scope of the review in question. The Director will be provided with the opportunity to formally respond to the allegations in writing by a specified deadline as part of the review.

Investigation & Confidentiality

The Investigation Panel will conduct a fair and confidential review. This may involve reviewing communications, meeting minutes, or conducting interviews. A written summary of findings and recommendations will be submitted to the full Board for review and discussion. A copy of these findings must be provided to the Director in question in advance of Board deliberations, and they will be provided with the opportunity to submit a written response by a specified deadline.

Board Deliberation

The findings of the Investigation Panel and the Director in question's written response will be presented during an in-camera session of the Board. The Director in question will not be present during discussions but will be offered the opportunity to respond to the findings in writing and/or verbally prior to the final decision.

The Board will hold a vote on the recommended action, requiring a simple majority to pass. All decision and rationale will be documented in the meeting minutes.

Potential Disciplinary Actions

The Board may:

- Issue a formal warning or reprimand
- Request a written commitment to comply with governance expectations
- Temporarily suspend the Director from Board and/or Committee duties
- Recommend removal from the Board in accordance with the Bylaws and/or
- Require mandatory training and/or coaching

Documentation and Communication

The Chair will provide the Director in question with a formal report of the Board's decision, including any disciplinary actions. Any external communication about the issue will be managed in alignment with CASNPS' communication protocols.

Clear and Supportive Structures

Principle #2.1 Board Accountability

The Board is ultimately responsible for the Society's governance, performance, and integrity. It makes informed decisions, monitors organizational results, and ensures the Society remains accountable to the children, youth, families, and communities it serves.

The Board also recognizes itself as a self-governing entity; accountable for its own composition, effectiveness, and continuous improvement.

Core Rationale

- The Society exists for the children and families it serves and for key stakeholders.
- The Board exists to support the Society, not visa-versa.
- The Board directs and oversees operations through its sole employee, the Executive Director.
- The Board establishes goals for itself and organizes itself to meet those goals.
- The Board measures and evaluates the organization's, the Executive Directors, and its own contribution and goal achievement annually.

2.1.1 Corporate Articles & By-laws

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure that the organization's Articles, Amendments, and Bylaws comply with legislation, are relevant to the organization within its evolving context, and support effective decision making and monitoring.

The Board will have in place a practice for regularly reviewing and revising its bylaws.

Practice

Date Approved/Updated: June 23, 2026

Articles of Incorporation

CASNPS' Articles of Incorporation define its key purpose, scope of activities, and governance structure as a legal entity under *Ontario's Not-for-Profit Corporations Act (ONCA)*. Any proposed amendments to the Articles of Incorporation must align with the organization's mission, legal obligations, and governance requirements under *ONCA*. Before initiating changes to the Bylaws, key policies, or strategic directions, the Board will review the Articles of Incorporation to ensure compliance and confirm that the proposed changes do not exceed the organization's legal scope.

All proposed amendments to the Articles of Incorporation must be reviewed by legal counsel before submission to the appropriate government authority for approval.

Bylaws

Source: Bylaws – Article 14.02

"Subject to the Articles, the Board may, by resolution, make, amend, or repeal any By-Law that regulates the activities or affairs of the Corporation.

Any such By-Law, amendment, or repeal is effective from the date of the Board resolution until the next meeting of Members, at which it may be confirmed, rejected, or amended by the Members by Ordinary Resolution. If confirmed by the Members, with or without amendment, it remains effective in the form in which it was confirmed. It ceases to have effect if it is not submitted to the Members at the next meeting or if it is rejected by the Members.

Despite the foregoing, any By-Law, amendment, or repeal that requires a Special Resolution under Article 13 is effective only upon confirmation by the Members.

Upon the enactment of this By-Law, all previous by-laws of the Corporation are repealed. Such repeal does not affect the validity of any act done, right or privilege acquired, or obligation or liability incurred under any previous by-law prior to its repeal. All Directors, Officers, and persons acting under any repealed by-law shall continue to act as if appointed under this By-Law, and all resolutions of the Members and of the Board with continuing effect shall remain valid, except to the extent they are inconsistent with this By-Law or until amended or repealed."

The Board will regularly review the Bylaws to ensure they remain compliant with *ONCA,* relevant to the organization's evolving needs, and supportive of effective governance.

Any proposed changes to the Bylaws must:

- Be reviewed by legal counsel to confirm compliance with *ONCA* and alignment with the Articles of Incorporation.
- Be approved by the Board before being presented to the Members.
- Be approved by the Members at a duly constituted meeting in accordance with *ONCA* requirements and the bylaws.
- Be filed with the appropriate regulatory authorities where required.

2.1.2 Board Governance Manual

Policy

Date Approved/Updated: June 23, 2026

The Board's approach to governance will be grounded in recognized good practice and continuous improvement. Through its Governance Committee, the Board will develop, oversee, and evolve the organization's governance framework to ensure integrity, accountability, and effectiveness.

The Board will maintain a comprehensive Board Governance Manual that sets out the principles, policies, and practices by which the organization is governed. The manual provides Directors, members, and stakeholders with clear direction on the Board's roles, responsibilities, and standards of conduct.

The Board will ensure a regular process for reviewing and renewing its governance framework to reflect emerging standards, legislative requirements, and evolving best practices.

Practice

Date Approved/Updated: June 23, 2026

The Governance Committee is responsible for the ongoing review, maintenance, and improvement of the organization's Board Governance Manual (Principles, Policies, and Practices). Any proposed revisions will be reviewed by the Governance Committee and submitted to the Board for approval and inclusion in the manual.

The Governance Committee will maintain a Board Governance Work Plan that schedules regular review of governance policies and practices, identifies emerging issues, and recommends enhancements to the Board. The Board will monitor its progress against this plan and allocate sufficient resources and meeting time to ongoing governance education and renewal.

The Executive Director is authorized to make minor administrative amendments to the Board Governance Manual, such as policy numbering, formatting, punctuation, terminology updates, and operational references, provided these changes do not alter the intent, meaning, or application of any governance Principle, Policy, or Practice. The Executive Director must advise the Governance Committee of any such changes at the next committee meeting.

The Board will ensure that the Governance Manual remains accessible to all Directors and, where appropriate, to stakeholders, as a reflection of its commitment to transparency and accountability.

See **Appendix C** for the Board Work Plan Template.

2.1.3 Governance Disclosure

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure transparency and accountability in its governance by making clear, accurate, and accessible information about the Society's governance principles, policies, and practices available to stakeholders and the public.

Governance disclosure supports confidence in the Board's integrity, decision-making, and stewardship of the organization, and demonstrates compliance with legislative and sector standards for openness and accountability.

Practice

Date Approved/Updated: June 23, 2026

The Board, through the Chair and with support from the Executive Director, will make the Board Governance Manual and other relevant governance information available to staff, members, funders, and other key stakeholders using the most effective communication vehicles available, such as the organization's website, intranet, or annual report.

The Board will determine which governance materials are appropriate for public disclosure, balancing transparency with confidentiality, privacy, and legal considerations. Information typically disclosed includes:

- The organization's mission, vision, and values
- Board and committee structure and composition
- Core governance principles and policies
- Bylaws
- Strategic priorities
- Annual reports on governance and performance outcomes

The Governance Committee will review the organization's approach to governance disclosure at least every three years to ensure that transparency practices remain aligned with evolving sector standards and stakeholder expectations.

2.1.4 Delegation of Authority

Policy

Date Approved/Updated: June 23, 2026

The Board may delegate specific responsibilities to Board Committees and to the Executive Director; however, accountability for all delegated authority remains with the Board.

Delegation is an essential tool of effective governance that allows the Executive Director to manage day-to-day operations within parameters established by the Board. All Board authority delegated to staff is delegated through the Executive Director, such that all staff authority and accountability are, by definition, the authority and accountability of the Executive Director.

All delegations of authority will be clearly documented in Board minutes, approved Terms of Reference, or governance policy. Only formally approved motions of the Board are binding on the Executive Director.

The Executive Director is authorized to make operational decisions and to establish internal policies and procedures consistent with the Board's approved strategic direction, budget, and governance framework. The Executive Director will immediately inform the Board Chair of any action, decision, or event that falls outside the approved delegation of authority or that may contravene established policy.

The Board will periodically review its Delegation of Authority framework to ensure that it remains clear, appropriate, and aligned with organizational complexity, risk, and good governance practice.

Practice

Date Approved/Updated: June 23, 2026

Delegation through the Executive Director

All Board authority delegated to staff is delegated through the Executive Director. Accordingly, all staff authority and accountability are considered, by the Board, to be the authority and accountability of the Executive Director.

Executive Director's Authority and Boundaries

The Executive Director is authorized to establish operational policies, make decisions, and implement actions that are consistent with any reasonable interpretation of the Board's approved policies, strategic direction, and financial parameters. The Executive Director shall not perform or permit any action contrary to explicit Board policy or limitation. Please see 2.1.5 Executive Limitations for specific boundaries.

Binding Authority

Only decisions or motions formally passed by the Board are binding on the Executive Director. Requests for information or assistance made by individual Directors or Committees are not binding unless expressly authorized by Board motion.

Access to Staff and Information

Except where explicitly authorized by the Board, no individual Director, Officer, or Committee has authority to direct, supervise, or evaluate the Executive Director or staff. Requests for information from staff must be made through the Executive Director. If, in the Executive Director's judgment, a request requires material staff time, expense, or disruption, the matter may be referred to the full Board for consideration.

Reporting and Breach of Delegation

The Executive Director will promptly notify the Board Chair of any actual or potential breach of delegated authority and provide an explanation at the next Board meeting. The Board will determine whether the action was appropriate and record the discussion and outcome in the meeting minutes.

Delegation to Committees

Board Committees operate in an advisory capacity unless the Board explicitly delegates decision-making authority through an approved Terms of Reference. Any such delegation must be specific, time-limited, and subject to Board oversight.

2.1.5 Executive Limitations

Policy

Date Approved/Updated: June 23, 2026

The Board of Directors delegates operational authority to the Executive Director and recognizes the importance of granting flexibility in the pursuit of strategic and operational goals. At the same time, the Board establishes clear boundaries that define unacceptable means, behaviours, or conditions.

These Executive Limitations ensure that all actions taken by the Executive Director are aligned with legal obligations, ethical standards, and the Board's expectations for accountability, transparency, and prudent risk management.

The Executive Director shall not cause or allow any organizational practice, activity, decision, or circumstance that is unlawful, unethical, imprudent, or inconsistent with Board policy, the Society's mission, or its values.

Practice

Date Approved/Updated: June 23, 2026

The Executive Director has full authority to manage the organization and make all decisions consistent with these limitations and Board-approved policy.

Executive Constraint

The Executive Director shall not engage in any practice or decision that is unlawful, unethical, imprudent, or inconsistent with Board policy or delegated authority. This includes actions that may expose the organization to unnecessary risk, jeopardize its integrity, or compromise its ability to fulfill its mission and statutory responsibilities.

Emergency Executive Succession

The Executive Director shall ensure sufficient organizational capacity and leadership continuity to maintain stable operations in the event of an unexpected absence. A current, written succession plan will identify interim leadership coverage, key responsibilities, and points of contact to enable uninterrupted management of the Society.

Communication and Support to the Board

The Executive Director shall ensure the Board is fully informed and appropriately supported in fulfilling its governance responsibilities by:

- Providing timely, accurate, and relevant information to facilitate informed decision-making
- Submitting monitoring and performance reports that are clear, timely, and responsive to specific Board policies
- Informing the Board immediately of any actual or anticipated non-compliance with legal, contractual, or policy obligations
- Alerting the Board to emerging trends, potential media exposure, or significant internal or external developments
- Ensuring equitable communication with all Directors, without preferential treatment other than in response to formally delegated officers or committees

The Executive Director shall also ensure that matters requiring Board approval are brought forward with appropriate analysis and context, and that the Board has access to reasonable administrative support to carry out its governance work effectively.

Financial Planning and Budgeting

The Executive Director shall ensure that all budgeting activities align with the Board's strategic direction and do not place the organization in fiscal jeopardy. Budgets must:

- Provide adequate detail for informed oversight, including clear projections of revenues and expenses, separation of capital and operating items, and disclosure of planning assumptions
- Balance operational needs with the legal obligation to deliver mandated services
- Allocate sufficient resources for Board functions such as audits, governance training, and Board development.

Financial Conditions and Activities

The Executive Director shall not allow financial practices that jeopardize stability, compliance, or alignment with Board-approved goals. Specifically, the Executive Director shall ensure that:

- Expenditures do not exceed projected revenues or approved budgets by more than a material variance (normally defined as ±10% by line item or program category) without explicit Board authorization.
- Unbudgeted expenditures or commitments exceeding $99,999 must receive prior approval from the Board.
- Donated or restricted funds are used solely for their designated purposes and are tracked separately from general operating funds.

- Receivables are pursued diligently and written off only after documented collection efforts.
- Payroll, CRA, WSIB, CPP, and other statutory remittances are met promptly and in full.
- All regulatory and funding-related filings are submitted accurately and on time.
- Operating reserve funds are not accessed or expended without prior Board approval and a replenishment plan.
- Borrowing or credit agreements are not entered into without explicit Board approval.
- The Board is notified within ten (10) days if financial projections indicate a material risk to solvency, liquidity, or the ability to meet obligations within the next 90 days.
- Acquisition, lease, or disposal of real property receives prior Board approval.
- Collective agreements are not finalized without explicit Board authorization.
- Financial controls comply with Generally Accepted Accounting Principles (GAAP) and relevant funding or legislative requirements.
- The Executive Director provides the Board with monthly or quarterly cash-flow forecasts projecting inflows and outflows for at least the next 90 days.

The Finance & Audit Committee will review compliance with these financial limitations at least semi-annually and report findings to the Board.

Major Expenditures and Commitments

The Executive Director shall not make any purchase commitments, enter into long-term contracts, or authorize non-budgeted expenditures without prior Board approval if the cost or cumulative impact exceeds $99,999.

Capital purchases, leases, or service contracts above this threshold must be pre-approved by the Board.

All such proposals must include a clear financial analysis, funding source, risk assessment, and implementation plan to support informed Board decision-making.

Asset Protection

The Executive Director shall ensure that all organizational assets, both tangible and intangible, are adequately safeguarded and not exposed to unnecessary risk or neglect. This includes:

- Maintaining appropriate insurance coverage against loss, liability, and casualty
- Implementing internal financial controls and audit-verified checks and balances
- Prohibiting personal gain by staff or Directors in procurement or contracting
- Ensuring equitable treatment of suppliers and transparent purchasing processes
- Protecting the Society's records, data, and intellectual property from loss or unauthorized access
- Safeguarding the Society's public reputation and community trust

The Executive Director shall ensure that the organization conducts its operations in a manner that reflects environmental responsibility and sustainability, including compliance with all applicable environmental laws and consideration of the organization's environmental footprint.

The Executive Director shall ensure that appropriate cybersecurity measures are in place to protect the Society's digital infrastructure, data, and information systems from unauthorized access, breaches, or misuse. This includes maintaining current security protocols, ensuring staff awareness and training on data protection, and implementing appropriate incident response and recovery procedures.

The Executive Director shall not change the organization's name or materially alter its identity or public positioning without prior Board approval.

Major Commitments, Contracts, and Partnerships

The Executive Director may enter into external agreements only when lawful, aligned with the Society's mission, and within Board-approved financial parameters. Significant, high-risk or long-term contracts must be brought to the Board for review, and all agreements must include appropriate safeguards and clearly defined terms.

Staff Relations & Workplace Standards

The Executive Director shall ensure that staff are treated fairly, respectfully, and in compliance with employment legislation and human rights standards. The organization must:

- Maintain clear role descriptions, performance expectations, and evaluation systems
- Provide staff with feedback, development opportunities, and recognition
- Protect staff from workplace hazards, harassment, and unsafe conditions
- Maintain transparent policies that promote equity, inclusion, and accountability

Client & Community Service Standards

The Executive Director shall ensure that all programs and services:

- Uphold the principles of the Child, Youth and Family Services Act
- Reflect the Society's commitment to dignity, safety, and equity
- Respond to the evolving needs of children, youth, families, and communities
- Are delivered in a trauma-informed, inclusive, and culturally responsive manner that supports positive outcomes

Treatment of Volunteers and Foster Parents

The Executive Director shall ensure that volunteers and foster parents are treated fairly and respectfully, in accordance with clear policies outlining roles, responsibilities, and behavioural expectations. The Society must:

- Maintain formal policies for volunteer and foster parent engagement
- Provide mechanisms for addressing complaints and concerns
- Safeguard the health, safety, and well-being of all participants

Volunteers and foster parents are valued partners in service delivery and must be provided with the resources and information required to perform their roles effectively.

Compensation and Benefits

The Executive Director shall ensure that all compensation and benefit practices for employees, contractors, and consultants are fiscally responsible, market-competitive, and aligned with the Society's values and strategic objectives. The Executive Director shall not:

- Alter their own compensation or benefits
- Commit to employment arrangements that imply permanence or guaranteed employment
- Establish compensation structures materially inconsistent with sector benchmarks.

Collective agreements or compensation frameworks must be fiscally sustainable and approved by the Board before implementation.

Labour Relations & Collective Bargaining

The Executive Director shall not allow labour-relations or collective-bargaining activities to expose the Society to undue financial, operational, legal, or reputational risk, or to exceed the authority delegated by the Board. Specifically, the Executive Director shall ensure that:

- The Board receives a bargaining mandate before formal negotiations begin, including projected financial impacts, staffing and service implications, and material risks.
- No commitments are made at the bargaining table that exceed Board-approved financial parameters or materially affect service delivery without prior Board approval.
- No collective agreement, memorandum of settlement, or other binding labour-relations commitment is finalized or signed without explicit Board authorization.
- No tentative settlement is presented for employee or union ratification prior to Board review and approval.
- The Board is kept informed of bargaining progress, emerging risks, significant cost implications, or deviations from the approved mandate.
- The Board is advised immediately of any notice to bargain, strike vote, lockout notice, or other development that may affect financial stability, statutory obligations, service continuity, or public reputation.
- Labour-relations practices remain compliant with legislation and do not create unnecessary grievance exposure, legal liability, or deterioration in labour-management relations.
- The financial, operational, and risk implications of collective bargaining are included in all forecasts, reports, and risk assessments submitted to the Board.

Public Image and External Communication

The Executive Director shall protect and enhance the Society's reputation through communications that are professional, accurate, and aligned with the organization's mission and values. Public statements made on behalf of the Board require prior authorization.

Legal and Regulatory Compliance

The Executive Director shall ensure full compliance with all applicable legislation, regulations, contracts, and funding agreements. The Board must be informed immediately of any actual or potential compliance issues and regularly updated on the status of statutory filings and obligations.

Interpretation and Monitoring

The Executive Limitations represent the boundaries of the Executive Director's delegated authority and serve as the primary reference point for monitoring organizational performance and compliance.

The Board will evaluate compliance with these limitations through regular monitoring reports, audits, and the annual Executive Director Evaluation process. Monitoring will assess both the reasonableness of the Executive Director's interpretations of policy and evidence of actual performance against those interpretations.

If at any time the Executive Director's actions are determined to be inconsistent with these limitations, the Board will address the issue through its established evaluation and accountability procedures.

The Board may revise or expand these limitations at its discretion to reflect changes in legislation, sector standards, or organizational complexity. Until such revisions are formally adopted, the Executive Director remains accountable for compliance with all current provisions of this policy.

These Executive Limitations provide the framework through which the Board exercises oversight of risk, ensuring that management decisions are prudent, transparent, and aligned with the organization's risk appetite and tolerance as established by the Board.

2.1.6 Committee Structure

Policy

Date Approved/Updated: June 23, 2026

Source: Bylaws – Article 5.13

a) *"The Board may from time to time establish standing or ad hoc committees, or other advisory bodies, as it considers necessary or appropriate to support the discharge of its responsibilities.*

b) *All Board committees shall have clearly defined mandates approved by the Board and shall operate in accordance with the Corporation's governance policies and any direction of the Board.*

c) *Committees are advisory to the Board and do not have decision-making authority unless such authority is expressly delegated by resolution of the Board.*

d) *Committees shall report to and be accountable to the Board.*

e) *The Board may establish advisory bodies or working groups, including those that include* *non-Directors, to provide expertise or support to the organization. Such bodies shall not have decision-making authority unless expressly authorized by the Board.*

f) *Any committee member may be removed by resolution of the Board."*

Other Committees

The Executive Director may form operational committees (including working groups, program committees, or task forces) as deemed necessary to support the day-to-day management of the organization. Operational committees report directly to the Executive Director, who will keep the Board informed of any material developments or risks arising from these bodies.

Practice

Date Approved/Updated: June 23, 2026

Committee Role and Purpose

Board committees are established to support the Board of Directors in fulfilling its governance responsibilities by conducting detailed work on matters requiring focused attention, analysis, or specialized expertise. Committees are formed by, and report directly to, the Board in accordance with the Bylaws.

While the Board may delegate specific responsibilities to committees, it retains ultimate accountability for all decisions and outcomes. Committees do not make decisions on behalf of the Board unless explicitly authorized to do so through a Board resolution or approved Terms of Reference.

Committee Types and Structure

To ensure clarity and flexibility, the structure and mandate of committees are defined in Board policies rather than in the Bylaws.

Committees may be:

- **Standing Committees**: Established to carry out ongoing governance responsibilities (e.g., governance, audit, finance, or risk oversight); or
- **Ad Hoc Committees**, **Working Groups**, or **Task Forces**: Formed to address specific issues, projects, or time-limited objectives.

Each committee's Terms of Reference will clearly define its purpose, scope, composition, authority, and reporting requirements, and, where applicable, will include a sunset clause specifying its expected duration and criteria for dissolution.

Current Board Committees

- Governance Committee
- Finance & Audit Committee
- Risk & Compliance Committee

Current Operational Committees

Operational committees are created by and report to the Executive Director and are not extensions of Board authority.

Terms of Reference and Accountability

Each Board committee will operate under a Board-approved Terms of Reference. The Terms of Reference will be reviewed annually by the Governance Committee to ensure clarity of mandate, authority, and alignment with the organization's strategic and governance priorities.

All committee members must comply with the Code of Conduct, Confidentiality, and Conflict of Interest policies of the Board.

Committees may not speak for the Board unless expressly authorized to do so by formal resolution. Expectations, decision authority, and communication parameters will be clearly defined to avoid overlap with authority delegated to the Executive Director.

Committee Evaluation and Renewal

Each standing committee will conduct an annual review of its effectiveness, composition, and relevance to the organization's governance priorities. The Governance Committee will oversee this process and make recommendations to the Board regarding committee renewal, merger, or dissolution as needed to ensure efficiency and alignment with best practice.

See Appendix D for Terms of Reference for Standing Board Committees

2.1.7 Board Meetings

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure that the number, frequency, and structure of its meetings enable effective decision-making, oversight, and strategic discussion. Board meetings provide the formal mechanism through which the Board exercises its collective authority and discharges its fiduciary and statutory responsibilities.

Meetings will be conducted in accordance with the Bylaws and any applicable legislation, and will promote informed deliberation, disciplined decision-making, and respect for diverse perspectives. Meeting records will be maintained as the official record of Board proceedings.

Practice

Date Approved/Updated: June 23, 2026

This practice outlines the structure and expectations for the conduct of Board meetings in accordance with the Bylaws and the Board's commitment to effective governance.

Calling of Meetings

Source: Bylaws – 6.02

"Meetings of the Board may be called by the Chair, the Chair-Elect, or any two (2) Directors."

Quorum

Source: Bylaws – Article 6.06

"A majority of the number of Directors constitutes a quorum. For the purpose of determining quorum, a Director may be present in person or by telephonic, electronic, or other communication facilities. Quorum must be maintained throughout the meeting."

Notice

Source: Bylaws – Article 6.03

"Notice of a meeting of the Board shall be given to each Director not less than twenty-four (24) hours before the meeting and in accordance with Article 11 of this By-Law.

Notice of a meeting is not required if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise consented to the meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting."

Votes to Govern

Source: Bylaws – Article 6.10

"At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead."

Board Meeting and Communication

Board meetings provide the formal setting through which Directors carry out their fiduciary and strategic responsibilities. Meetings should be designed to make the most effective use of Directors' time and expertise.

Core purposes include:

- Monitoring organizational compliance, risk, and performance
- Making decisions related to strategy and resourcing
- Enabling the Executive Director to lead operations
- Enhancing the Board's overall governance capacity

Because Directors are not full-time resources, much of the work leading to Board decisions is delegated to:

- The Executive Director, as the Board's single employee
- Committees, which prepare and recommend Board work

Effective meetings depend on clear delegation, disciplined reporting, and concise supporting materials.

Agenda and Board Package Preparation

The Chair and Executive Director will co-design each meeting agenda to ensure alignment with strategic priorities and an appropriate balance among fiduciary, strategic, and generative work.

An Agenda Item Summary (AIS) will accompany all substantive items requiring a Board decision. The AIS provides a clear, standardized structure for decision-making by:

- Clarifying the purpose of the item (e.g., decision, discussion, or information)
- Identifying the source of authority or delegation
- Summarizing key considerations, risks, and implications
- Presenting a concise recommendation or motion for Board action

The use of an AIS ensures that matters are brought before the Board in a disciplined, transparent manner and that Directors have the context needed to make informed, timely, and well-reasoned decisions. It also supports accountability by documenting the origin and rationale of every recommendation.

Agendas and supporting materials will be distributed at least seven (7) days prior to each meeting. A consent agenda may be used for procedural or information-only items to streamline discussion.

Directors are expected to review materials in advance and raise clarifying questions with the report author prior to the meeting to ensure Board discussion time is used efficiently.

See Appendix E for Agenda Template

See Appendix F for Agenda Item Summary Template

Board Meeting - Motions Register

The Board Secretary or Staff Liaison will maintain a Motions Register accessible through the Board portal or equivalent platform. This record will summarize all Board decisions and the date of approval.

Board Meeting Procedures

- The Board of Directors will schedule to meet no less than nine (9) times per year.
- A timed agenda will be utilized with an estimated time for each item. The ending time for each meeting will ideally be no later than the time set on the agenda; however, meetings will conclude once the agenda is complete or quorum is lost.

- The agenda is subject to change within a meeting at the will of the Board of Directors.
- A consent agenda may be used for procedural and/or "for information only" items to streamline discussion and decision-making.
- Agenda items should be submitted to the Chair and the Executive Director at least ten (10) days prior to the meeting, using the Agenda Item Summary (AIS) form. Agendas and supporting documentation will be provided to all Directors seven (7) days prior to the meeting.
- The Chair has discretion to approve all agenda items. If a Director provides an item after the deadline or wishes to challenge the Chair's decision, an addition to the agenda may be moved prior to the adoption of the agenda.
- Every item requiring a decision must be presented using an Agenda Item Summary (AIS) or a similar Committee Recommendation format.
- In-camera sessions will be held at the beginning and/or end of each meeting, primarily for the purposes of:
    - Conducting a meeting effectiveness review;
    - Raising any concerns directly with the Executive Director;
    - Reviewing the Executive Director's performance; or
    - Addressing governance matters not benefiting from the Executive Director's presence.
- The Chair will record that an in-camera session occurred and its general topic in the minutes, but no details of the discussion will be included.
- Directors may participate in Board meetings by teleconference or videoconference provided all participants can communicate clearly with one another, except where an in-person meeting is deemed necessary.
- At each Board meeting, the Executive Director will provide a brief verbal report to supplement the quarterly written Executive Director report, which will:
    - Identify or update issues with strategic impact;
    - Seek approval for changes to Board Governance Policies and Practices; and
    - Provide an update on major operational developments.
- Draft minutes will be forwarded to the Chair within five (5) business days for review and signed approval, and returned to the Staff Liaison or Board Secretary within seven (7) business days for distribution to the Board.
- Minutes must be approved unanimously at the next meeting. Abstentions on minutes are permitted only when a Director was not in attendance at the meeting being approved.
- The decision to hold a vote conducted by electronic means must be approved unanimously by the Board.
- Decisions made by electronic means must be unanimous.

Minutes and Records

Board meeting minutes will serve as the official record of Board proceedings and decisions. Minutes should provide sufficient information to demonstrate that the Board has fulfilled its governance responsibilities while remaining concise, objective, and focused on decisions, key discussion points, and resulting actions.

Draft minutes will be circulated to Directors following each meeting and submitted to the Board for approval at the next regular Board meeting. Once approved, minutes will be maintained as part of the organizations official records and made available to all Directors.

Meeting Evaluation and Continuous Improvement

The Board will regularly evaluate its meeting effectiveness, time use, and agenda design to ensure meetings remain strategic and efficient.

2.1.8 In-Camera Meetings

Policy

Date Approved/Updated: June 23, 2026

The Board of Directors shall have the opportunity for an in-camera session as a standing agenda item at all Board meetings. At its discretion, the Board may choose not to proceed in-camera if there are no matters requiring confidential discussion. Unless otherwise required, the standing in-camera session will occur at the end of each meeting, prior to adjournment.

In-camera meetings are intended to strengthen the Board's governance effectiveness by allowing Directors to discuss sensitive matters with candor, while upholding their fiduciary, statutory, and ethical obligations.

Practice

Date Approved/Updated: June 23, 2026

The in-camera portion of a meeting provides Directors the opportunity to:

- Address matters requiring confidentiality, sensitivity, or privacy, including issues related to litigation, employment, or reputational risk.
- Discuss the performance, evaluation, and working relationship of the Executive Director.
- Consider internal Board governance matters, such as Board culture, Director conduct, or overall Board effectiveness.
- Strengthen trust and cohesion among Directors through candid and respectful discussion.

The in-camera session is **not** intended to duplicate or replace the formal business of the regular Board meeting.

Participation

- Only sitting Board Directors may participate in in-camera sessions.
- The Executive Director may be invited to attend all or part of an in-camera session at the discretion of the Board. It is generally recommended that the Executive Director participate unless the discussion concerns their performance or a matter where their presence could compromise objectivity.
- With the Board's approval, the Chair may invite subject-matter experts or advisors to attend for a specific item.

- The Chair will provide a verbal summary of any decisions or directions that must be communicated to the Executive Director following the session.

Meeting Format

- An in-camera session will be scheduled as part of every Board meeting, typically at the end of the meeting prior to adjournment.
- The session may be moved to the beginning of a meeting or added mid-meeting if an issue arises requiring immediate confidential discussion.
- Thirty (30) minutes will normally be allotted for the standing in-camera session; however, only the time required to address the subject matter will be used.
- Directors may request items for the in-camera session by notifying the Board Chair at least seven (7) days prior to the meeting. The Chair will determine appropriateness of the request based on these guidelines.
- During the meeting, any Director may request an unscheduled in-camera session. Approval to move in-camera requires a majority vote of the Board.
- The Chair will chair and facilitate the session, verbally outline the purpose and topics at the outset, and ensure discussion remains within scope.
- No formal written agenda will be distributed in advance.
- Any materials provided during the session will be collected at its conclusion to maintain confidentiality.
- Topics identified during the session that belong on the regular agenda will be referred back to the Board in accordance with existing practice.

Confidentiality and Conduct

- All discussions held in-camera are strictly confidential.
- A breach of confidentiality constitutes a breach of the Board's Code of Conduct and may result in disciplinary action in accordance with Society policy.
- Directors must exercise discretion when discussing matters arising from in-camera sessions, even with other Board members, unless such discussions are explicitly authorized by the Chair.

Decision-Making

Formal Board decisions should, whenever possible, be made in open session to ensure transparency, accountability, and clear documentation in the official minutes. Where a matter discussed in-camera requires a decision of a confidential nature or privileged nature (such as personnel, legal, or privileged matters), the Board may make and record the decision in-camera. Such motions must be documented in secure, confidential minutes maintained by the Board Secretary or legal counsel.

The regular meeting minutes will note that a decision was made in-camera without disclosing its substance.

Documentation and Follow-Up

- The minutes of the regular Board meeting will note that an in-camera session occurred and identify its general purpose (e.g., "The Board met in-camera to discuss personnel matters"), but no details of the discussion will be recorded.
- The Chair will document only decisions or directives requiring subsequent Board or Executive Director action.
- Any decisions requiring formal approval will be brought forward at the next open session for ratification, unless doing so would compromise confidentiality or expose the organization to risk.

2.1.9 Board-Staff Communications

Policy

Date Approved/Updated: June 23, 2026

The Board recognizes that effective communication between Directors and staff contributes to transparency, trust, and informed governance. However, clear boundaries are required to preserve the distinction between governance and management, maintain the Executive Director's authority as the Board's sole employee, and protect the integrity of decision-making processes.

Accordingly, the Board affirms that all official communication between the Board and staff, outside of meetings, committees, or planned engagement processes, will be coordinated through the Executive Director or their designate. Directors must respect the management hierarchy and avoid giving direction, seeking privileged information, or making requests that could interfere with staff roles, workloads, or accountability lines.

The Board Chair and Executive Director will foster an environment where information flows appropriately to support the Board's oversight responsibilities while ensuring staff are protected from conflicting or duplicative demands.

Practice

Communication Principles

- The Executive Director serves as the formal link between the Board and all staff.
- The Board communicates collective decisions and requests through the Chair or by Board resolution.
- The Executive Director ensures that staff provide the Board with timely, accurate, and relevant information needed for governance oversight.
- Staff may interact with Directors as subject-matter presenters, advisors to committees, or participants in board-approved processes but do not report to the Board or individual Directors.

Director Expectations

- Directors will not issue instructions, evaluate, or criticize staff directly.
- Inquiries regarding operations, personnel, or specific cases must be directed to the Executive Director.
- Directors who receive unsolicited information or complaints from staff will refer them promptly to the Executive Director or, if necessary, to the Board Chair.
- Directors will not use their position to seek or share confidential information outside of approved governance channels.

Executive Director Responsibilities

- Facilitate appropriate staff access to Board and Committee meetings as needed for reporting or expertise.
- Ensure staff understand the communication protocol and feel safe in bringing governance-related information forward through proper channels.
- Report to the Board any recurring communication issues that may indicate boundary concerns or systemic gaps.

Reliable and Enabling Processes

Principle #3.1 Board Decision-Making

The Board is responsible for making well-informed, timely, and balanced decisions that advance the Society's mission and strategic priorities. Effective decision-making depends on reliable information, open dialogue, and processes that support sound judgment and collective responsibility.

Core Rationale

- The Society exists to serve children, youth, families, and communities, and decisions must reflect their best interests and long-term well-being.
- The quality of Board decisions directly affects organizational outcomes, stakeholder confidence, and public trust.
- Strong governance processes and evidence-based discussions improve the quality, consistency, and transparency of decisions.
- Effective decision-making relies on well-prepared materials, inclusive dialogue, and respect for collective outcomes once decisions are made.
- Decisions should balance opportunity and risk, ensuring innovation and accountability coexist within the Board's fiduciary framework.

3.1.1 Board Decision Making

Policy

Date Approved/Updated: June 23, 2026

The Board will have in place a decision-making process consistent with good governance practice. Directors will exercise independence of mind and apply informed judgment when making decisions on behalf of the organization.

The Board will leverage the diversity of its Directors' knowledge, experience, and perspectives, and will incorporate input from key stakeholders where appropriate. All decisions will be guided by the organization's vision, mission, values, and strategic priorities.

Directors will recuse themselves from any discussion or vote where a real or perceived conflict of interest exists, in accordance with the Conflict-of-Interest guidelines agreed to as part of **1.2.2. Director Duties**.

Practice

Date Approved/Updated: June 23, 2026

The Board of Directors is responsible for making decisions that advance the organization's mission and ensure compliance with its fiduciary and statutory duties.

To do so effectively, the Board applies a decision-making process that is:

- Informed and evidence-based
- Strategic in focus
- Transparent and well-documented
- Grounded in sound governance practice

Good decision-making relies on the clarity of the issue, the quality of information provided, and the time and space for robust discussion.

Decision-Making Channels

Board decisions may occur through various mechanisms depending on urgency, complexity, and confidentiality, including:

- Regularly scheduled Board meetings
- Special or emergency meetings
- Electronic votes (where authorized by the Bylaws)
- Written resolutions circulated via email or secure electronic platform

Regardless of format, all decisions must meet the same standards of documentation, transparency, and due diligence.

Decision-Making Assumptions

The process assumes that:

- The Board focuses on strategic rather than operational issues
- Directors have access to objective, credible, and relevant information
- Multiple options and perspectives are considered
- Decision criteria are clearly stated and understood
- The Board has capacity to monitor and follow up on its decisions

Types of Decision-Making

Recurring Decisions

These are regular or cyclical matters that come before the Board annually or at defined intervals, such as:

- Approval of the operating plan and budget
- Strategic plan review and renewal
- Executive Director evaluation
- Policy or governance framework updates

Because these items recur, Directors typically have greater familiarity with context and implications, allowing for more efficient deliberation.

Non-Recurring Decisions

These are extraordinary matters that require additional deliberation and due diligence. Examples include:

- Major financial crises or borrowing decisions
- Significant changes in legislation or government policy
- Structural or governance reform proposals

Non-recurring decisions often carry higher risk and uncertainty, requiring more comprehensive information and careful analysis.

Informed Decision-Making

The Board seeks informed consensus wherever possible.

Each Director must be given adequate opportunity to review materials and express their views before a decision is made.

The Chair ensures that each decision brought forward to the Board includes a Board Brief or Agenda Item Summary (AIS) that provides:

- A clear statement of Board accountability and purpose
- Key facts, data, and stakeholder perspectives
- Options and analysis of alternatives
- A rationale and recommendation
- An assessment of risks, implications, and alignment with mission, strategy, and policy

If the Board determines that information is insufficient or additional consultation is required, it may defer the decision by majority vote until further data or clarification is available.

Delegation and Reporting Framework

Where background work or analysis is delegated, the delegation of work must specify:

- The body or individual responsible (e.g., Governance Committee, Executive Director)
- The specific deliverables expected
- The criteria for reporting and recommendation back to the Board

All delegated work supporting Board decision-making must be completed using the Delegation and Reporting Template.

Guiding Questions for Decision-Making

To support disciplined, strategic decision-making, the Board will apply a set of guiding questions to assess alignment, risk, urgency, and implications prior to approval.

See **Appendix G** for Delegation and Reporting Template

3.1.2 Strategic Plan & Renewal

Policy

Date Approved/Updated: June 23, 2026

The Board of Directors will approve and have in place a Strategic Plan for the organization that sets out a clear, relevant, and meaningful strategic direction.

The Strategic Plan will articulate a longer-term view of the organization, outlining its strategic intentions, priorities, and desired outcomes, and providing clear direction to guide the Executive Director's operational and resource decisions.

As the governing body, the Board of Directors holds ultimate responsibility for the development, approval, and renewal of the Strategic Plan. Strategic planning is a Board-led process, supported by the Executive Director and, where applicable, the senior management team, and informed by input from key stakeholders.

The Board will set time aside at least annually to review, revise, and renew the Strategic Plan as required, to ensure its continuing relevance to the organization's mandate, context, and emerging challenges and opportunities.

Practice

Date Approved/Updated: June 23, 2026

Strategic Planning Process

The Board of Directors is responsible for ensuring that a viable, forward-looking Strategic Plan is in place at all times. The plan will be redeveloped at least every three (3) years, using current best practices, and may be supported by a third-party facilitator with expertise in governance-level strategic planning.

Under the Board's direction, the Executive Director will initiate and coordinate the planning process, ensuring meaningful engagement of management, the Board, and key community stakeholders. The process will include, at minimum:

- Identification of key stakeholders and their expectations
- Engagement of critical sector, community, and Indigenous partners
- Completion of an environmental scan (P.E.S.T.L.E.)
- Assessment of strengths, weaknesses, opportunities, and threats (S.W.O.T.)
- Program and service evaluation
- Review and reaffirmation of Mission, Vision, and Values
- Development of strategic priorities, objectives, and desired outcomes

The Strategic Plan will reflect multiple dimensions of organizational performance, typically aligned with a Balanced Scorecard framework that considers:

- Service Users
- Stakeholders and Community
- People / Human Resources
- Internal Systems and Processes
- Financial Sustainability

The Board will approve the final Strategic Plan and ensure it is communicated to staff, stakeholders, and the public as an expression of the organization's accountability and direction.

Implementation and Integration

Following approval of the Strategic Plan, the Executive Director will develop an Operational Plan (see 3.1.3 Operating Plan & Budget) that outlines how strategic objectives will be achieved.

The Operational Plan will identify:

- Specific initiatives and activities to advance each strategic objective
- Measurable outcomes and performance indicators (KPIs)
- Anticipated timelines
- Assigned accountability for delivery

The Board will review and approve the Operational Plan annually to ensure alignment with strategic priorities and fiduciary responsibilities.

Monitoring and Reporting

The Executive Director will provide, at minimum, quarterly reports to the Board summarizing progress toward the Strategic Plan's objectives, highlighting achievements, challenges, and any recommended adjustments.

The Board will use these reports to monitor performance, ensure continued alignment with the organization's mission, and evaluate the effectiveness of strategic initiatives.

Strategic Refresh and Renewal

The Board will conduct an annual Strategic Refresh to confirm the continued relevance of the Strategic Plan and adjust priorities as necessary to respond to changing internal or external conditions.

At least every three (3) years, or sooner if required, the Board will lead a comprehensive Strategic Renewal to establish a new plan.

Both the refresh and renewal processes may be supported by an external facilitator but will remain under the authority and leadership of the Board.

3.1.3 Operating Plan & Budget

Policy

Date Approved/Updated: June 23, 2026

The Board will delegate to the Executive Director the responsibility to develop an annual operating plan, budget, and performance metrics that support the Strategic Plan. The Board will approve the performance metrics and the overall financial resource allocation for the organization.

The Board maintains ultimate responsibility for the organization's finances and will approve a balanced budget prior to the start of each fiscal year. The Board will ensure appropriate controls, signing authorities, and borrowing powers are maintained through Board resolution in accordance with the Bylaws.

Practice

Date Approved/Updated: June 23, 2026

This practice outlines the annual cycle, responsibilities, and standards governing the Society's Operating Plan, Budget, and financial management processes.

Annual Operating Plan & Budget Cycle

The operating plan, budget, and performance metrics are presented by the Executive Director to the Board as part of the annual governance cycle. The Board will approve the budget resources and designated reserve fund(s), and the guidelines required to advance the Executive Director's operational plan in support of the Board-approved Strategic Plan.

The Board shall approve a balanced budget prior to the beginning of each fiscal year. If a deficit is projected, it must be explicitly approved by Board resolution following a full analysis of causes and mitigation strategies.

The Executive Director will initiate preparation of the annual operating and capital budgets in consultation with management and ensure alignment with strategic priorities, expected revenues, and funding agreements.

Roles & Responsibilities

- The Executive Director works with staff in setting departmental budget objectives and developing the annual operating plan and budget.
- The Finance & Audit Committee reviews the draft budget, and if appropriate, recommends it to the Board for consideration and approval.
- The Committee will review the Society's designated reserve fund(s), guidelines, and balances, and make recommendations to the Board as required.
- The Committee will conduct quarterly analyses of performance against the budget, as reported by the Executive Director, including explanations of variances and any required corrective actions.
- The Executive Director will monitor variances throughout the fiscal year and report material changes promptly to the Committee and the Board.
- The Executive Director will ensure all statutory filings, remittances, and payments are completed accurately and on time.
- The Finance & Audit Committee will recommend to the Board the appointment of auditors and will review the Management Letter and audit findings annually.

Financial Controls

To safeguard assets, ensure accurate reporting, and reduce the risk of error or misappropriation, the Executive Director will maintain robust internal controls, including:

- Segregation of duties
- Reconciliations and audit trails
- Analytical review and supervision
- Regular testing of controls for effectiveness

Changes to internal control policies must be reviewed and approved by the Finance & Audit Committee.

The Executive Director must report annually to the Committee and Board on the effectiveness of financial controls and any recommended improvements.

Banking Arrangements

Source: Bylaws – Article 5.12

"The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The

banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize."

The Board will ensure that signing authorities are designated for situations resulting in commitments on behalf of the Society. The annual Operating Plan and Capital Equipment Budgets approved by the Board provide the overall framework for authorizing expenditures.

Once these plans are approved, expenditures and commitments may be authorized by the Executive Director or delegated to management, provided they remain within approved limits.

Borrowing or financing arrangements may not be entered into without express Board authorization.

Borrowing Powers

Source: Bylaws – Article 5.11

The Board may authorize borrowing and the granting of security on behalf of the Corporation.

Investment Plan

The Society will adhere to a written investment policy ensuring that current assets in excess of operating cash are invested safely and prudently. The Executive Director is responsible for engaging a Board-approved investment consultant and initiating investment transactions consistent with the Board-approved policy.

The investment policy objectives are to:

1. Protect the principal value of the investment portfolio;
2. Provide sufficient liquidity to meet cash requirements; and
3. Attain a reasonable rate of return consistent with the organization's risk tolerance and funding obligations.

The Finance & Audit Committee will review the investment policy annually and recommend revisions to the Board as appropriate. The Executive Director will provide quarterly investment and income reports to the Committee and the Board.

Executive Director Expense Authorization

Reimbursement for expenses claimed by the Executive Director must be reviewed and approved by the Chair or Chair-Elect of the Board.

3.1.4 Emergency Preparedness Plan

Policy

Date Approved/Updated: June 23, 2026

The Board will approve and maintain an Emergency Preparedness Plan that includes a Business Continuity and Disaster Recovery Plan. Together, these plans will outline how the organization will anticipate, respond to, and recover from catastrophic or disruptive events that jeopardize mission-critical operations, the safety of individuals, or the continuity of essential services.

The Board is responsible for ensuring that the organization has adequate systems, resources, and leadership capacity in place to protect the welfare of clients, staff, volunteers, and assets in the event of a crisis.

Practice

Date Approved/Updated: June 23, 2026

Plan Development and Scope

The Board will work with the Executive Director to develop, approve, and periodically review an Emergency Preparedness Plan (EPP) that addresses all foreseeable risks that could disrupt operations.

The EPP must integrate a Business Continuity and Disaster Recovery component that ensures the rapid restoration of essential functions following an emergency.

At minimum, the EPP will:

- Identify potential emergency and disaster scenarios (e.g., natural disasters, pandemics, cyber incidents, facility disruptions, workplace violence, or critical system failures)
- Establish lines of authority, roles, and responsibilities during emergencies
- Define communication protocols, including internal notifications, external reporting, and media response
- Ensure the protection and recovery of critical data, records, and technology systems
- Include succession and delegation plans for key leadership and decision-making roles
- Outline evacuation, shelter-in-place, and safety procedures for all facilities
- Specify coordination with community partners, emergency services, and funders as required
- Incorporate regular training, testing, and simulation exercises

Governance and Oversight

The Board will:

- Review the Emergency Preparedness Plan annually as part of its oversight of the Principal Risks Framework (See **3.2.2 Principal Risks / ERM**)
- Ensure that risk mitigation, insurance coverage, and crisis-communication protocols are aligned with the organization's overall risk management strategy
- Receive a post-incident report following any activation of the EPP, outlining actions taken, outcomes, and lessons learned

Business Continuity and Disaster Recovery Guide

The Executive Director will maintain an easily referenced Business Continuity and Disaster Recovery Guide to support the timely and effective response to an emergency or disaster, whether medical, disruptive, or hazardous in nature.

The Guide should include:

- Emergency contact lists and resource directories
- Location-specific response procedures
- Data-backup and system-recovery instructions
- Alternate workspace or service-delivery arrangements
- Communication templates and reporting forms

The Guide will be tested and updated regularly to ensure accuracy, accessibility, and readiness.

3.1.5 Executive Director Succession Plan

Policy

Date Approved/Updated: June 23, 2026

The Board will approve and maintain a comprehensive succession strategy and plan for its sole employee, the Executive Director.

This plan will ensure the continuity of capable leadership in both planned and unplanned transitions, protect organizational stability, and maintain public and stakeholder confidence.

The succession plan will include:

- A long-term succession strategy that supports leadership development and readiness within the organization; and
- An emergency transition plan to ensure the continuity of operations in the event of the Executive Director's unexpected incapacity or departure.

The plan will be reviewed and approved by the Board annually and updated as necessary to reflect current context and leadership capacity.

Practice

Date Approved/Updated: June 23, 2026

Purpose and Context

The selection, retention, and replacement of the Executive Director is among the Board's most critical responsibilities. A robust succession strategy protects organizational sustainability by ensuring the Board can act promptly and confidently in any leadership transition scenario.

The Board will link its Executive Director succession strategy with the organization's broader leadership development efforts, while recognizing that the Executive Director position requires unique skills, authority, and accountabilities distinct from all others in the organization.

Key Definitions

Acting Executive Director

A temporary internal appointment made when the Executive Director is unexpectedly unavailable for a short duration, to maintain operational continuity.

Interim Executive Director

A transitional leader (internal or external) appointed with full authority during a vacancy, typically while a formal search is underway.

Succession Strategy

The Board's long-term, principle-based approach to preparing for and managing leadership transitions.

Succession Plan

The operational framework that defines how the succession strategy will be implemented.

Emergency Transition Plan

A component of the succession plan outlining procedures to follow in the event of an unplanned absence or incapacity of the Executive Director

Governance Accountabilities and Objectives

The Board's governance accountability for succession planning falls under asset and risk management. The objective is to mitigate the principal risks of:

- Selecting an underprepared or unsuitable successor
- Failing to ensure operational continuity in the event of an unexpected vacancy
- Losing internal leadership capacity during transitions

The Board's intention is to ensure that internal leadership potential is developed and that viable internal candidates are considered alongside external candidates during any search process.

Roles and Responsibilities

Board of Directors

The Board of Directors is accountable for:

- Developing and approving a comprehensive Executive Director succession strategy and plan
- Reviewing and approving the plan annually

- Ensuring the succession process aligns with organizational leadership development efforts
- Monitoring progress in leadership development and potential successor preparation
- Defining the process and criteria for Executive Director recruitment and selection
- Overseeing any search process (internal or external)
- Selecting and appointing the new Executive Director

The Governance Committee will oversee the background work, annual review, and monitoring of the plan on behalf of the Board.

Executive Director

The Executive Director is responsible for:

- Developing internal leadership capacity through formal development and mentorship programs
- Maintaining accurate and current documentation of key operational policies, procedures, and decision-making frameworks to support continuity
- Identifying and developing potential internal successors
- Ensuring that at least two members of the senior management team are sufficiently familiar with Board and Executive Director issues to enable temporary coverage in the event of an emergency

Guiding Governance Principles

Ultimate Accountability

The Board is accountable for all aspects of the organization, including ensuring capable executive leadership at all times.

Organizational Sustainability

The Board must ensure that the Executive Director role remains effective, supported, and sustainable.

Executive Director as Sole Employee of the Board

The Executive Director reports directly and exclusively to the Board, which is responsible for recruitment, performance management, and succession.

Risk Mitigation

The Board must actively manage the risks associated with (1) delegation, (2) the Executive Director's capacity, and (3) the stability of the role.

Components of the Executive Director Succession Plan

A. Long-Term Succession Strategy

The Board will:

- Identify the leadership attributes, competencies, and experience required for the Executive Director role, aligned with strategic priorities and organizational culture
- Regularly assess potential internal candidates against these criteria
- Ensure professional development opportunities are provided to strengthen the leadership pipeline
- Determine, in advance, whether the Board's preference in a future transition is to prioritize internal or external candidates (recognizing that both options may be evaluated)

B. Emergency Transition Plan

The Board will maintain a written emergency transition plan outlining procedures in the event of the Executive Director's sudden unavailability due to illness, resignation, or other unforeseen circumstances.

The plan will:

- Identify who has authority to appoint an Acting Executive Director
- Define short-term (≤30 days), medium-term (30–90 days), and long-term (>90 days) coverage arrangements
- Specify limits of authority for the Acting or Interim Executive Director
- Outline communication protocols to staff, funders, and community partners within 48 hours
- Establish compensation and support provisions for any Acting or Interim appointment
- Require the Board to meet promptly to confirm or modify the interim leadership arrangements.

Preparedness and Review

The Board will ensure that:

- The Executive Director Succession Plan and Emergency Transition Plan are reviewed and approved annually
- The plans are updated to reflect changes in leadership capacity, context, or risk environment
- A copy of the current plan is maintained securely and accessible to the Board Chair, Chair-Elect, and Executive Director
-

Relationship to Management Succession

The Executive Director Succession Plan addresses the leadership continuity of the Executive Director - the Board's sole employee.

The Management Succession Plan, which addresses the continuity of other senior roles, remains an *operational responsibility* under the authority of the Executive Director. The Board does not approve or administer management-level succession plans, but it will receive assurance through regular reporting that leadership continuity risks are being managed appropriately across the organization.

See **Appendix I** for Executive Director Succession & Emergency Transition Plan

Principle #3.2 Board Monitoring

The Board is responsible for monitoring the organization's performance, compliance, and risk in a balanced and integrated way. Through this stewardship function, the Board safeguards the Society's assets, reputation, and mandate while enabling adaptability and resilience.

Core Rational

- Stakeholders expect the Board to track and report on progress toward strategic, financial, and operational outcomes.
- Responsible monitoring requires accurate, timely, and transparent reporting systems.
- Oversight must include both risk management and risk stewardship (the Board's role in defining, reviewing, and guiding the organization's risk posture).
- The Board fulfills this duty through structured monitoring of performance dashboards, risk registers, compliance reports, and strategic plan scorecards.
- Transparent monitoring strengthens accountability, informs decision-making, and enhances stakeholder confidence in the Society's governance.

3.2.1 Organizational Compliance

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure that the Children's Aid Society of the District of Nipissing and Parry Sound operates legally, ethically, and in compliance with all statutory, regulatory, and contractual obligations at all times.

The Board will ensure that:

- Legal, regulatory, and compliance records are properly prepared, approved, and maintained
- Compliance monitoring systems are in place and functioning effectively
- Any breaches or potential non-compliance are reported promptly to the Board with appropriate corrective actions identified

Practice

Date Approved/Updated: June 23, 2026

Board Oversight of Compliance

The Board is ultimately accountable for ensuring the organization's ongoing legal and regulatory compliance. This oversight is achieved through systematic monitoring and reporting mechanisms, including the Board Dashboard and Balanced Scorecard framework, which together provide an integrated view of the organization's compliance, risk, and performance profile. Compliance oversight also includes the responsible use of artificial intelligence and data-driven tools, including privacy, cybersecurity, and emerging regulatory requirements.

Board Dashboard and Balanced Scorecard Framework

The Board Dashboard provides a structured mechanism for the Board to monitor the organization's progress against key governance accountabilities. It is designed around a Balanced Scorecard approach that ensures oversight is maintained across five perspectives:

1. **Primary Users** – children, youth, and families served
2. **Stakeholders** – foster parents, volunteers, Indigenous communities, funders, and community partners
3. **People** – internal human resources including the Executive Director, staff, and volunteers
4. **Internal Processes and Systems** – governance and operational systems, information security, and service delivery processes
5. **Financial Stewardship** – financial resources, sustainability, and compliance with funding agreements

The Dashboard provides the Board with a concise, visual summary of organizational status in five corresponding components:

1. Compliance – legal and regulatory requirements
2. Principal Risks – key organizational risks identified by the Board and Executive Director
3. Strategic Priorities – progress on Board-approved strategic objectives
4. Executive Director Performance – achievement of goals and expectations aligned to strategic priorities
5. Board Priorities – the Board's own governance goals and improvement plan

Compliance Monitoring

The Compliance component of the Dashboard lists all statutory, contractual, and regulatory requirements applicable to the Society, including timelines and assurance mechanisms.

- The Board delegates day-to-day compliance management to the Executive Director, who is responsible for ensuring that all obligations are met and reported.
- The Board retains ultimate accountability and receives regular compliance reports through the Risk & Compliance Committee.
- The Committee will annually review the organization's compliance register and confirm that monitoring systems remain current and complete.

Monitoring and Reporting

Each Dashboard component includes measurable indicators, timelines, and accountabilities. Items are reviewed quarterly, and discussion at the Board focuses primarily on those not tracking on target.

Compliance updates will include:

- Legislative, regulatory, or funding changes that impact obligations
- Reports of any actual or potential non-compliance, including corrective actions; and
- Annual assurance of compliance with the *Child, Youth and Family Services Act*, the *Ontario Not-for-Profit Corporations Act*, the *Occupational Health and Safety Act*, privacy legislation, any other applicable legislation, and all contractual obligations.

Integration with Risk and Performance Oversight

Organizational compliance forms one dimension of the Board's overall monitoring framework, alongside risk management (3.2.2 Principal Risks and Enterprise Risk Management) and performance measurement (3.2.3 Organizational Performance). Together, these sections ensure the Board maintains a holistic, evidence-based view of the organization's health, sustainability, and alignment to its statutory mandate.

See **Appendix J** for Board Dashboard & Balanced Scorecard Reference Guide

3.2.2 Principal Risks and Enterprise Risk Management

Policy

Date Approved/Updated:

The Board is accountable for the oversight of the Children's Aid Society of the District of Nipissing and Parry Sound's risk management practices.

The Board will establish clear and reasonable definitions of risk tolerance to guide decision-making and ensure that the Society maintains a reliable, organization-wide Enterprise Risk Management (ERM) framework.

Implementation of risk management practices is delegated to the Executive Director, with monitoring and assurance provided primarily through the Risk & Compliance Committee. Each Board Committee's Terms of Reference will identify its risk oversight responsibilities within its mandate.

As part of the annual strategic planning (or "strategic refresh") cycle, the Board will review the Society's principal risks, risk tolerance statements, and mitigation strategies, adjusting policies or practices as needed to avoid, transfer, mitigate, or accept risk.

The Board will apply an equity, safety, and inclusion lens to all aspects of risk identification, assessment, and response, recognizing that risks and mitigation strategies may affect clients, staff, and communities differently.

Risk oversight will be integrated into the Board's annual governance cycle and reflected in the **Balanced Scorecard and Board Dashboard (Appendix J).**

Practice

Date Approved/Updated: June 23, 2026

This Practice outlines how the Board, through its committees and the Executive Director, ensures systematic, enterprise-wide risk management across the Society.

Definitions

Risk: The possibility that an event or condition will adversely affect the organization's ability to achieve its objectives.

Risk Assessment: The process of identifying, analyzing, and prioritizing risks based on likelihood and impact.

Risk Register: A central record of identified risks with details on category, rating, owner, mitigation strategy, and current status.

Risk Matrix: A likelihood × impact grid used to assess severity and set escalation thresholds.

Principal Risks: Risks rated *High* or *Extreme* on the Risk Matrix that require Board-level monitoring and documented mitigation plans.

Enterprise Risk Management (ERM): A structured, organization-wide process for identifying, assessing, responding to, and monitoring risks that could affect strategic objectives.

Roles and Accountability

Board of Directors:

- Owns this policy and sets the Society's overall risk tolerance.
- Approves the ERM framework and escalation thresholds.
- Receives principal-risk reporting each Board meeting and reviews the full risk profile annually.

Risk & Compliance Committee:

- Oversees ERM operation and integration with financial, compliance, and audit functions.
- Reviews the Risk Register and Matrix quarterly for scoring accuracy, mitigation progress, and emerging risks.
- Reports quarterly to the Board.

Executive Director:

- Implements ERM across all departments.
- Maintains the Risk Register and Matrix; prepares risk analyses for Board and committee reports.
- Ensures risk considerations are included in all Agenda Item Summaries (AIS) requiring Board decisions.

Committees & Senior Leadership Team (SLT):

- Continuously scan for emerging risks within their mandate.
- Identify, assess, and recommend mitigation strategies.
- Ensure timely reporting to the Risk & Compliance Committee and Board.

Risk Capacity and Tolerance

The Society recognizes that a well-resourced organization, with stable finances, competent leadership, and robust systems, is best positioned to innovate and withstand setbacks.

The Board will review risk tolerance annually as part of the strategic refresh to ensure it remains aligned with organizational capacity.

Areas that define the Society's risk capacity include:

- Financial stability and reserve adequacy
- Client safety and service quality
- Organizational reputation and credibility
- Competence of staff, volunteers, and leadership
- Reliability and security of information systems.

The Board understands that reasonable risk is inherent in innovation. Proposals with substantial financial or reputational implications must include a documented risk assessment in the AIS, outlining:

- Description of risks
- Probability and impact evaluation
- Mitigation or response plan (avoid / transfer / mitigate / accept)
- Alternatives considered
- Worst-case scenario and key uncertainties

Risk Categories

The Board will use the following categories as a framework for identifying, assessing, and monitoring risk:

- **Compliance Risk:** Violation of statutory, regulatory, or funding requirements.
- **External Risk:** Loss of relevance, community support, or adaptability to economic, demographic, or environmental changes.
- **Financial Risk:** Fraud, funding shortfalls, or inadequate financial controls.
- **Governance Risk:** Ineffective oversight, unclear delegation, or inadequate crisis response.
- **Cybersecurity and Information Risk:** Unauthorized access, data loss, technology failures, or risks arising from the use of artificial intelligence and data-driven tools, including privacy, reliability, and potential impacts on service decisions and organizational reputation.
- **Crisis and Continuity Risk:** Disruptions threatening ongoing operations.
- **Operational / Program Risk:** Service failures, resource misuse, or project underperformance.
- **Reputation Risk:** Damage to public trust or stakeholder relationships.
- **Strategic Risk:** Failure to align programs, priorities, or resources with strategic objectives.

The Risk & Compliance Committee may recommend refinements or sub-categories for Board approval. All changes must be reflected consistently across the Risk Register, Matrix, and governance dashboard.

Enterprise Risk Management Practices

The Society's ERM process operates as a continuous cycle:

1. Identify – Ongoing environmental scanning by the Board, Committees, and SLT; emerging risks captured in the Risk Register.

2. Assess – Rate each risk's likelihood and impact; update scoring and ownership during the strategic refresh.

3. Respond – Determine the response:

- Avoid – do not engage in the activity
- Transfer – insure or share risk contractually
- Mitigate – introduce controls to reduce likelihood or impact
- Accept – monitor low-probability, low-impact risks

4. Assign – Each risk must have a named owner (Board committee and/or staff lead).

5. Monitor – Quarterly Risk & Compliance Committee review of the Register and Matrix; dashboard updates each Board meeting.

6. Escalate – High or Extreme risks are flagged as principal risks for Board monitoring and require documented response plans.

7. Assure – Risk & Compliance Committee may commission audits or deep-dives (e.g., cybersecurity, funding concentration, program continuity).

8. Improve – Annual strategic refresh to recalibrate risk categories, scoring, and mitigation progress.

(See **Appendix K** – Enterprise Risk Management Tools for templates, Matrix, and reporting formats.)

Crisis Management

If a significant incident occurs that may include loss of life, legal action, financial malfeasance, or reputational harm:

- The Executive Director will immediately notify the Board Chair.
- The Chair may convene the Officers or an ad hoc Crisis Response Committee to determine next steps.
- An emergency Board meeting will be called at the earliest opportunity.
- Where conflicts exist, alternate Directors may be appointed to ensure impartiality.

All crisis events and responses will be reviewed by the Risk & Compliance Committee within 60 days to confirm lessons learned and corrective actions implemented.

Third Party and Legal Risk Management

- The Society will maintain standing relationships with one or more qualified law firms.
- Only the Chair, Chair-Elect, or a Director designated by the Board may engage external counsel on behalf of the Board.
- All legal advice requested and received will be documented and retained for Board reference.
- When engaging any external advisor, independence, confidentiality, and cost-effectiveness must be maintained.

Post Crisis Review

Following a crisis or critical incident, the Board will conduct a formal post-crisis review to evaluate response effectiveness and identify governance improvements. The review will address:

- Timeliness and accuracy of information flow
- Appropriateness of the Board's involvement and decisions
- Effectiveness of internal and external communications
- Opportunities to strengthen risk identification and mitigation systems

A written report by the Chair will summarize findings and recommendations, to be attached to the next Board meeting minutes.

Lessons learned will inform the next strategic refresh and updates to the Risk Register.

See Appendix J – Board Dashboard & Balanced Scorecard

See Appendix K – Enterprise Risk Management Tools

3.2.3 Organizational Performance

Policy

Date Approved/Updated: June 23, 2026

The Board will establish and monitor the organization's performance goals through its approved Strategic Plan, Operating Plan, and annual budget.

Performance expectations will be comprehensive and measurable across the Balanced Scorecard dimensions, which may include:

- Clients / Service Users
- Stakeholders and Community Partners
- People / Human Resources
- Internal Systems and Processes
- Financial Sustainability

The Board will ensure that:

- Performance progress is monitored and reported regularly using reliable data and indicators

- Results are evaluated in context of the Society's mission, strategic priorities, and risk tolerance
- Financial results are reported fairly, in accordance with Generally Accepted Accounting Principles (GAAP)
- Disclosure of key performance and financial results is clear, transparent, and accessible to stakeholders

The Board will apply an equity lens to organizational performance oversight, ensuring that performance goals and reporting reflect the diverse experiences and needs of the children, youth, families, and communities served.

Practice

Date Approved/Updated: June 23, 2026

Performance against established targets, as defined in the Strategic Plan, Operating Plan, and Balanced Scorecard, will be tracked by the Executive Director and reviewed by the Board at each regular meeting.

- The Executive Director will provide the Board Dashboard summarizing key performance indicators, trends, and variances, integrated with compliance and principal risk reporting.
- The Finance & Audit Committee will review financial performance quarterly and report findings to the Board.
- When a metric is off target for two or more consecutive reporting periods, the Executive Director will provide a variance explanation, risk linkage, and corrective-action plan.
- The Board will review the overall performance framework annually as part of the strategic refresh to confirm that metrics remain relevant, balanced, and aligned with strategic and operational realities.
- Where artificial intelligence or data-driven tools are used to support service delivery or operational functions, the Executive Director will report on their effectiveness, safeguards, and alignment with performance expectations.

The Board ensures that all financial and performance data are reported fairly and accurately by constructively questioning reports and analyses presented by the Executive Director. Where appropriate, the Board will request independent assurance or third-party validation to verify the integrity of reported information.

See also **Appendix J** – Board Dashboard and Balanced Scorecard Reference Guide

3.2.4 Audit Function

Policy

Date Approved/Updated: June 23, 2026

The Board of Directors will ensure that an independent and objective audit function is maintained to provide assurance regarding the accuracy, fairness, and integrity of the Society's financial reporting and internal controls.

The audit function exists to support the Board and is a core component of the Board's fiduciary and accountability responsibilities. The Board will maintain clear separation between management's operational financial duties and the Board's independent audit oversight function.

The Board will:

- Recommend the appointment of an external auditor, licensed in Ontario, to the Members for approval at each Annual General Meeting
- Ensure the auditor is independent of the Society, its Directors, Officers, and employees
- Oversee the Finance & Audit Committee, which is responsible for monitoring audit activities, financial integrity, and internal control systems
- Ensure that the process for reviewing, evaluating, and selecting the auditor meets required standards and best practices, including periodic market review at least every five (5) years

Practice

Date Approved/Updated: June 23, 2026

Annual Audit Engagement

The Auditor shall be appointed annually by the Members at the Annual General Meeting until the next Annual General Meeting. The Auditor will prepare audited financial statements in accordance with generally accepted accounting principles and provide a management letter to the Board.

The Society's approved auditors will meet with the Finance & Audit Committee prior to fiscal year-end to present an Audit Service Plan that outlines the approach, scope, and timeline for the annual audit.

The Audit Service Plan will include:

- Executive Summary
- Risk-based audit approach
- Audit scope and methodology
- Audit fees
- Engagement letter
- Relevant standards or updates

The auditor will have unrestricted access to all financial records, contracts, and supporting documentation necessary to complete the audit.

Finance & Audit Committee Oversight

The Finance & Audit Committee is established to support the Board in overseeing the integrity of the Society's financial reporting, internal controls, and audit process.

The Committee will:

- Review and recommend the annual Audit Service Plan for Board approval

- Meet privately with the auditor, without management present, at least once annually to discuss findings or concerns
- Review the draft audited financial statements and management letter prior to submission to the Board
- Monitor management's implementation of recommendations arising from the audit
- Evaluate the performance and independence of the auditor annually
- Lead a Request for Proposal (RFP) process for audit services at least once every five (5) years

Board Oversight and Member Approval

At the close of each fiscal year and prior to the Annual General Meeting, the Board of Directors will:

- Review and approve the audited financial statements
- Receive and review the auditor's report and management letter, along with management's response and action plan
- Ensure the auditor's recommendations are addressed in a timely and appropriate manner
- Recommend the appointment and remuneration of the auditor to the Members at the Annual General Meeting

Audit procedures must be applied to all transactions, accounts, and contractual obligations of the Society during, before, and after the fiscal period.

Independence and Objectivity

The auditor must not be:

- Director, Officer, or employee of the Society
- A spouse, partner, or employer of a Director, Officer, or employee
- Engaged in any relationship that could compromise independence or objectivity

Continuous Improvement and Follow-Up

Audit outcomes, including control deficiencies or recommendations from the management letter, will be tracked by the Finance & Audit Committee and included in the Board's governance dashboard.

Significant audit findings, unresolved issues, or deviations from accepted standards will be escalated promptly to the full Board.

Management must provide periodic updates to the Finance & Audit Committee on the status of corrective actions.

Periodic Audit Review

As a best practice, at minimum every five (5) years, the Board, through the Finance & Audit Committee, will conduct a comprehensive review of audit services, including performance, independence, and value, to determine whether to initiate a competitive Request for Proposal (RFP) process.

3.2.5 Executive Director Performance

Policy

Date Approved/Updated: June 23, 2026

The Board will maintain a clear, structured, and fair performance management process for the Executive Director. This process will ensure that expectations are documented, performance is evaluated annually, development is supported, and compensation is aligned with results and market standards.

The Executive Director is the sole employee of the Board and is accountable for the efficient and effective leadership of the Society in accordance with strategic and operational priorities.

The Board will:

- Maintain a written employment agreement with the Executive Director
- Maintain an up-to-date job description, reviewed and renewed annually
- Establish and document performance expectations for the Executive Director
- Formally evaluate the Executive Director on an annual basis
- Ensure the Executive Director's compensation reflects their performance, market benchmarking, and the Society's organizational context

Practice

Date Approved/Updated: June 23, 2026

Guiding Principles

The Executive Director position is fundamental to the Society's stability and success. The relationship between the Board and the Executive Director must be grounded in clarity, respect, and accountability.

To ensure sustainable leadership, the Board will:

- Establish clear, measurable performance expectations
- Provide regular and constructive feedback
- Support professional development and succession
- Ensure fair, competitive, and performance-linked compensation

Accountability and Scope

The Executive Director is the sole employee of the Board. All other staff report, directly or indirectly, to the Executive Director.

While the Governance Committee or other Board Committee or Sub-Committee may be delegated aspects of Executive Director Performance the full Board retains responsibility for assessing performance and approving compensation decisions.

Employment Terms and Position Description

The Board will maintain a written employment agreement and a detailed, current job description for the Executive Director. This will outline delegated authority, leadership responsibilities, and key accountabilities. Both documents will be reviewed annually.

Annual Performance Evaluation

The Executive Director will be evaluated annually using a structured, evidence-based process. When appropriate, the Board may engage an independent facilitator to ensure objectivity and confidentiality.

The evaluation will assess:

a) “What” Performance – achievement of the organization’s objectives, strategic priorities, and operational outcomes.

b) “How” Performance – leadership, management, collaboration, and communication behaviours.

c) Progress against specific objectives or development areas identified in the prior year’s evaluation.

Inputs include:

- Executive Director self-assessment
- Feedback from all members of the Board
- Feedback from direct reports (at the Board’s discretion)

A summary report will be prepared for the Board Chair. The Executive Director will have the opportunity to provide a written response and development plan.

The full Board will review the evaluation in-camera, determine the overall performance rating, identify development priorities, and approve any compensation adjustments in accordance with the Society’s Compensation Framework.

The Chair and Chair-Elect will then meet with the Executive Director to review the results, confirm expectations for the upcoming year, and provide a formal summary letter documenting outcomes and any adjustments. All documentation will be maintained in the Executive Director’s confidential file.

Performance Objectives and Expectations

As part of the annual evaluation process, the Board will review and update the Executive Director’s performance objectives to ensure alignment with:

- The Strategic Plan and annual priorities
- The Balanced Scorecard

- Current governance or organizational goals

Objectives will address both quantitative (what) and qualitative (how) performance dimensions and incorporate any leadership or development goals identified during the prior year's review.

The updated objectives and job description will be provided to the Executive Director during the annual performance meeting.

Mid-Year Check-In

A mid-year progress meeting between the Chair, Chair-Elect and the Executive Director will provide an opportunity to:

- Review progress against strategic and performance objectives
- Discuss emerging risks or organizational challenges
- Identify any required course corrections or supports

Documentation

- The Chair will prepare a brief written summary of the discussion, including key progress highlights, agreed adjustments, and any follow-up actions.
- This record will be shared in-camera with the full Board for information and will be filed in the Executive Director's confidential personnel file.
- The mid-year summary will be referenced during the subsequent annual performance evaluation to support continuity and accuracy of assessment.

Annual Compensation Review

Following the completion of the annual evaluation, the Board will determine any adjustments to the Executive Director's compensation, taking into account:

- Evaluation results
- Economic and market conditions
- CASNPS' financial context

Compensation Components

- Base Pay: Annual cost-of-living and/or merit adjustments tied to performance.
- Incentive Plans: Determined by achievement of specific strategic and organizational metrics.
- Benefits: Reviewed annually for fairness and competitiveness.
- Perquisites: Confirmed annually for alignment with sector norms and organizational policy.

Compensation Framework Review

Every three (3) years, the Board will commission a market-based compensation review using credible third-party benchmarks to ensure fairness, competitiveness, and alignment with the Society's fiscal context.

Based on the review, the Governance Committee will bring forward recommendations regarding compensation philosophy and framework for Board approval.

Ongoing Monitoring

In addition to the annual evaluation, the Executive Director will continue to provide regular reports to the Board on key performance areas aligned with strategic and operational plans.

The Board may adjust reporting frequency or content as needed to support effective oversight without imposing undue administrative burden.

See **Appendix L** for an Example of Performance Assessment Plan & Schedule

See **Appendix M** for Sample Executive Director Compensation Framework

3.2.6 Board Performance

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure there is a structured and ongoing process for assessing its own performance against accepted governance standards.

The Board will establish and annually review measurable governance goals that are distinct from the organization's operational and strategic goals. These Board goals will:

- Align with the organization's strategic priorities
- Strengthen governance systems and relationships
- Reinforce the Board's accountability to service users, funders, and the community

The Board will regularly monitor progress toward these governance goals and use results to improve its collective performance and impact.

Practice

Date Approved/Updated: June 23, 2026

The Board is committed to continuous governance improvement and will undertake performance assessments annually across the following areas:

1. Whole Board – Assessment against the Board's governance standards and responsibilities.
2. Individual Directors – Assessment against Director performance expectations and fiduciary obligations.
3. Board Chair – Assessment of leadership effectiveness, meeting management, and relationship stewardship.
4. Committees – Assessment of mandate fulfillment, reporting, and meeting effectiveness.
5. Board and Committee Meetings – Evaluation of meeting structure, quality of discussion, and decision-making discipline.

Results from these assessments will be analyzed by the Governance Committee (or a subcommittee it establishes) to identify patterns, priorities for development, and systemic improvements.

Work Plan Development

Findings from performance evaluations will inform the Board Work Plan, which outlines the governance improvement activities, training, and priorities for the coming year. The Governance Committee will coordinate this work plan and report progress to the Board quarterly.

External Governance Evaluation

An independent governance audit will be conducted at least every three (3) years to benchmark the Board's performance against sector standards and best practice frameworks. The findings will be used to update the Board's assessment tools and to refine governance policies and practices.

Integration with Learning and Development

Individual and collective evaluation results will inform the Board's professional development plan. Identified learning needs will be addressed through annual orientation updates, workshops, and/or facilitated sessions.

Confidentiality and Documentation

All evaluation materials will be treated as confidential and retained in accordance with the Society's records management and privacy policies. Aggregated results may be shared internally to support transparency and collective learning.

See Appendix N for Governance Assessment Performance Standards

3.2.7 Artificial Intelligence and Data-Driven Tools

Policy

Date Approved/Updated: June 23, 2026

The Board will oversee the responsible use of artificial intelligence (AI), machine learning, and other data-driven tools to ensure that these technologies support the Society's mission, values, and strategic priorities.

The Board will ensure that:

- The use of AI and data-driven tools respects privacy, confidentiality, and applicable legislation and regulatory requirements.
- Decisions that affect children, youth, families, staff, volunteers, and foster parents remain subject to accountable human judgment.
- AI-related risks and opportunities are identified, assessed, and monitored as part of the Society's Enterprise Risk Management framework.

- The use of AI reflects the Society's commitments to equity, inclusion, cultural safety, and trauma-informed practice.
- The Society's reputation, integrity, and public trust are protected in all AI-related activities.

Practice

Date Approved/Updated: June 23, 2026

The Board is accountable for the oversight of AI and data-driven tools that may affect the Society's services, operations, privacy, and risk profile. Oversight will be exercised through existing monitoring structures, including the Enterprise Risk Management framework, the Board Dashboard, and regular reporting from the Executive Director.

AI-related risks and activities will be integrated into the Board's oversight of compliance (3.2.1), principal risks (3.2.2), and organizational performance (3.2.3), rather than managed as a separate or standalone process.

Roles and Responsibilities

Board of Directors

The Board will:

- Approve this Policy and any material changes related to the governance of AI and data-driven tools.
- Set expectations for responsible and ethical use of AI, including privacy, safety, fairness, and transparency.
- Approve any use of AI that may materially influence service access, eligibility, risk or safety assessments, or other activities with significant legal or ethical implications.
- Receive periodic reporting on AI-related risks, safeguards, incidents, and planned applications.

Risk & Compliance Committee

The Risk & Compliance Committee will:

- Oversee the integration of AI-related risks into the Society's Enterprise Risk Management framework.
- Review AI-related risk reporting, including privacy, cybersecurity, and data-governance considerations.
- Report to the Board on AI-related risk trends, mitigation strategies, and any significant incidents.

Governance Committee

The Governance Committee will:

- Periodically review this Policy and recommend updates to reflect emerging standards, legislation, and sector expectations.

- Consider the implications of AI for governance practices, Director education, and Board information needs.

Executive Director

The Executive Director will:

- Implement the Board's expectations for the safe, ethical, and compliant use of AI and data-driven tools.
- Develop and maintain internal policies and procedures governing staff use of AI, including an AI Acceptable Use Policy.
- Ensure that AI tools and vendors meet privacy, security, contractual, and regulatory requirements.
- Ensure that personal, confidential, or sensitive information is not used in AI systems unless appropriate safeguards and permissions are in place.
- Provide staff with guidance and training on responsible AI use.
- Monitor compliance with internal AI-related policies and address any breaches or misuse.

Monitoring and Reporting

The Executive Director will provide regular updates to the Board, through the Risk & Compliance Committee or directly as appropriate, on:

- Current and planned uses of AI and data-driven tools across the Society.
- AI-related risks, controls, and mitigation strategies, including privacy and cybersecurity considerations.
- Any incidents, breaches, complaints, or emerging concerns arising from AI use.
- The effectiveness of internal AI-related policies, procedures, and staff training.

Material AI-related risks or incidents that could affect client safety, privacy, service continuity, legal compliance, or the Society's reputation will be reported promptly to the Board Chair and to the Board at the earliest opportunity.

Organizational Sustainability and Culture

Principle #4.1 Organizational Sustainability

Long-term organizational sustainability depends on cultivating a culture that is open, transparent, collaborative, and forward-looking. The Board, in partnership with the Executive Director, is responsible for setting the tone for the Society's culture; one that reflects trust, respect, accountability, and a shared commitment to excellence.

Core Rationale

- The Society exists to serve children, youth, and families, and a healthy culture ensures that this purpose remains central to all decisions and behaviours.

- A culture of client- and community-centered service reinforces the Society's relevance, reputation, and impact.
- The Board and Executive Director model integrity, inclusion, and continuous learning, which strengthens morale and organizational performance.
- Open dialogue and constructive challenge within the Boardroom lead to better decisions and stronger strategic alignment.
- Regular reflection on the Society's values, relationships, and practices ensures that governance remains proactive and resilient amid change.
- Making time for generative and strategic discussion enhances foresight and helps the Society anticipate and adapt to its external environment.

4.1.1 Child, Youth and Family Focused

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure that all governance decisions, policies, and monitoring structures, processes, and activities are centered on the well-being of children, youth, and families.

The Board will ensure that the organization's vision, mission, and strategic priorities reflect a child, youth, and family-focused approach consistent with the *Child, Youth and Family Services Act (CYFSA)* and sector standards of practice.

All Board decisions will consider the potential impact on service users, and the Board will use this lens when setting strategic priorities, assessing performance, and managing risk.

Practice

Date Approved/Updated: June 23, 2026

The Board will:

- Embed a child, youth, and family focus into its strategic planning, risk oversight, and performance monitoring processes to ensure that governance decisions support positive outcomes for those served.
- Engage and consult appropriately with children, youth, families, and caregivers during the strategic planning process to ensure their needs, perspectives, and lived experiences inform organizational priorities and decision-making.
- Review, at least annually, data and outcome indicators that reflect the well-being, safety, and long-term stability of children, youth, and families as part of the organization's Balanced Scorecard and governance dashboard.
- Ensure that communication of the Society's results, particularly those that demonstrate outcomes for children, youth, and families, is transparent, accessible, and shared through appropriate channels (e.g., annual reports, community updates).
- Promote a governance culture that respects the voices and rights of children and youth, and that values family and community partnerships as essential to sustainable outcomes.

The outcomes achieved in relation to strategic priorities will be communicated annually through appropriate communication channels, ensuring accountability to children, youth, families, and the community at large.

4.1.2 Diversity, Equity and Inclusion

Policy

Date Approved/Updated: June 23, 2026

The Children's Aid Society of the District of Nipissing and Parry Sound is committed to fostering an inclusive, equitable, and accessible environment in which diversity, equity, inclusion, and accessibility (DEIA) are integral to all aspects of governance, operations, and service delivery.

The Board recognizes that systemic and structural barriers have historically disadvantaged and continue to impact marginalized communities, including Indigenous, Black, racialized, and LGBTQ2S+ peoples, persons with disabilities, and other equity-deserving groups.

The Board is responsible for ensuring that the Society's governance practices, leadership composition, and decision-making reflect these principles and uphold the *Ontario Human Rights Code*, the *Accessibility for Ontarians with Disabilities Act (AODA)*, and *the Child, Youth and Family Services Act (CYFSA)*.

The Board will demonstrate leadership in building an organization and culture where all individuals (including Directors, staff, volunteers, children, youth, and families) are treated with dignity and respect, and where policies, decisions, and outcomes reflect an anti-oppressive, anti-racist, and trauma-informed approach.

Practice

Date Approved/Updated: June 23, 2026

To uphold the Society's DEI policy, the Board integrates equity, inclusion, and accessibility principles into its governance processes. This includes how the Board sets priorities, structures decision-making, and monitors outcomes. The Society's DEI approach emphasizes practical actions, measurable progress, and continuous learning across all levels of governance and operations.

Governance Responsibilities

The Board will:

- Apply an equity and inclusion lens when developing or reviewing policies, making decisions, and assessing organizational performance and risk.
- Ensure that Board composition reflects the diversity of the communities served, including attention to cultural, linguistic, and experiential representation.
- Oversee the development of anti-racism, anti-oppression, and accessibility plans, monitoring progress annually and ensuring alignment with legislative and sector standards.

- Ensure that strategic and operational priorities reflect the voices, needs, and aspirations of diverse children, youth, families, and communities.
- Require that the Society's policies and practices promote cultural safety and belonging for Indigenous, Black, racialized, 2SLGBTQIA+, and equity-deserving groups.
- Support training and education for Board and staff to strengthen awareness, allyship, and understanding of systemic inequities.

Monitoring and Accountability

- The Governance Committee will oversee the integration of DEI within the Board's governance practices, including recruitment, onboarding, policy review, and committee mandates.
- The Executive Director will report annually to the Board on progress toward DEI goals, key performance indicators, and any identified barriers to inclusion.
- The Board will review DEI progress as part of its annual strategic refresh and governance performance assessment to ensure accountability and continuous improvement.

Commitment to Continuous Improvement

The Board recognizes that equity and inclusion require sustained attention and adaptation. Accordingly, this policy will be reviewed annually, informed by community feedback, staff and client experience, and evolving best practices in anti-oppressive and inclusive governance.

4.1.3 Stakeholders

Policy

Date Approved/Updated: June 23, 2026

The Board will ensure that the Society identifies and understands the key stakeholders who influence its success, and that it maintains constructive, transparent, and accountable relationships with them.

The Board will ensure that its decisions and strategies consider the perspectives and interests of stakeholders, particularly those of children, youth, and families served. The Board will regularly seek stakeholder input to inform governance decisions and enhance public trust.

Practice

Date Approved/Updated: June 23, 2026

The Society will maintain an up-to-date record of key stakeholder groups, including but not limited to:

- Children, youth, and families served
- Indigenous communities and partners
- Volunteers and foster caregivers
- Staff and leadership

- Funders and government partners
- Community and sector organizations
- The general public and media

The Executive Director will develop and maintain a Stakeholder Engagement Strategy that identifies:

- The influence and impact of each stakeholder group
- The nature of the Society's relationship with each group
- The communication and engagement methods appropriate for each

As part of the Board's governance responsibilities, the Board and Executive Director will periodically review the Society's stakeholder map and relationship strategies using the following process:

1. Calibrate key relationships – the Executive Director will present an analysis of the organization's most significant stakeholder relationships.
2. Identify priority relationships – the Board will identify which relationships are most critical to the Society's strategic and operational success over the next 12–18 months.
3. Define relationship objectives – for each priority stakeholder, the Board and Executive Director will determine the desired outcome or objective of the relationship.
4. Determine supporting actions – specific actions to advance or strengthen each relationship will be identified and delegated to either the Executive Director (operational) or the Board (governance).
5. Monitor and adjust – the Board will review progress as part of its regular performance monitoring cycle and update actions as needed.

The Board will communicate key strategic outcomes and organizational results to stakeholders annually, using appropriate communication methods and ensuring alignment with the Society's Strategic Plan and public accountability obligations.

4.1.4 Stakeholder Relationship & Engagement

Policy

Date Approved/Updated: June 23, 2026

The Board and its Directors will foster open, inclusive, and transparent relationships with service users, staff, and external stakeholders. The Board values constructive dialogue and collaboration, ensuring that stakeholder engagement informs governance decision-making and supports the Society's Strategic Plan.

The Board will maintain a culture of respectful communication and integrity in all stakeholder interactions.

Practice

Date Approved/Updated: June 23, 2026

The Executive Director is responsible for ensuring effective external relations, consistent with the Board's policies and the organization's mission. Accordingly, the Executive Director will:

- Represent the Society or designate an appropriate spokesperson to ensure consistent, informed, and credible communication with external audiences
- Pursue opportunities for the Society to provide leadership and collaboration within the child, youth, and family services sector and broader community networks
- Ensure that staff, stakeholders, and the public have reasonable access to information that supports transparency and trust in the organization's governance and performance, such as:
    - Board Governance Manual
    - Bylaws
    - Board membership list
    - Meeting schedule and decision summaries
    - Strategic Plan
    - Annual Report
    - Audited Financial Statements

The Board will ensure the Society maintains a Whistleblower Policy and Procedure that enables individuals to raise concerns regarding illegal practices or violations of organizational policy safely and confidentially.

4.1.5 Quality Oversight

Policy

Date Approved/Updated: June 23, 2026

The Board of Directors is committed to fostering a culture of continuous quality improvement across all areas of the organization. The Board will ensure that the Society's relationships, structures, systems, and processes support effective, equitable, and efficient service delivery that upholds the Society's statutory mandate and reflects the needs of children, youth, families, and the community.

The Board's quality oversight role is to assure that the Society:

- Provides services consistent with its mission, legislative obligations, and sector standards
- Monitors outcomes and client experience
- Identifies opportunities for organizational learning and improvement
- Embeds quality principles into strategic, operational, and risk management frameworks

Practice

Date Approved/Updated: June 23, 2026

Quality Framework

The Society's approach to quality is integrated within its Balanced Scorecard and Enterprise Risk Management frameworks, ensuring quality is monitored across the following domains at minimum:

- **Clients/Service Users:** Accessibility, equity, satisfaction, safety, and outcomes.
- **Stakeholders:** Collaboration, trust, and responsiveness.
- **People/HR:** Competence, engagement, and retention of staff and volunteers.
- **Internal Systems:** Efficiency, accuracy, and continuous process improvement.
- **Financial:** Stewardship, sustainability, and value for money.

Board Oversight Responsibilities

The Board will:

- Approve the Society's Quality Improvement Framework or Plan, ensuring it aligns with strategic priorities and Ministry directives.
- Receive semi-annual quality reports from the Executive Director summarizing service outcomes, client and staff feedback, compliance results, and improvement actions.
- Ensure that quality-related data is used to inform decision-making, resource allocation, and risk management.
- Integrate quality indicators into the Board Dashboard and monitor trends at each meeting.
- Review results of any external reviews, inspections, or audits, and ensure corrective actions are implemented and tracked.
- Support a learning culture by recognizing achievements and ensuring systemic issues are addressed constructively.

Management Responsibilities

The Executive Director will:

- Implement and maintain a Continuous Quality Improvement (CQI) system that includes measurable objectives, data collection, analysis, and reporting.
- Ensure systems are in place to monitor compliance with all legal, regulatory, and policy requirements.
- Identify deviations and implement corrective actions that reduce risk and enhance performance.
- Facilitate internal and external evaluations and report findings and action plans to the Board.
- Ensure that services are delivered in a manner that is timely, culturally responsive, trauma-informed, and child-, youth-, and family-centred.

Continuous Improvement

The Board and Executive Director will work collaboratively to embed continuous improvement principles in all aspects of governance and management.

This includes:

- Reviewing and learning from complaints, incidents, and near misses
- Using data to identify emerging trends and root causes
- Celebrating improvements and sharing lessons learned across teams
- Ensuring that client, staff, and stakeholder feedback directly informs policy, planning, and service design

Reporting and Disclosure

The Executive Director will provide semi-annual quality reports to the Board that include:

- Key performance indicators (quantitative and qualitative)
- Status of improvement initiatives
- Results from client and staff surveys
- Summary of compliance reviews or external audits
- Any critical incidents and associated learning outcomes

A summary of organizational performance and quality improvement outcomes will be shared publicly through the Society's Annual Report or other appropriate communication channels to demonstrate transparency and accountability.

4.1.6 Workplace Health

Policy

Date Approved/Updated: June 23, 2026

The Board of Directors will ensure that the Society maintains a healthy, safe, and sustainable workplace that supports the physical, psychological, and emotional well-being of all staff and volunteers. The Board will oversee compliance with all applicable employment, human rights, and occupational health and safety legislation, and will ensure that systems and resources are in place to promote a positive workplace culture.

The organization will maintain a Whistleblower Policy and Procedure that enables employees, volunteers, and others to report serious concerns - such as unethical conduct, legal violations, or material risks to the organization - without fear of reprisal. The Board will receive periodic reports on workplace health, including indicators related to safety, engagement, turnover, and culture.

Practice

Date Approved/Updated: June 23, 2026

Executive Director Responsibilities

The Executive Director will:

- Ensure the Society maintains comprehensive Human Resource and Occupational Health and Safety policies that meet or exceed all applicable legislative standards.
- Promote a workplace culture that values respect, equity, safety, and well-being.

- Ensure that all employees receive:
  - Written job descriptions and employment agreements
  - Formal orientation and ongoing training, including health and safety
  - Annual performance reviews and individualized development plans
  - Fair and equitable compensation aligned with organizational policy and market standards
- Monitor and report on workplace health indicators (e.g., turnover, engagement, workplace incidents, staff feedback, or compliance audits) as part of the Society's performance and risk management framework.

Board Responsibilities

The Board will:

- Review reports and indicators related to workplace health and safety at least annually.
- Ensure that the organization complies with all legal and policy obligations under the *Occupational Health and Safety Act*, *Human Rights Code*, and related legislation.
- Allocate sufficient resources to sustain a healthy workplace and safe working conditions.
- Monitor and evaluate how workplace culture contributes to organizational performance and sustainability.
- Uphold and periodically review the Whistleblower Policy to ensure it remains effective and accessible.

Communication Protocol

The Board of Directors does not provide direct supervision or direction to staff members other than the Executive Director. If the Board needs to address an issue concerning any employee or group of employees, it will do so through the Executive Director, as per **2.1.9 Board-Staff Communication**.

Employees who have concerns about unethical conduct, legal violations, or matters posing material risk to the organization may raise them through the Society's Whistleblower Policy (See **4.1.7 Ethical Reporting and Whistleblower Protection**). This mechanism ensures concerns can be reported in good faith and without fear of reprisal, in accordance with applicable legislation and the Society's commitment to organizational integrity.

4.1.7 Ethical Reporting and Whistleblower Protection

Policy

Date Approved/Updated: June 23, 2026

The Board of Directors is committed to fostering a culture of integrity, transparency, and accountability in all aspects of the Society's governance and operations.

CASNPS will ensure that any employee, volunteer, or Director who has reasonable grounds to believe that misconduct has occurred, or is likely to occur, may report such concerns in good faith and without fear of reprisal.

The Society will maintain mechanisms for confidential disclosure, impartial investigation, and appropriate corrective or disciplinary action.

Practice

Date Approved/Updated: June 23, 2026

Scope and Definition

Ethical reporting and whistleblower protections apply to any reasonable concern about misconduct or wrongdoing that is illegal, unethical, or contrary to the Society's policies, bylaws, or statutory obligations.

Examples include, but are not limited to:

- Financial Misconduct: Fraud, embezzlement, falsified records, or misuse of funds.
- Legal or Regulatory Violations: Breach of provincial/federal laws, MCCSS directives, or corporate obligations.
- Ethical Misconduct: Harassment, discrimination, or violations of the Code of Conduct.
- Health and Safety Risks: Conduct endangering staff, volunteers, or service users.
- Operational Misconduct: Destruction of records, misuse of assets, or abuse of authority.
- Other: Any behavior that undermines the Society's integrity or public trust.

Reporting Mechanisms

Individuals may confidentially report concerns to:

- Primary Contact: Executive Director or Board Chair
- Alternate Contact: Chair-Elect (or designate) if the concern involves either of the above

Reports may be made verbally or in writing (including via email or letter).

Anonymity is permitted, though providing sufficient detail (e.g., dates, names, documents) enables a more thorough review.

If the concern may constitute a criminal offence, the Society may refer the matter to external authorities or legal counsel.

Confidentiality

All disclosures will be treated with discretion and confidentiality to the greatest extent possible, except where disclosure is required to:

- Conduct a fair and thorough investigation
- Comply with legal or regulatory obligations
- Prevent imminent harm.

All documentation will be securely stored in accordance with the Society's Document Retention and Privacy Policies.

Investigative Process

The Society is committed to ensuring that all reports of suspected wrongdoing are addressed promptly, fairly, and objectively. Investigations will be conducted in good faith, free from bias or influence, and in a manner that respects the rights and confidentiality of all individuals involved.

- Acknowledgment: Receipt of a report will be confirmed within five (5) business days.
- Preliminary Review: The designated recipient (Executive Director or Board Chair) will determine next steps and whether external advisors (e.g., legal, financial, or HR professionals) are required.
- Investigation: An impartial investigation will be conducted in a timely manner, maintaining confidentiality and procedural fairness.
- Resolution: The Society will take corrective, remedial, or disciplinary action where warranted. The whistleblower will be informed of the general outcome to the extent permitted by law.

Protection Against Retaliation

Retaliation against individuals who report concerns in good faith is strictly prohibited.

Retaliatory actions may include termination, demotion, exclusion, harassment, or any form of adverse treatment.

Any suspected retaliation must be reported immediately to the Board Chair or Chair-Elect and will be investigated.

Individuals found to have engaged in retaliation will face disciplinary action, up to and including dismissal or removal from the Board.

Oversight and Reporting

- The Governance Committee will receive an annual (aggregate) report summarizing whistleblower activity, outcomes, and trends.
- The Board will review the effectiveness of this policy and related processes at least once every three (3) years.
- Training and awareness regarding ethical reporting and whistleblower protections will be incorporated into Board and staff orientations.

See **Appendix O** for Whistleblower Reporting Form Template

Appendix A: Board of Directors Skills & Experience Matrix

Purpose

This matrix is used to capture the collective skills, expertise, and lived experience of the Board of Directors. The information supports the Governance Committee in identifying strengths, gaps, and recruitment or development priorities to ensure the Board maintains the capacity and diversity required to govern effectively.

Instructions for Directors

Each Director is asked to complete the matrix by self-rating their level of competence in each area listed. Ratings reflect your current level of knowledge or experience (not formal credentials) and should be based on your personal and professional background. The completed matrix will be consolidated to form an overall Board profile and will be reviewed annually as part of succession and renewal planning.

Rating Scale

0 – Little or no competence: I have no direct exposure or experience.

1 – Basic functional competence: I have observed the practice but have limited hands-on exposure.

2 – Moderate functional competence: I have practical, hands-on experience.

3 – Expert-level competence: I have extensive experience and have led or taught others in this area.

Individual responses will remain confidential and will be used only to inform the collective Board composition profile.

Director Skills, Experience & Diversity Matrix

Dimension	Competency / Attribute	Description	Self-Rating
Board Functioning & Interpersonal Skills	Collaboration & Teamwork	Works cooperatively, contributes constructively to Board dialogue and shared decisions.	
	Critical Thinking & Judgement	Demonstrates reasoned analysis, objectivity, and balanced decision-making.	
	Communication & Influence	Expresses ideas clearly, listens actively, and can represent the organization externally.	
	Emotional Intelligence & Integrity	Displays empathy, self-awareness, and ethical conduct in all interactions.	
Governance & Leadership	Governance Knowledge	Understanding of governance principles, bylaws, and fiduciary duties.	
	Strategic Oversight	Experience in setting and monitoring strategic plans.	
	Financial Literacy	Ability to interpret financial statements and assess budgets.	
	Risk, Compliance & Audit	Familiarity with enterprise risk, audit, and regulatory oversight.	
	Executive Oversight	Experience in CEO/ED performance evaluation and succession planning.	
Professional Expertise	Legal / Regulatory	Experience in law, compliance, contracts, or policy interpretation.	
	HR / Labour Relations	Experience with people strategy, performance, or workplace health.	
	Financial Management	Accounting, audit, treasury, or funding experience.	

	Program / Service Delivery	Understanding of human services, child and family systems, or comparable sectors.	
	Information Technology / Cybersecurity	Knowledge of digital transformation, data protection, or privacy.	
Strategic Partnerships / Advocacy	Government & Sector Relations	Experience engaging with government ministries, funders, or sector bodies; understands public policy processes and how to position the Society within provincial frameworks.	
	Community & Stakeholder Engagement	Builds and sustains relationships with community partners, service agencies, Indigenous and Francophone organizations, and local networks to enhance collaboration and impact.	
	Advocacy & Public Representation	Ability to represent the Society's mission and values publicly; comfortable participating in consultations, media interactions, or public forums to advance systemic change.	
	Partnership Development & Influence	Demonstrated success in building strategic alliances, negotiating mutually beneficial partnerships, or influencing decisions to support the Society's strategic priorities.	
Representation & Lived Experience	Lived Experience	Experience as a service recipient, caregiver, or close community member.	
	Community Representation	Connection to local communities or regions served by the Society.	
	Equity, Diversity and Inclusion	Commitment to anti-oppressive, inclusive practice; cultural humility.	

	Indigenous / Francophone Perspective	Knowledge or lived experience relevant to Indigenous or Francophone communities.	
Other Attributes	Professional Designations	Formal professional credentials or licenses (e.g., CPA, MBA, P.Eng., JD, MSW) that demonstrate recognized expertise or specialized competence relevant to governance, management, finance, or human services.	
	Languages	Fluency in English, French, or other languages commonly spoken in the Society's service area; enhances accessibility, inclusion, and stakeholder engagement.	
	Academic Qualifications	Highest level of formal education attained (e.g., diploma, bachelor's, master's, doctorate); indicates the academic foundation that may support analytical, leadership, or technical contributions to the Board.	
Availability & Capacity	Time Commitment	Has sufficient time to prepare for and attend all Board and Committee meetings, including reading materials in advance and participating in discussions.	
	Committee Participation	Willing and able to serve actively on at least one standing committee or task force as assigned.	
	Term Commitment	Intends to serve the full term of office and contribute to Board continuity and succession planning.	
	Engagement Between Meetings	Willing to participate in events, consultations, and communications that support the Society's visibility and relationships.	

Appendix B: Director Agreements

A: Director Consent

I, ________________________ hereby consent to:

a) being elected or appointed as a Director of the Children's Aid Society of the District of Nipissing and Parry Sound (CASNPS) effective ___________, 2025.

b) receiving notices of meetings, meeting agendas, and other mailings from CASNPS either by email at _______________________ or by mail at __________________________________.

c) abiding by the ONCA and CASNPS governing bylaws, policies and codes.

If I move or change my email address, I will inform CASNPS as soon as possible

This consent will take effect immediately and will continue as long as I am re-elected as a director of CASNPS. I understand that if I cease to be a director for a period of time and then am elected or appointed as a director again, I will be asked to sign a new consent form.

Dated this _______day of_________________, 20____

__________________________	_________________________
Signature	Witness

B: Director Duties

I acknowledge that I have read, understand and accept the codes and standards of practice outlined in the CASNPS Governance Manual including:

- Directors' Duties
- Director Performance Expectations
- Respectful Conduct
- Confidentiality
- Return of Confidential Information and Society Property
- Authorized Spokesperson
- Media Contact and Public Discussion
- Parliamentary Procedure
- Authority of the Board Chair
- Conflict of Interest

I agree to comply fully with these provisions.

I further acknowledge that any breach of these terms and conditions may result in action by the Chair and/or the Board of Directors, up to and including dismissal from the Board, as outlined in **Section 1.2.9 Director Breach of Duties.**

Dated this _______day of_________________, 20____

___________________________	__________________________
Signature	Witness
___________________________	__________________________
Print Name	Print Name

Completed forms shall be submitted to the Board Chair (or designate) for secure retention in the Director records file.

C: Conflict of Interest Disclosure

Disclosure of Actual or Potential Conflict of Interest

I hereby disclose the following information to the Board of Directors of the Children's Aid Society of the District of Nipissing and Parry Sound:

____A. To the best of my knowledge, I have no personal, family, business, volunteer, or other relationship, either direct or indirect, that would create an actual or perceived conflict of interest with my fiduciary duties to the Society.

____B. I have the following relationship(s) that may constitute an actual or perceived conflict of interest with my fiduciary duties to the Society:

Organization	Relationship with Organization	Nature of Conflict
________________	________________	________________
________________	________________	________________

I authorize this disclosure to be shared with the CASNPS Board of Directors. I agree that disinterested Directors will determine whether a conflict exists and what action, if any, is appropriate, up to and including my dismissal from the Board of Directors.

Dated this _______day of__________________, 20____

________________________	________________________
Signature	Witness
________________________	________________________
Print Name	Print Name

This disclosure shall be renewed or confirmed annually at the first Board meeting following the Annual General Meeting.

Completed forms shall be submitted to the Board Chair (or designate) for secure retention in the Director records file.

Appendix C: Sample Board Work Plan

Purpose

This framework is designed to help the Board Chair, Executive Director, and Governance Committee plan the annual cycle of Board agendas.

It ensures that all governance responsibilities outlined in the CASNPS Governance Manual are addressed with appropriate frequency, and that the Board's time is balanced between oversight, strategy, and stewardship.

Instructions

- Use this matrix when preparing the annual Board calendar and individual meeting agendas.
- The table lists the governance principles and policy references from the manual and indicates how often each item should appear on the Board's agenda.
- The framework is flexible - specific timing may shift depending on operational needs, committee schedules, or emergent issues.
- "Every Meeting" items are standing agenda topics (e.g., financial and performance reports).
- "Semi-annually," "Annually," and "As Needed" items are typically brought forward through committee recommendations, Board work plans, or cyclical governance reviews.
- The Governance Committee should review and update this framework each year during the Board's annual work-planning process.

Activity	Frequency of Board Action			
	Every Meeting	Semi-annually	Annually	As Needed
Principle 1.1 Board Composition				
1.1.1 Board Size and Composition			X	
1.1.2 Director Attribute Inventory			X	
1.1.3 Board Recruitment, Election & Succession			X	
1.1.4 Officers of the Corporation			X	
1.1.5 Directors' Terms of Office			X	
Principle 1.2 Director Contribution				
1.2.1 Whole Board Duties			X	
1.2.2 Director's Duties			X	

1.2.3 Board Leadership Duties			X	
1.2.4 Director (Re)Orientation & On-Boarding			X	
1.2.5 Director Development			X	
1.2.6 Directors and Officers Liability Insurance			X	
1.2.7 Director Remuneration and Expenses				X
1.2.8 Social Media Use				X
1.2.9 Breach of Director Duties				X
Principle 2.1 Board Accountability				
2.1.1 Corporate Bylaws/Articles			X	
2.1.2 Board Governance Manual			X	
2.1.3 Governance Disclosure			X	
2.1.4 Delegation of Authority			X	
2.1.5 Executive Limitations			X	
2.1.6 Committees			X	
2.1.6 Board Meetings	X			
2.1.7 In-Camera Sessions			X	
Principle 3.1 Board Decision Making				
3.1.1 Board Decision Making	X			
3.1.2 Strategic Plan and Renewal			X	
3.1.3 Operating Plan and Budget			X	
3.1.4 Disaster Recovery Plan			X	
3.1.5 Executive Director Succession Plan			X	
Principle 3.2 Board Monitoring				
3.2.1 Organizational Compliance	X			
3.2.2 Principal Risks	X			
3.2.3 Organizational Performance	X			
3.2.4 Audit Function			X	
3.2.5 Executive Director Performance	X		X	
3.2.6 Board Performance			X	

Principle 4.1 Organizational Sustainability				
4.1.1 Child-Focused			X	
4.1.2 Stakeholders			X	
4.1.3 Relationship & Engagement				
4.1.4 Quality Oversight			X	
4.1.5 Workplace Health			X	
4.1.6 Whistleblower			X	

Note: Marked items are for example purposes only and are not intended to be prescriptive.

Appendix D: Board Committees

Terms of Reference: Governance Committee

Purpose

The Governance Committee strengthens the Board's overall governance capacity and effectiveness by ensuring the Society maintains up-to-date and effective governance policies, structures, and processes. The Committee assists the Board in fulfilling its legal, ethical, and accountability responsibilities through the ongoing review and improvement of governance frameworks, bylaws, director recruitment and succession strategies, orientation and development initiatives, and Board evaluation processes.

The Committee also supports the Board's oversight of the Executive Director performance evaluation process and acts as the Nominating Committee at the Annual General Meeting (AGM). Through its work, the Committee ensures alignment with best practices, compliance requirements, and the evolving needs of the organization.

Committee Type

Standing Board Committee

Committee Responsibilities

Governance Policy & Bylaw Review

- Oversee the development and maintenance of the Governance Manual, including all governance principles, policies, and practices.
- Review governance policies on a scheduled cycle to ensure they remain current, relevant, and aligned with legislation and best practices.
- Draft and recommend new or amended governance policies and practices to the Board for approval.
- Review the Society's Bylaws at least every two years and recommend amendments to ensure compliance with the *Ontario Not-for-Profit Corporations Act, 2010* (ONCA) and other applicable legislation.
- Monitor the implementation and effectiveness of governance policies and recommend improvements where appropriate.
- Monitor compliance with Board-approved governance practices and support consistent application of those practices across the organization.

Board Composition and Succession Planning

- Maintain and annually review the Board Skills and Experience Matrix to support informed recruitment, renewal, and succession planning.
- Identify current and emerging gaps in Board expertise, representation, and diversity and recommend recruitment priorities to the Board.
- Recommend to the Board the slate of nominees for election at the Annual General Meeting and act as the Nominating Committee at the AGM.

- Monitor director terms, eligibility, and attendance and ensure compliance with the Society's Bylaws and applicable legislation.
- Ensure the Society maintains the required number of Directors in accordance with its Bylaws.
- Recommend updates to Board succession tools and strategies, with attention to term limits, diversity goals, and leadership continuity.

<u>Orientation & Development</u>

- Recommend the development and delivery of onboarding materials and orientation sessions for new Directors.
- Oversee implementation of annual Board development and training activities based on identified needs or sector trends.
- Recommend third-party presenters or governance advisors, as appropriate.
- Track and monitor Director development participation, attendance, and eligibility records (e.g., conflict of interest declarations, term expirations).

<u>Executive Director and Board Performance</u>

- Oversee the process for the annual Executive Director evaluation in accordance with Policy 3.2.5.
- Review the Executive Director's job description and employment agreement annually to ensure alignment with current strategic and operational context.
- Facilitate the annual evaluation process by ensuring timelines, tools, and stakeholder input (as applicable) are consistent with Board policy.
- Review evaluation results and development plans and bring forward recommendations to the Board regarding performance outcomes and compensation adjustments.
- Identify and recommend governance assessment tools and facilitate:
    - Full Board evaluations
    - Individual Director self- and peer-assessments
    - Committee and Committee Chair evaluations
- Summarize and present findings to the Board, highlighting strengths, areas for improvement, and recommended governance enhancements.

<u>Board Governance Workplan and Board Effectiveness</u>

- Develop and recommend to the Board an **annual Board Governance Workplan** outlining key governance activities and review cycles for the year.
- Monitor progress against the Board Governance Workplan and ensure governance responsibilities are addressed in a timely and organized manner.
- In collaboration with the Board Chair and Executive Director, ensure Board meeting agendas reflect governance priorities, strategic oversight, and fiduciary responsibilities.
- Periodically review the effectiveness of Board meetings, committee structures, and governance processes and recommend improvements where appropriate.

Committee Workplan

In collaboration with the Executive Director, develop for Board approval an annual Governance Committee Workplan to guide its priorities and deliverables. The workplan will encompass:

- Governance policy and practice review
- Bylaw review
- Board composition and succession
- Board orientation and development
- Executive Director performance and governance assessments

Accountability and Reporting

- The Board delegates the above responsibilities to the Governance Committee. The Committee reports to and is accountable to the Board of Directors. It will meet its accountability and reporting requirements by:
- Preparing and distributing minutes of its meetings as part of the Board meeting package
- Submitting quarterly reports to the Board outlining its activities to date
- Submitting and/or presenting recommendations requiring Board approval
- Raising emerging issues as needed

Authority

The Governance Committee does not have the authority to direct management or commit the organization unless expressly authorized by the Board. The Committee may provide recommendations to the full Board, but it does not hold independent decision-making authority. Any authority delegated to the Committee must be outlined in these Board-approved Terms of Reference or through a formal resolution of the Board, duly recorded in the meeting minutes.

Membership

The Governance Committee shall consist of a minimum of three (3) to a maximum of five (5) Board members. It is recommended that the Chair-Elect of the Board be a member of the committee. The Committee shall appoint a Chair from the membership of the Committee at the first meeting of the term. From time to time, additional Board members may be invited to participate on the Committee on special projects. The Executive Director is an ex-officio, non-voting member of the committee.

Meetings

The Committee will meet at least four (4) times per year, and more frequently to address urgent or time-sensitive issues. Meetings will be scheduled by the Chair and may be held in person or virtually.

Voting

Business arising at any meeting of this committee shall be decided by a majority of votes. The Chair shall have a vote but shall not have a second, deciding vote. In the event of a tie vote, the motion shall be defeated. No Committee member shall be entitled to vote by proxy. The CEO and other non-Director participants do not have voting powers.

Terms

Committee members, including the Chair, are appointed annually by the Board and may be reappointed for successive terms as permitted under the Bylaws.

Quorum

Quorum requires 50% of Committee members be in attendance. A Committee meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a member participating by such means is deemed to be present at that meeting.

Subcommittees

Subcommittees or Task Forces may be formed to complete specific tasks/projects as needed (i.e. bylaw review, Board recruitment).

Resources

Resources and support services will be provided through the office of the Executive Director.

Document History

Approved by the Board:

Last Review Date

Terms of Reference: Finance & Audit Committee

Purpose

The Finance & Audit Committee serves as an advisory committee to the Board of Directors, supporting the Board's fiduciary oversight responsibilities for financial stewardship, audit assurance, and financial accountability. The Committee strengthens the Board's ability to make informed decisions by reviewing and providing recommendations on financial plans, budgets, financial statements, internal financial controls, and audit activities. The Committee also monitors compliance with financial reporting and accountability requirements under the *Child, Youth and Family Services Act, 2017* (CYFSA), Regulation 70, and the Accountability Agreement. Through this work, the Committee supports the Board's oversight of the Society's financial integrity, transparency, and long-term financial sustainability.

Committee Type

Standing Board Committee

Committee Responsibilities

The Finance & Audit Committee reviews, advises, and makes recommendations to the Board regarding financial management, financial oversight, and audit assurance to ensure the Society meets its legislative, fiduciary, and contractual obligations.

<u>Finance</u>

- Review management's proposed annual operating and capital budgets and recommend the final budgets to the Board for approval.
- Monitor quarterly financial statements and variances against approved budgets and bring significant financial issues or concerns to the attention of the Board.
- Review and recommend approval of quarterly and annual financial reports prior to submission to funders or inclusion in public filings.
- Review the Society's investment and reserve strategy, ensuring alignment with Board policy and prudent financial stewardship.
- Review and recommend updates to Board-approved financial policies within the governance manual (e.g., signing authority, financial controls, reserves, expense reimbursement).
- Review financial forecasts, year-end projections, and variance analyses to support informed Board oversight of the Society's financial position.
- Confirm that financial reporting meets the requirements of the CYFSA, the Accountability Agreement, CRA, and other applicable funder or regulatory bodies.
- Review and recommend approval of material financial transactions or capital expenditures outside approved budgets in accordance with the Delegation of Authority Policy.
- Oversee the establishment and monitoring of any restricted or special funds (e.g., Educational Assistance Fund), ensuring compliance with Board policy and funder requirements.

Audit and Internal Controls

- Recommend the appointment or reappointment of the external auditor to the Board and membership.
- Review and recommend approval of the auditor's engagement letter, scope, and annual audit plan, ensuring alignment with Accountability Agreement and Annual General Meeting timelines.
- Review the audited financial statements and auditor's management letter and recommend them to the Board for approval.
- Meet in-camera with the auditor, without staff present, at least once annually or as required.
- Monitor management's response to audit findings and recommendations, ensuring timely follow-up and resolution.
- Review the adequacy of the Society's internal financial control systems, ensuring appropriate safeguards exist to protect assets and maintain the integrity of financial reporting.
- Review the performance of the external auditor and recommend that a Request for Proposal (RFP) for audit services be conducted at least every five years, or as otherwise determined by the Board.

Committee Workplan

In collaboration with the Executive Director, the Committee will develop an annual Finance & Audit Committee Workplan for Board approval.

The workplan will outline the Committee's priorities and deliverables for the year, encompassing:

- Financial oversight
- Audit and internal controls
- Budget review and recommendations
- Review of key financial reports and filings
- Reserves and investments (where applicable)
- Governance policy review and recommendations related to financial oversight, audit, and financial controls

Accountability and Reporting

- The Board delegates the above responsibilities to the Finance & Audit Committee. The Committee reports to and is accountable to the Board of Directors. It will meet its accountability and reporting requirements by:
- Preparing and distributing minutes of its meetings as part of the Board meeting package
- Submitting quarterly reports to the Board outlining its activities to date
- Submitting and/or presenting recommendations requiring Board approval
- Raising emerging issues as needed

Authority

The Finance & Audit Committee does not have the authority to direct management or commit the organization unless expressly authorized by the Board. The Committee may provide recommendations to the full Board, but it does not hold independent decision-making authority. Any authority delegated to the Committee must be outlined in these Board-approved Terms of Reference or through a formal resolution of the Board, duly recorded in the meeting minutes.

Membership

The Finance & Audit Committee shall consist of a minimum of three (3) to a maximum of five (5) Board members. The Treasurer of the Board shall Chair the committee. From time to time, additional Board members may be invited to participate on the Committee on special projects. The Executive Director is an ex-officio, non-voting member of the committee.

Meetings

The Committee will meet at least four (4) times per year, and more frequently to address urgent or time-sensitive issues. Meetings will be scheduled by the Chair and may be held in person or virtually.

Voting

Business arising at any meeting of this committee shall be decided by a majority of votes. The Chair shall have a vote but shall not have a second, deciding vote. In the event of a tie vote, the motion shall be defeated. No Committee member shall be entitled to vote by proxy. The CEO and other non-Director participants do not have voting powers.

Terms

Committee members, including the Chair, are appointed annually by the Board and may be reappointed for successive terms as permitted under the Bylaws.

Quorum

Quorum requires 50% of Committee members be in attendance. A Committee meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a member participating by such means is deemed to be present at that meeting.

Subcommittees

Subcommittees or Task Forces may be formed to complete specific tasks/projects as needed (i.e. financial policy review, audit RFP process).

Resources

Resources and support services will be provided through the office of the Executive Director.

Document History

Approved by the Board:

Last Review Date:

Terms of Reference: Risk & Compliance Committee

Purpose

The Risk & Compliance Committee serves as an advisory committee to the Board of Directors, supporting the Board's oversight responsibilities for enterprise risk management and organizational compliance. The Committee assists the Board in fulfilling its governance responsibilities by reviewing and providing recommendations on the Society's risk management framework, principal organizational risks, mitigation strategies, and compliance with applicable legislation, regulatory requirements, and funding agreements, including the *Child, Youth and Family Services Act, 2017* (CYFSA), Regulation 70, and the Accountability Agreement.

Through this work, the Committee supports the Board in maintaining effective oversight of the Society's risk exposure, regulatory compliance, and organizational resilience.

Committee Type

Standing Board Committee

Committee Responsibilities

<u>Risk Oversight</u>

- Review the Society's risk management framework, including the processes used to identify, assess, mitigate, and monitor key organizational risks.
- Review the Risk Register at least quarterly and ensure principal risks are reported regularly to the Board.
- Review the adequacy of mitigation strategies and related policies addressing key categories of organizational risk, including:
- Financial Risk
- Compliance Risk
- External Risk
- Governance Risk
- Information Technology Risk
- Operational / Program Risk
- Reputational Risk
- Strategic Risk
- Human Resources Risk
- Confirm that management maintains a documented process for monitoring risk trends and emerging issues, and that significant changes in risk exposure are communicated to the Board in a timely manner.
- Recommend enhancements to the organization's Enterprise Risk Management (ERM) framework where improvements are identified.

<u>Compliance Oversight</u>

- Ensure a Compliance Register is maintained and reviewed regularly to monitor key legislative, regulatory, and contractual obligations.
- Monitor organizational compliance with applicable legislation, funding agreements, and regulatory requirements, including the *Child, Youth and Family Services Act*, 2017 (CYFSA), Regulation 70, and the Accountability Agreement.
- Confirm the timely completion of required corporate, regulatory, and insurance filings.
- Ensure compliance with applicable employment and workplace legislation, including the Employment Standards Act, Occupational Health and Safety Act, Human Rights Code, and Accessibility for Ontarians with Disabilities Act (AODA).
- Review compliance-related governance policies and recommend updates to the Board to ensure continued alignment with legislative requirements and governance best practices.

<u>Organizational Resilience and Risk Reporting</u>

- Review management's processes for monitoring and reporting significant risk events or emerging issues that may affect the Society's operations, reputation, or financial stability.
- Review the adequacy of the Society's business continuity and emergency preparedness frameworks, ensuring appropriate governance oversight of organizational resilience.
- Ensure that significant risk issues and emerging trends are escalated to the Board in a timely manner with appropriate context and recommendations.

Committee Workplan

In collaboration with the Executive Director, develop for Board approval an annual Risk & Compliance Committee Workplan to guide its priorities and deliverables. The workplan will encompass:

- Review of the Society's Risk Register and principal organizational risks
- Oversight of the enterprise risk management framework and risk assessment processes
- Monitoring of risk mitigation strategies and emerging risk trends
- Review of the Compliance Register and key regulatory obligations
- Oversight of compliance with applicable legislation, regulatory requirements, and funding agreements
- Review of the organization's business continuity and emergency preparedness frameworks

Accountability and Reporting

- The Board delegates the above responsibilities to the Risk & Compliance Committee. The Committee reports to and is accountable to the Board of Directors. It will meet its accountability and reporting requirements by:
- Preparing and distributing minutes of its meetings as part of the Board meeting package
- Submitting quarterly reports to the Board outlining its activities to date
- Submitting and/or presenting recommendations requiring Board approval
- Raising emerging issues as needed

Authority

The Risk & Compliance Committee does not have the authority to direct management or commit the organization unless expressly authorized by the Board. The Committee may provide recommendations to the full Board, but it does not hold independent decision-making authority. Any authority delegated to the Committee must be outlined in these Board-approved Terms of Reference or through a formal resolution of the Board, duly recorded in the meeting minutes.

Membership

The Risk & Compliance Committee shall consist of a minimum of three (3) to a maximum of five (5) Board members. The Committee shall appoint a Chair from the membership of the Committee at the first meeting of the term. From time to time, additional Board members may be invited to participate on the Committee on special projects. The Executive Director is an ex-officio, non-voting member of the committee.

Meetings

The Committee will meet at least four (4) times per year, and more frequently to address urgent or time-sensitive issues. Meetings will be scheduled by the Chair and may be held in person or virtually.

Voting

Business arising at any meeting of this committee shall be decided by a majority of votes. The Chair shall have a vote but shall not have a second, deciding vote. In the event of a tie vote, the motion shall be defeated. No Committee member shall be entitled to vote by proxy. The CEO and other non-Director participants do not have voting powers.

Terms

Committee members, including the Chair, are appointed annually by the Board and may be reappointed for successive terms as permitted under the Bylaws.

Quorum

Quorum requires 50% of Committee members be in attendance. A Committee meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a member participating by such means is deemed to be present at that meeting.

Subcommittees

Subcommittees or Task Forces may be formed to complete specific tasks/projects as needed.

Resources

Resources and support services will be provided through the office of the Executive Director.

Document History

Approved by the Board:

Last Review Date:

Appendix E: Agenda Template

Date & Time:			
Standing Procedural Items		Item	Person
i	Call to order; reminder of Director duties; conflicts; reminder of Director dialogue practices		Chair
ii	Approval of agenda • Consent agenda • Approval of Principal Agenda		Chair
iii	Approval/verification of minutes from last meeting		Chair
Dashboard Driven Items			
1.0	Compliance • Declaration of status of compliance • Report required for any MEDIUM or HIGH items • Report required to ADD or DELETE any item from list • Requires Board Approval		Executive Director
2.0	Principal Risks • Declaration of status of risk mitigation • Report required for any MEDIUM or HIGH items • Report required to ADD or DELETE any item from list • Requires Board Approval		Executive Director
3.0	Strategic Priorities: • Expand Impact • Connect • Evolve • Develop People		Chair Executive Director Committee Chairs
4.0	Other Priorities & Changes to be Reported to the Board • Report required for any MEDIUM or HIGH items • Report for Information (no discussion) • Report for Input (Directors provide input)		Various

	• Report for Decision (Directors vote on motion)		
Generative/Strategic Dialogue Items			
5.0	Issues for general board dialogue stemming from: • Strategic Plan priorities • Contextual shifts • Pre-distributed discussion paper &/or background information to stimulate discussion • No action or decision necessarily required • If action item revealed, must go back through formal Dashboard and Meeting Agenda process		Executive Director &/or Chair
Standing Procedural Items			
iv	Next Meeting		Chair
v	Meeting Evaluation		Chair
vi	In Camera Session		Chair
vii	Adjourn		Chair

Appendix F: Agenda Item Summary (AIS) Template

<table>
<tr><th colspan="3">AGENDA ITEM SUMMARY</th></tr>
<tr><td>Date:</td><td>Agenda Item #: (should match item # on meeting agenda)</td><td>Topic:</td></tr>
<tr><td>Report From:</td><td colspan="2">☐ Executive Director
☐ Board Committee
☐ Other ____________________</td></tr>
<tr><td>Intention of Report:</td><td colspan="2">☐ Information – no discussion is required, information is FYI.
☐ Input – all Directors input is required, no decision to be made.
☐ Decision – formal motion; discussion and vote required.</td></tr>
<tr><td>Origin of Report – Statement of Delegation:</td><td colspan="2">• This may be a policy, which would include the policy # and statement itself.
• This may be an action item stemming from a committee's TOR or workplan which would include the statement itself.
• This may be a requirement from something delegated to the Executive Director which would include the source of delegation and statement itself.</td></tr>
<tr><td colspan="3"></td></tr>
<tr><td>Recommendation(s)/Motion(s):</td><td colspan="2">• Per intention of report, above.
• If INPUT, state the specific question that will extract the perspective required.
• If DECISION, provide the wording for the MOTION.</td></tr>
<tr><td>Background Information: (Include reference to any attachments)</td><td colspan="2">• Briefly summarize the actions taken, sources of information used/reviewed, options that were considered, discussion/debates that occurred, assumptions used, conclusions drawn to support the recommendation.</td></tr>
<tr><td>Impact:
(Identify any contractual, strategic plan, policy, timeline or</td><td colspan="2">• Reference any specific strategic or policy item that will be impacted by the decision.
• Include any pro/con or risk analysis conducted.</td></tr>
</table>

financial consequences, pros/cons of alternatives, etc.)	• If risk impact is involved, include recommendations or steps that will be employed to mitigate the risk.
Next Steps:	• List specific next steps, delegations/accountability, timing, resources required.
Make Inquiries to:	☐ Executive Director ☐ Committee Chair ☐ Other

Appendix G: Delegation and Reporting Template

Sample Delegation and Reporting Template

This template is used to document and clarify the Board's formal delegation of work to a Committee, Task Force, or the Executive Director. It ensures that delegated work remains aligned with the Board's strategic and fiduciary accountabilities, that expectations are clearly defined, and that the Board retains appropriate oversight of outcomes.

Board Delegation of Work Template (To be discussed, agreed and documented by the whole Board before delegating any work)
Date: (Date of decision to delegate work) **Responsible Body:** (Who is being asked to prepare work for the Board?) ☐ Executive Director ☐ Board Committee – <Name> ☐ Board Task Force / Special Working Group – <Name> **Topic:** (What is the subject of the work being delegated by the Board?) **Related Accountability:** (Which element of the Board's governance role or accountability does this relate to?) **Board Application of the Resulting Report:** (How will the Board use the report that will be brought back to the Board?) Select one of the items below: ☐ **Information:** (The report is for information only and requires no Board action or discussion. Its purpose is to keep the Board informed about an item of relevance to governance. These reports may be circulated between meetings.) ☐ **Input Required:** (The report is for Board discussion and feedback. The Board's input will guide further work by the responsible body before a final report or recommendation is brought back for consideration). ☐ **Decision:** (The report will require a formal Board decision. It must include sufficient background, analysis, and options to support an informed decision and align with the original statement of delegation). **Statement of Delegation:** (Provide a clear, detailed description of the delegated task. The statement should address the following questions.) • What is the responsible body to do, specifically? • When does the Board expect to review the completed work or receive a report? • How will the Board monitor progress before the report is finalized?

- What resources, limitations, or constraints apply?
- If recommendations are expected, what criteria will the Board use to evaluate options or make its decision?
- What next steps are anticipated after the report or decision (e.g., implementation, communication, policy update)?

Appendix H: Guiding Questions for Decision-Making

These questions are intended to help the Board and Committees assess whether an issue merits Board consideration, to frame discussion, and to ensure decisions are well-informed, values-aligned, and evidence-based.

They may be used by the Chair, Committee Chairs, or Executive Director when preparing an Agenda Item Summary (AIS) or Delegation and Reporting Template, and by Directors during deliberation.

1. Relevance and Alignment

- Is the matter strategic in nature, or is it operational and better delegated?
- How does this decision align with the organization's vision, mission, and values?
- How does it advance or affect the strategic plan or current priorities?
- Would postponing this decision affect the organization's ability to meet its obligations or achieve outcomes?

2. Information and Evidence

- Have we received sufficient, objective, and current information to make a sound decision?
- Are the facts and analysis credible and balanced?
- Have relevant stakeholder perspectives been considered (e.g., service users, funders, partners)?
- Are risks, implications, and assumptions clearly identified and explained?

3. Governance and Accountability

- Does this issue fall within the Board's authority, or should it be referred to management?
- Are we clear on the Board's fiduciary, legal, or statutory responsibilities related to this matter?
- Would this decision create, change, or test existing Board policy?
- How will the Board monitor or evaluate the outcomes of this decision?

4. Resource and Risk Considerations

- What are the financial, human, and reputational implications?
- Does this decision expose the organization to new or heightened risk?
- What is the worst-case scenario if the decision proves incorrect?
- Are appropriate controls or mitigation strategies in place?

5. Timing and Context

- What is the urgency of the decision?
- Are there precedents or comparable situations that inform our approach?
- What are the consequences of inaction or delay?
- Is there a communications or stakeholder-relations impact to consider?

6. Integrity and Ethics

- Does this decision align with the organization's ethical commitments and public expectations?
- Could the decision create a real or perceived conflict of interest for any Director?
- How might this decision affect the organization's reputation and trust with the community?

7. Implementation and Follow-Up

- Who will be responsible for implementation and follow-up?
- What resources or authorizations are required?
- How will progress be monitored and reported back to the Board?
- Does this decision require a policy, communication, or change-management response?

Note:

These questions are not meant to be applied rigidly or sequentially; rather, they provide a lens for disciplined governance deliberation. The Chair and Executive Director should ensure that AIS and briefing materials anticipate and address as many of these questions as possible before items come forward for Board decision.

Appendix I: Executive Director Succession & Emergency Transition Plan

Purpose

This appendix ensures leadership continuity, organizational stability, and stakeholder confidence during both planned and unplanned transitions of the Executive Director. It defines the Board's role, approach, and procedures while reaffirming that the Board retains ultimate accountability for leadership integrity and operational continuity.

Succession Planning Framework

The Board of Directors is responsible for maintaining a proactive and deliberate approach to Executive Director succession. Proactive succession planning reduces organizational risk, supports continuity of leadership, and reinforces the Society's commitment to effective governance and stewardship.

The Governance Committee will:

- Review the Succession and Emergency Transition Plan annually as part of the strategic plan refresh.
- Confirm the readiness of potential internal successors and identify professional development priorities.
- Ensure that the Executive Director position profile, performance evaluation criteria, and compensation parameters remain current and aligned with organizational strategy.
- Maintain a confidential electronic file containing key succession-related materials (see *Supporting Documents*).

Strategic Reflection Questions

- Are internal candidates being identified, developed, and supported appropriately?
- How competitive is the Society's compensation and reputation in attracting external talent?
- What environmental, funding, or organizational factors might influence the timing or nature of a transition?

Leadership Transition Pathways

Type of Transition	Description	Board Response
Planned Transition	Executive Director provides formal notice of resignation or retirement (generally 3–6 months).	Activate succession plan; form Selection Committee; engage recruitment firm if required; implement transition plan.

Short-Term Absence	Temporary absence due to illness, emergency, or family need (normally ≤ 90 days).	Appoint Acting Executive Director; define authority limits; ensure operational continuity; maintain weekly Board oversight.
Unexpected Departure	Immediate resignation, termination, or incapacity.	Convene emergency Board meeting; appoint Interim Executive Director; communicate with staff and stakeholders; initiate permanent recruitment within 30 days.

Planned Succession Procedure

1. **Trigger Event**: Written notice of resignation, retirement, or term completion.
2. **Selection Committee Formation**: Comprised of the Chair, Chair-Elect, two Directors, and one external advisor.
3. **Position Review**: Confirm the Executive Director's accountabilities and competencies per the Performance Evaluation Policy.
4. **Recruitment Approach**: Engage a qualified search firm in accordance with procurement policy; accept both internal and external candidates; ensure fairness, confidentiality, and compliance with conflict-of-interest standards.
5. **Candidate Evaluation**: Conduct interviews using pre-approved questions and evaluation rubric; validate references and background checks.
6. **Board Approval**: Selection Committee recommends preferred candidate; full Board endorsement required before offer.
7. **Transition Support**: Establish a 90-day onboarding plan; Chair meets bi-weekly with the new Executive Director; conduct interim performance review after 90 days.

Supporting tools and templates are maintained separately from this manual and are available through in the Board Portal.

Emergency Transition Procedures

Short-Term Absence

- The Board appoints an internal leader as Acting Executive Director.
- Authority limited to day-to-day operations; major decisions require Board approval.
- Communicate the temporary arrangement to staff and stakeholders.
- Review the situation weekly to determine when normal leadership can resume of if escalation to the emergency procedure is required.

Unexpected Departure

- Convene an emergency Board meeting within 48 hours.

- Appoint an Interim Executive Director (internal or external) with defined authority and reporting expectations.
- Issue communication to staff, funders, and partners within five business days.
- Launch the permanent recruitment process within 30 days.
- Conduct a 90-day review of interim performance and adjust scope as needed.

Communication Protocols

To ensure consistent, respectful, and confidential communication:

- The Board Chair is the sole spokesperson for all leadership transitions.
- All public statements must align with approved key messages and press releases.
- Board Directors must refrain from speculation or personal commentary, both on and off the record.
- Internal communication to staff and volunteers should emphasize stability, service continuity, and the Board's active oversight role.
- Media and external inquiries must be directed to the Board Chair or designate.

Transition Stewardship

The Board will guide and support the new or interim Executive Director during the first year to strengthen alignment and ensure a smooth transition.

Actions may include:

1. Requesting a written 90-day plan from the Executive Director outlining early priorities and performance indicators.
2. Adding an "Executive Transition Report" to regular Board agendas for updates on integration progress.
3. Conducting an interim evaluation at the end of the 90 days, including input from senior management.
4. Providing professional development or coaching where gaps were identified during recruitment.

Governance Oversight & Annual Review

The Governance Committee will:

- Review the succession and emergency transition plan annually.
- Confirm that supporting materials (e.g., candidate profiles, RFPs, templates) remain current.
- Report annually to the Board on succession readiness and leadership capacity.
- Ensure ongoing compliance with the *Child, Youth and Family Services Act*, the *Ontario Not-for-Profit Corporations Act*, and applicable funding requirements.

Supporting Documents (maintained separately)

The following resources are available and referenced as needed:

- Executive Director Position Requirements and Competency Profile
- List of Pre-Qualified Recruitment Firms
- Sample RFP for Recruitment Services
- Selection Committee and Interview Panel Terms of Reference
- Interview Questions and Evaluation Template
- Sample Candidate Presentation Format
- Sample Press Releases (Resignation / Termination)
- Sample Letter of Offer
- Board Key Message Sheet (External Communication)

Emergency Transition Matrix

The following matrix summarizes immediate Board actions and accountabilities under different transition scenarios.

Scenario	Immediate Actions (within 48 hrs)	Responsible	Next Steps (within 30 days)
Short-Term Absence	Appoint Acting ED; notify staff; ensure continuity	Board Chair	Review status weekly; assess return timeline
Unexpected Departure	Appoint Interim ED; issue internal and external communications	Board	Initiate recruitment process; assign support resources
ED Termination	Engage legal counsel; assign interim coverage	Board Chair & Legal	Launch formal recruitment; notify MCCSS
Transition to Permanent ED	Conduct onboarding; 90-day review	Board Chair	Annual evaluation; ongoing development

Appendix J: Board Dashboard & Balanced Scorecard Reference Guide

This appendix supports the Board's monitoring responsibilities under 3.2.1 Organizational Compliance, 3.2.2 Principal Risks & Enterprise Risk Management, and 3.2.3 Organizational Performance.

It provides reference examples of indicators, risks, and priorities used to populate the Board Dashboard.

It is not prescriptive - the Board and Executive Director will tailor these items annually based on the strategic plan and current operating context.

1. Balanced Scorecard Lenses

Lens	Focus of Monitoring	Typical Board Indicators
Primary Users	Children, youth, and families served	• Service quality and timeliness • Client satisfaction • Compliance with service standards • Outcomes for permanency and well-being
Stakeholders	Funders, Indigenous partners, community agencies, volunteers, foster parents	• Relationship strength and engagement • Fulfillment of partnership agreements • Reputation and public confidence
People	Staff, volunteers, and leadership	• Recruitment, retention, and turnover • Professional development participation • Workplace culture and well-being • Succession readiness
Internal Processes & Systems	Governance and operational systems supporting service delivery	• Policy compliance • Audit findings • Information security • Efficiency and innovation
Financial Stewardship	Fiscal health, sustainability, and compliance	• Budget variance • Reserve ratios • Funding diversification • Audit and management-letter results

2. Dashboard Components and Examples

Component	Board Purpose	Examples of Indicators / Monitoring Topics
Compliance	Ensure legal, legislative, and contractual obligations are met.	• Statutory filings (ONCA, CRA, MCCSS) • Privacy & OHS compliance • Internal policy reviews • Ministry licensing/audit results
Principal Risks	Identify and monitor the organization's most significant risks.	Primary User Risks – Service accessibility, program quality, child safety. Stakeholder Risks – Funding model shifts, key-partner relationships. People Risks – Succession gaps, staff capacity, workload stress. System Risks – Cybersecurity, data integrity, emergency preparedness. Financial Risks – Cost overruns, inflation pressures, reserve adequacy. Leadership Risks – Executive Director transition or performance. Governance Risks – Board recruitment, engagement, education
Strategic Priorities	Track progress toward Board-approved strategic goals.	Primary Users – Enhance service responsiveness, expand permanency options Stakeholders – Strengthen Indigenous partnerships, advocacy engagement People – Invest in staff well-being, revitalize caregiver support Systems – Modernize IT and case-management Financial – Maintain reserves, improve forecasting and cost-control

Executive Director Performance	Evaluate the Executive Director's achievement of agreed-upon objectives.	• Progress against strategic priorities • Compliance assurance • Risk mitigation • Stakeholder relationship management • Organizational alignment to governance practices
Board Priorities	Strengthen the Board's own governance capacity and accountability.	• Annual work plan completion • Director education and evaluation • Policy renewal schedule • Committee effectiveness reviews • Governance process improvements

3. Monitoring Cycle and Reporting

Cycle Element	Frequency / Responsibility	Output / Deliverable
Dashboard Update	Quarterly – Executive Director	Updated indicators and status (e.g., On Track / At Risk / Off Track)
Committee Review	Quarterly – Risk & Compliance Committee	Summary report to the Board on compliance and risk
Board Review	Quarterly Board Meeting	Discussion focused on exceptions and variances
Annual Validation	Annual Strategic Refresh	Confirmation of indicators, risk list, and priorities
Public Disclosure	Annual Report / Website	Summary of strategic progress and performance outcomes

4. Format and Presentation

- The Dashboard should be presented in **visual format** (e.g., coded Excel sheet, progress bars, or scorecards).
- Each component should link to supporting evidence or monitoring reports.
  Items "on target" are noted for record; those "off target" are discussed and corrective action recorded in the minutes.

5. Linkages

This Dashboard framework directly supports:

- 3.2.1 Organizational Compliance – ensuring legal and regulatory obligations are met;
- 3.2.2 Principal Risks – tracking and mitigating risks;
- 3.2.3 Organizational Performance – assessing achievement of strategic priorities; and
- 3.2.5 Executive Director Performance – linking ED goals to Board-approved metrics.
-

6. Annual Review and Update

The Risk & Compliance Committee will review this Appendix annually to:

- Confirm that the Dashboard indicators remain relevant and measurable;
- Recommend any revisions to align with the current strategic plan; and
- Ensure Board and management reports are integrated and consistent.

Appendix K: Enterprise Risk Management Tools

This appendix provides the Board and Executive Director with standardized tools for identifying, assessing, responding to, and monitoring risk within the Children's Aid Society of the District of Nipissing and Parry Sound's Enterprise Risk Management (ERM) framework.

These templates support implementation of **3.2.2 – Principal Risks and Enterprise Risk Management** and integrate with the Board's Balanced Scorecard and Governance Dashboard (**Appendix J**).

1. Risk Assessment Framework

1.1 Risk Response Framework

When a risk is identified and assessed, the Board and Executive Director will determine the most appropriate response strategy. The four primary types of risk responses are as follows:

Response Type	Definition	Application / Examples
Avoid	The organization chooses not to proceed with the activity, decision, or exposure that creates the risk.	Exiting a partnership, cancelling a high-risk project, or discontinuing a program that presents unacceptable financial or reputational exposure.
Transfer	The organization shifts the financial or legal impact of the risk to another party.	Obtaining insurance, negotiating indemnity clauses in contracts, or entering joint agreements that share liability.
Mitigate	The organization implements controls or processes to reduce the likelihood or impact of the risk.	Strengthening internal controls, increasing staff training, enhancing cybersecurity systems, or developing contingency plans.
Accept	The organization formally acknowledges and accepts the risk, recognizing that mitigation may be impractical or disproportionate to the potential impact.	Continuing an activity where the benefit outweighs the risk (e.g., pilot programs, community partnerships). Documentation and monitoring are required.

Each principal risk listed in the Risk Register must identify the selected response type and the associated control or mitigation actions.

1.2 Likelihood and Impact Definitions

These tables define how likelihood and impact are to be assessed for each risk recorded in the Risk Register. Scoring is based on a 1–5 scale, where 1 represents minimal concern and 5 represents critical concern. All risk ratings are calculated as: Likelihood × Impact.

Likelihood

Rating	Descriptor	Description	Examples (Organizational Context)
1 – Rare	Very unlikely	Highly improbable; may occur only in exceptional circumstances.	No known prior occurrence.
2 – Unlikely	Uncommon	Could occur, but has not happened recently in this or similar organizations.	Occurs once every several years.
3 – Possible	Occasional	Might occur under normal operating conditions.	Has occurred previously in the sector.
4 – Likely	Recurrent	Expected to occur periodically or under foreseeable conditions.	Documented occurrences across sector.
5 – Almost Certain	Frequent	Will occur or reoccur regularly.	Annual or repeated incidents within the organization or sector.

Impact

Rating	Descriptor	Description	Examples (Organizational Context)
1 – Insignificant	Minimal	Negligible impact on operations, finances, or reputation.	Minor delay; <$25,000 loss.
2 – Minor	Low	Limited impact; easily managed within normal operations.	Temporary disruption; short-term concern.

3 – Moderate	Noticeable	Material impact requiring management attention.	Service disruption; local stakeholder concern; $100k–$500k loss.
4 – Major	Significant	Substantial impairment of operations or reputation.	Extended service failure; serious legal exposure; $500k–$2.5M impact.
5 – Critical	Severe	Threatens organizational viability or public confidence.	Loss of funding; major injury/fatality; $2.5M+ loss; provincial scrutiny.

1.3 Risk Severity Assessment Matrix

The following matrix combines Likelihood and Impact ratings to establish an overall Risk Rating for prioritization and escalation.

Impact ↓ / Likelihood →	1 – Rare	2 – Unlikely	3 – Possible	4 – Likely	5 – Almost Certain
5 – Critical	M	H	H	E	E
4 – Major	M	M	H	H	E
3 – Moderate	L	M	M	H	H
2 – Minor	L	L	M	M	H
1 – Insignificant	L	L	L	M	M

L (Low): Manage within routine operational processes; no Board reporting required.
M (Medium): Monitor through the Executive Director and report to AFR Committee.
H (High): Review quarterly by the AFR Committee; included in dashboard reporting.
E (Extreme): Classified as Principal Risks requiring Board-level oversight and documented mitigation or contingency plans

2. Risk Register Template

This section provides the structure for the Society's working Risk Register. It records all identified risks, their assigned categories, scores, response strategies, ownership, and monitoring status. Note: This is an example and does not include all risk categories.

Category	Risk Description	Likelihood (1–5)	Impact (1–5)	Rating (L×I)	Risk Owner	Response Strategy	Controls / Mitigation Actions	Residual Risk Rating	Status / Trend	Next Review Date
Compliance	Failure to meet statutory reporting deadline	2	5	10 (Med)	Executive Director / AFR Committee	Mitigate	Automated filing reminders; monthly compliance review	6 (Low)	Stable	Q1 FY26
Financial	Provincial funding reduction	3	5	15 (High)	AFR Committee / ED Finance	Transfer / Mitigate	Engage funders; cost-containment plan; diversify revenue	10 (Med)	Worsening	Q1 FY26
Cybersecurity	Data breach or ransomware attack	4	5	20 (Extreme)	AFR Committee / Director IT	Mitigate	MFA rollout; off-site backup; annual testing	12 (High)	Improving	Q2 FY26
Governance	Board succession or leadership gap	3	4	12 (High)	Governance Committee / Board Chair	Mitigate	Maintain ED and Board succession plans; annual recruitment review	8 (Med)	Stable	Q3 FY26

Operational	Service disruption due to staff turnover	4	4	16 (High)	Executive Director / HR	Mitigate	Retention strategy; workload review; HR metrics	10 (Med)	Improving	Q3 FY26

Response Strategy: Avoid / Transfer / Mitigate / Accept

3. Principal Risk Dashboard Summary View

The Principal Risk Dashboard forms part of the Board's governance reporting and is updated quarterly by the Executive Director. It provides a high-level summary of the Society's most significant risks - those rated as High or Extreme in the Risk Register - enabling the Board to focus its oversight on strategic and organization-wide risks.

Risk Category	Principal Risk Description	Current Rating	Trend	Response Strategy	Risk Owner / Oversight Body	Next Review
Financial	Provincial funding reduction or delay	High	Worsening	Mitigate / Transfer	AFR Committee	Q1 FY26
Cybersecurity	Unauthorized access to data or systems	Extreme	Improving	Mitigate	AFR / Director IT	Q2 FY26
Governance	Board succession or leadership gaps	High	Stable	Mitigate	Governance Committee	Q3 FY26
Operational	Service disruption due to staff turnover	High	Improving	Mitigate	Executive Director / HR	Q3 FY26

4. Risk Monitoring and Escalation

All identified risks must be monitored regularly and escalated as appropriate:

Low (L): Manage within routine operational processes; no Board reporting required.
Medium (M): Monitor through the Executive Director and report to AFR Committee.
High (H): Review quarterly by the AFR Committee; include in dashboard reporting.
Extreme (E): Classified as Principal Risks requiring Board-level oversight and documented mitigation or contingency plans.

5. ERM Documentation Requirements

All risk management documentation, including the Risk Register, Matrix, and the Dashboard must be:

- Maintained electronically in a secure, version-controlled environment;
- Reviewed quarterly and updated as required; and
- Archived for at least seven (7) years for audit and regulatory purposes.

This appendix supports and is to be read in conjunction with:

- Section 3.2.1 – Organizational Compliance
- Section 3.2.2 – Principal Risks and Enterprise Risk Management
- Section 3.2.3 – Organizational Performance
- Appendix J – Board Dashboard and Balanced Scorecard

Appendix L: Sample Executive Director Performance Assessment Schedule

This appendix outlines the annual and mid-year performance evaluation process for the Executive Director (ED), as required under **3.2.5 – Executive Director Performance**.

The process ensures performance is assessed consistently and fairly, balancing "What" performance (strategic and operational outcomes) with "How" performance (leadership, collaboration, and professional behaviours).

It supports accountability, professional growth, and alignment between the ED's leadership and the Society's mission, values, and strategic priorities.

Annual Performance Evaluation Timeline Example

Date	Task	Who
Mar. 4	Launch 360° Executive Director Performance Evaluation	External Consultant / Admin
Mar. 4–18	Complete 360° Evaluation Surveys (Board, Executive Director, direct reports)	Board / ED / Direct Reports
Mar. 19–Apr. 5	Compile results and prepare Executive Director Assessment Summary Report	External Consultant
Apr. 8	Share Executive Director Assessment Report with Chair, Chair-Elect, and Executive Director	Committee
Apr. 8–14	Executive Director prepares written response and development plan	ED
Apr. 15	Submit Executive Director response and development plan to Chair and Chair-Elect	ED
Apr. 24	*In-camera* Board session: review complete Executive Director Performance Package (assessment report, response, and development plan). Confirm overall performance rating and any recommended compensation adjustments. Review and update performance objectives for the coming year.	Full Board
Apr. 25–30	Finalize Executive Director Performance Summary Letter; confirm next-year objectives and compensation decisions. Chair to sign and file in the Executive Director's confidential HR record.	Chair / Chair-Elect

May 1	Conduct formal performance meeting with the Executive Director to review results and confirm objectives and development plan for the next cycle.	Chair / Chair-Elect
May 1	File final Executive Director Performance Summary and Development Plan in the Executive Director's confidential HR record.	Chair / ED
May 10	Governance Committee debriefs process and recommends improvements to the evaluation approach for the next cycle.	Governance Committee

Annual Mid-Year Check-In Timeline Example

Date	Task	Who
Oct. 30	In-camera discussion: review Executive Director progress against strategic priorities, leadership goals, and emerging organizational risks	Chair / Chair-Elect / Board
Nov. 4	Conduct mid-year check-in meeting with Executive Director to discuss progress, challenges, and required supports	Chair / Chair-Elect / ED
Nov. 4–10	Prepare Mid-Year Summary Memo capturing highlights, emerging issues, and agreed-upon adjustments	Chair / Chair-Elect
Nov. 11	Share Mid-Year Summary Memo with Executive Director; present *in-camera* to the full Board for information; file in confidential HR record.	Chair / ED
Jan. 30	Final *in-camera* Board update on mid-year outcomes and any adjustments to objectives or supports.	Chair / Chair-Elect

Supporting Notes

- The evaluation assesses both "What" (results achieved) and "How" (leadership and behavioural effectiveness).
- 360° feedback includes Board members, direct reports, and the Executive Director's self-assessment; the Board may retain an independent consultant to ensure objectivity.
- Performance objectives and expectations are reviewed and updated annually to align with the Strategic Plan, Balanced Scorecard, and organizational priorities.
- All evaluation materials, reports, and correspondence are confidential and maintained in the Executive Director's personnel file.
- The Governance Committee may recommend refinements to tools, timelines, or weighting to maintain alignment with Board policy and best practice.

Appendix M: Executive Director Compensation Framework

This framework provides a structured, transparent, and evidence-based approach for determining and managing the Executive Director's compensation. It ensures that compensation decisions are fair, competitive, performance-linked, and fiscally responsible, while supporting the Society's ability to attract, retain, and motivate effective leadership. The framework complements the Executive Director Performance (3.2.5) and ensures that compensation decisions are fair, competitive, and aligned with both demonstrated performance and the Society's financial and organizational context.

Guiding Principles

The Executive Director role is the organization's single most critical leadership position. The compensation philosophy is grounded in the following principles:

Accountability: Compensation reflects the Executive Director's achievement of strategic and operational objectives.
Competitiveness: Benchmarked against comparable organizations within the child and family services sector and the broader not-for-profit environment.
Equity: Consistent with internal pay equity and aligned with external market standards.
Affordability: Sustainable within the Society's fiscal capacity.
Transparency: Reviewed and approved by the full Board through a documented process following the annual performance evaluation.

Components of Compensation

The Executive Director's total compensation is comprised of the following components:

Component	Description	Review Frequency
Base Salary	Fixed annual salary aligned to market percentile and adjusted based on performance, inflation, and tenure.	Annual
Cost of Living Adjustment (COLA)	Annual inflationary adjustment tied to credible indices (e.g., Ontario CPI) to maintain competitiveness and equity, subject to fiscal capacity.	Annual
Performance-Based Adjustment	Merit increase or one-time performance award linked to annual evaluation results and organizational context.	Annual
Benefits and Pension (as applicable)	Group benefits and pension contributions reviewed for fairness and competitiveness.	Annual

Perquisites	May include professional memberships, car allowance, technology, or other supports consistent with sector norms.	Annual
Professional Development	May include leadership coaching, professional training, or education in support of the Executive Director's development plan.	Annual (as budgeted)

Market Positioning

The Board will use credible, independent market data (e.g., CharityVillage, CSAE, HR Council, or MCCSS sector data) to establish the compensation range.

Normal positioning for the Executive Director role will fall between the 50th and 75th percentile of comparable organizations, balancing competitiveness with fiscal capacity.

Market Percentile	Intent	Typical Application
50th (Median)	Aligns with average market rate	Smaller or early-stage organizations
60th–75th (Upper Quartile)	Attracts and retains experienced, high-performing leaders	Established, complex organizations
Above 75th	Exceptional case; requires documented Board motion	Long-serving or transformative leadership, contingent on affordability

Performance Linkages

Following the annual Executive Director Performance Evaluation, the Board may approve both COLA and merit-based adjustments.

Performance ratings correspond to the following indicative merit ranges:

Rating	Definition	Sample Adjustment Range
5 – Always Exceeded Expectations	The Executive Director consistently exceeds performance expectations and demonstrates exemplary leadership. Serves as a model for excellence in achieving organizational goals.	4 – 5% merit increase (plus any approved COLA)
4 – Met and Sometimes Exceeded Expectations	The Executive Director meets all expectations and occasionally exceeds them. Demonstrates strong, consistent performance and high-quality leadership.	2 – 4% merit increase (plus any approved COLA)

3 – Met Expectations	The Executive Director consistently meets all established expectations and performance objectives.	1 – 2% merit increase (plus any approved COLA)
2 – Met Some but Not All Expectations	The Executive Director meets some expectations but falls short in one or more key areas. Improvement plan required.	0% increase; development plan mandatory. (COLA may still apply at Board's discretion)
1 – Did Not Meet Expectations	The Executive Director consistently fails to meet performance expectations, significantly impacting organizational effectiveness.	0% increase; formal Board review and corrective action required

All adjustments, including both merit and cost-of-living, are subject to the Board's discretion, fiscal capacity, and market context. The Board may approve no increases in years of significant budgetary constraint or extraordinary sector circumstances.

Salary Ceiling and Off-Scale Pay

Once the Executive Director's salary reaches the ceiling of the approved range:

- Future increases are normally limited to COLA only.
- Exceptional, sustained performance may be recognized through a lump-sum performance award rather than an increase to base salary.
- Any off-scale pay or range adjustment requires a formal Board motion.

Compensation Review Cycle

Annual Review: Following completion of the annual performance evaluation, the Board will review and confirm any adjustments to the Executive Director's compensation, taking into account evaluation results, market conditions, and fiscal context.

Triennial Market Review: Every three (3) years, the Board commissions an independent market analysis using credible third-party benchmarks (e.g., CSAE, CharityVillage, etc.) to confirm competitiveness and fairness.

Extraordinary Review: May be initiated at any time in response to major organizational changes or market shifts.

Governance Oversight: The Governance Committee reviews and recommends any changes to compensation philosophy or framework. The full Board approves all compensation and policy amendments.

Governance Oversight and Documentation

- The Governance Committee will oversee the administration of this framework and recommend any adjustments to the Board.
- The Board of Directors approves all compensation decisions by motion.
- The Chair ensures all documentation, including evaluation summaries, market data, and rationale, is retained in the Executive Director's confidential personnel file.

Review Cycle

This framework will be reviewed by the Governance Committee every three years to ensure alignment with market conditions, fiscal context, organizational capacity, and evolving best practices. All compensation practices will comply with applicable legislation and funding requirements.

Appendix N: Governance Assessments

Director Performance Expectations

All Directors are expected to do their best to adhere to the following standards. Directors will be evaluated against these standards annually using a self and peer-to-peer assessment. Results of the assessment will be reported anonymously. The assessment report will be confidential to the individual and the Chair and will be used for development purposes.

1. **Be Prepared:** Prepare for meetings by reviewing the pre-reading materials in advance, reflecting on the key issues and forming your thoughts/questions before the meeting. Seek clarification from report authors before the meeting. Come to the meetings ready to address the items on the agenda.
2. **Be Attentive:** Remain attentive throughout the entire meeting. Avoiding temptations to be distracted by electronic devices or fellow members. Listen carefully to the viewpoints offered by fellow Directors.
3. **Participate Appropriately:** Think and act independently. Actively participate in meetings, drawing on your experience and expertise to bring relevant and constructive insights and perspectives into the dialogue. Avoid dominating the dialogue. Respect the role of the Chair in managing the agenda and group process.
4. **Say it in the Meeting:** Express your views in the meeting, not before or after the meeting is over.
5. **Avoid Micro-Management:** Focus your questions and comments at a governance/oversight/strategic level. Do not get into the "weeds" of operational issues and managements' responsibilities. Focus on *what* needs to be done not *how* it will be done.
6. **Build Mutual Respect:** Engage with fellow Directors and management in a respectful manner even when offering a different point of view. Make an effort to build a constructive working relationship with fellow Board Directors and the management team.
7. **Maintain Integrity:** Always act ethically and with integrity. Focus your perspectives, discussions and decision-making on the best interests of the organization and its members, not on your own interests.
8. **Make Well Informed Decisions:** Seek out and use sound evidence when forming and communicating your position on an issue. Do not let your own opinions or the opinions of others interfere with making well informed decisions that can better withstand challenge from members and interested parties.
9. **Support Board Process and Decisions:** Respect the Board's decision-making process. Once a formal decision has been made by the Board support the Board's process and its decision. Respect that the Board speaks with one-voice and only through formal mechanisms (Minutes/Chair/ED).

10. **Respect Confidentiality:** Respect the confidentiality of all Board discussions and organizational business issues. Do not share documents, details of meetings or discussions outside of the Board room.
11. **Donation of Time and Expertise:** Attend Society functions and special events. Promote and encourage the support of the Society in social and public settings.

Chair Performance Expectations

The Chair (and Chair-Elects as back-up) are expected to do their best to adhere to the following standards. The Chair will be evaluated against these standards annually using a self and peer-to-peer assessment. Results of the assessment are to be reported anonymously. The assessment report would be confidential to the individual and would be used for developmental purposes (the Chair may agree to share the results with the entire Board).

1. **Maintain relationship with the Executive Director:** Maintain an open and productive working relationship with the Executive Director. Communicate, coordinate and support Board related activities with the Executive Director in-between Board meetings.
2. **Ensure an effective agenda:** Ensure that Board and Director issues are brought to the Board through the development of an effective Board meeting agenda. Ensure agenda items are focused at the right governance/strategic level.
3. **Facilitate productive meetings:** Set and maintain conditions for an engaging and effective Board meeting. Manage Board meeting time to ensure meetings run efficiently and effectively. Respect and adhere to agreed meeting timelines.
4. **Focus on strategic direction and priorities:** Ensure Board discussions and decisions are linked to the approved strategic plan and priorities for the organization. Ensure that the organization's values remain central to all decisions.
5. **Encourage Director contribution:** Encourage every Director to contribute to Board discussions and decisions. Ensure diverse perspectives are welcomed and valued as part of Board dialogue.
6. **Manage disruptive behaviour:** Ensure that Directors adhere to agreed Board meeting protocols. Address Director behaviour that is not conducive to respectful and productive group dialogue and decision-making practices.
7. **Steward Board policy and practice:** Understand and reinforce adherence to Board policy and practice.
8. **Advance Board performance goals:** Ensure Board work plan priorities are clear, documented and moving forward. Ensure governance enhancements are supporting Board effectiveness.
9. **Model Director performance standards:** Lead by example. Champion the high-performance standards expected of all Directors.
10. **Fairly represent the Board:** Ensure the Board speaks with one voice to interested parties. Confidently and accurately speak on behalf of the Board in a manner that builds interested party trust and respect for the Board.

Committee Performance Expectations

Committees are expected to do their best to adhere to the following standards. Committees will be evaluated against these standards annually. Each committee member and the Executive Director will provide their individual assessment. Results of the assessment will be reported anonymously. The assessment report will be public to the Board of Directors and will be used for committee development and composition purposes.

1. **Clear and accurate Terms of Reference:** Committee Terms of Reference are accurate and effectively inform the composition and work of the committee. Committee members have been oriented to the Terms of Reference.
2. **Focused work plan:** The committee work plan accurately describes the priorities for the coming year, including timeframes, deliverables and resource assignment. The work plan has been approved by the Board of Directors. Committee members have been oriented to the work plan. The work plan is kept up to date throughout the year and is an accurate record of the progress of the committee.
3. **Appropriate committee membership:** Committee members exhibit the attitude, skills, experience and competencies required to be effective contributors to the work of the committee. There is a good balance of experience and fresh perspectives on the committee.
4. **Effective meeting agenda and material:** Committee meeting agendas are established ahead of time, are clear and enable the committee to focus on their work. Agenda items are well supported with background material that enables members to come well prepared.
5. **Productive meetings:** The committee Chair sets and maintains conditions for an engaging and effective meeting. Meeting time is managed to ensure they run efficiently and effectively. Meetings respect and adhere to agreed timelines. Sufficient meetings are scheduled to accomplish the work of the committee.
6. **Prepared members:** Committee members come well prepared and come ready to address the items on the agenda.
7. **Balanced member contribution:** All committee members are encouraged to contribute to committee discussions and decisions. Diverse perspectives are welcomed and valued as part of committee dialogue.
8. **Effective staff support:** Staff liaison support the work of the committee and contribute to efficient and effective committee work.
9. **Informed recommendations:** The work of the committee results in well informed recommendations that the Board of Directors can readily understand and address. Committee recommendations are largely endorsed by the Board.
10. **Meeting evaluations:** Meeting evaluations are completed at the end of every committee meeting. These evaluations are reviewed by the committee Chair and staff liaison who act on the feedback to continually improve the effectiveness of meetings.

Committee Chair Performance Expectations

Committee Chairs are expected to do their best to adhere to the following standards. The Committee Chairs will be evaluated against these standards, annually using a self and peer-to-peer assessment. Results of the assessment will be reported anonymously. The assessment report will be confidential to the Committee Chair and the Chair and is used for developmental purposes.

1. **Maintain relationship with committee members:** Maintain an open and productive working relationship with the committee members. Communicate, coordinate and support committee related activities with the staff liaison in between Board meetings.
2. **Ensure an effective agenda:** Ensure that issues are brought to the committee through the development of an effective meeting agenda. Ensure agenda items are focused at the right (committee) level.
3. **Facilitate productive meetings:** Set and maintain conditions for an engaging and effective committee meeting. Manage meeting time to ensure meetings run efficiently and effectively. Respect and adhere to agreed meeting timelines.
4. **Focus on terms of reference and work plan:** Ensure committee discussions and decisions are linked to the approved Terms of Reference and work plan for the committee. Ensure that member interests remain central to all decisions.
5. **Encourage committee member contribution:** Encourage every member to contribute to committee discussions and decisions. Ensure diverse perspectives are welcomed and valued as part of committee dialogue.
6. **Manage disruptive behaviour:** Ensure that members adhere to agreed meeting protocols. Address member behaviour that is not conducive to respectful and productive group dialogue and decision-making practices.
7. **Steward Board policy and practice:** Understand and reinforce adherence to Board policy and practices as they relate to committee work.
8. **Advance Board performance goals:** Ensure committee work plan priorities are clear, documented and aligned with the Board's expectations.
9. **Model Director performance standards:** Lead by example. Champion the high-performance standards expected of all Directors.
10. **Fairly represent the Committee:** Ensure the committee speaks with one-voice to the Board and Executive Director. Confidently and accurately speak on behalf of the committee in a manner that builds trust and respect for the committee.

Board & Committee Meeting Evaluation

These standards will be evaluated after each Board and committee meeting. Each Board/committee member and the Executive Director will provide their individual assessment. Results of the assessments will be recorded in the minutes and reviewed by the meeting Chair. The assessment reports will be public to the Board of Directors and will be used for Board/ committee development.

1. **Agenda:** The meeting agenda was clear and appropriately focused on committee level items.
2. **Agenda package:** The agenda package was thorough and provided relevant background to members.
3. **Member preparation:** Members came fully prepared to actively participate in the agenda.
4. **Chair effectiveness:** The Chair set and maintained conditions for an engaging and effective meeting.
5. **Dialogue and respectful conduct:** Members respected the practices of good dialogue and respectful conduct.
6. **Diverse perspectives:** Diverse perspectives were encouraged and valued as part of the discussions.
7. **Right level engagement:** Members engaged at the right level and stayed within the committee's Terms of Reference.
8. **Opportunity to participate:** All members were given opportunity to participate in discussions and decision-making.
9. **Meaningful contribution:** All members contributed in a meaningful way to discussions and decision-making.
10. **Actionable recommendations:** Recommendations were formed that will advance the Board's goals and the strategic plan.
11. **Time well spent:** Overall, I feel this meeting was time well spent in service to the organization's mission.
12. **Individual contribution:** Overall, I feel my contribution to this meeting was valuable and valued.
13. **Successful outcome:** The most successful part and/or outcome of this meeting was:
14. **Stop:** One thing I would recommend we STOP doing at Board/committee meetings is:
15. **Start:** One thing I would recommend we START doing at Board/committee meetings is:

Board Standards & Assessment

These standards are to be evaluated annually. Each Board Director and the Executive Director will provide their individual assessment. Results of the assessment are to be reported anonymously. The assessment report will be shared with the Board of Directors and used for Board development (via the Executive Committee).

Right People

1. Our Board composition is predominantly based on required competencies (skills and attributes-based) as opposed to being exclusively based on representing specific constituencies (representative-based).
2. Our Board has a clearly articulated Code of Conduct and Conflict of Interest that Directors sign.
3. Our Board has a clearly articulated role description for Directors.
4. Our Board recruitment and selection process is open and transparent.
5. Our Board conducts regular orientation sessions to prepare new and existing Directors for their duties.
6. Our Board conducts regular individual Director evaluations.
7. Our Board conducts regular Director development sessions to provide the knowledge and skills needed to carry out their Director duties.
8. Our Board Director turnover strikes an appropriate balance of tenured Directors and new Directors.
9. Our Board Directors are clearly informed about their Director liabilities and any liability protection.
10. Our Board Directors act honestly and in good faith with a view to the best interest of the organization.

Clear and Supportive Structures

11. Our Board's guiding governance documents (Bylaws, Policies and Practices) are current and relevant.
12. Our Board has a Governance Committee charged with ensuring the organization's governance system is performing optimally.
13. The size of our Board is optimal for monitoring and decision-making.
14. The form and frequency of our Board meetings is optimal for monitoring and decision-making.
15. Our Board has appropriate standing committees.

16. Our Board committees have clearly articulated Terms of Reference that describe the composition, role and responsibility of the committee.
17. Our Board committees function effectively and add value to Board decision-making.
18. Our Board conducts regular evaluations of its committees.
19. Our Board has an executive committee that functions exclusively in times of emergency when it is not possible for the full Board to meet.
20. Our Board has clear and documented delegation of authorities in place.

Reliable and Enabling Processes

21. Our Board has an up-to-date strategic plan that provides a clear long-term direction for the organization.
22. Our Board regularly reviews the strategic plan and adjusts it to meet the changes and challenges in the environment.
23. Our Board has a reliable process for ensuring the Executive Director's operating plan is aligned with the Strategic Plan.
24. Our Board approves an annual budget that aligns with the annual operating plan.
25. Our Board has a reliable mechanism for monitoring organization compliance with legislative and regulatory obligations.
26. Our Board has a reliable mechanism for monitoring organization risk.
27. Our Board has a reliable mechanism for monitoring organization performance indicators and outcomes.
28. Our Board has a reliable practice for managing the performance of our Executive Director.
29. Our Board undertakes regular Board performance assessments.
30. Our Board reviews at minimum quarterly financial reports, ensuring that the organization is achieving its strategic goals and objectives.

Organizational Sustainability & Culture

31. Our Board culture is focused and built around the members/clients we serve.
32. Our Board culture emphasizes service quality.
33. Our Board culture emphasizes continuous improvement.
34. Our Board culture emphasizes the pursuit of best practices.
35. Our Board culture is one of inclusivity, engagement and transparency both with internal and external interested parties.
36. Our Board makes time for and engages deeply in generative and strategic conversations.

37. Our Board sets specific goals to improve its governance performance (Board Work Plan) and works diligently to accomplish those agreed goals.

38. The Board leverages the diversity of its Directors' knowledge and experience in discussions and decision-making.

39. Overall, the Board of our organization adds significant value to the members it serves.

40. Overall, I feel that my contribution to our Board is meaningful, valued and makes a positive difference in the mission of our organization.

Appendix O: Whistleblower Reporting Template

This form enables any employee, volunteer, contractor, or Director to confidentially report suspected misconduct, wrongdoing, or ethical concerns in accordance with 4.1.7 Ethical Reporting and Whistleblower Protection of the Governance Manual. All reports submitted in good faith will be handled with discretion, fairness, and confidentiality. Retaliation against individuals who make a report in good faith is strictly prohibited.

Reporter Information (Optional)

You may submit this form anonymously. Providing your name and contact information allows for follow-up if clarification or additional details are needed.

- Name: ______________________________________
- Role/Position: _________________________________
- Phone/Email: __________________________________
- Preferred method of contact: ☐ Phone ☐ Email ☐ Other __________

☐ I wish to remain anonymous.

Incident Details

Date(s) of occurrence: ____________________________

Location (if applicable): ___________________________

Individuals involved (if known): _____________________

Describe the concern or incident:

(Provide as much detail as possible, including what occurred, when, where, and who was involved.)

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How did you become aware of the issue?

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____

Category of Concern

☐ Financial Misconduct (fraud, misappropriation, falsified records)

☐ Legal or Regulatory Violation

☐ Ethical Misconduct (harassment, discrimination, bullying)

☐ Health and Safety Concern

☐ Operational Misconduct (abuse of authority, destruction of records)

☐ Other (please specify): ____________________________________

Supporting Information

Attach or describe any documents, evidence, or witnesses that support your report:

____

____

____

Actions Already Taken

Have you reported this concern to anyone else?

☐ Yes – To whom? _____________________________ Date: __________

☐ No

Declaration

I affirm that this report is made in good faith and to the best of my knowledge reflects accurate and truthful information.

Signature: ____________________________ Date: ____________________

Submission Instructions

This form may be submitted:

- By email to **[Executive Director / Board Chair]** at [insert confidential address];
- By sealed envelope marked Confidential – Whistleblower Report to:

Attn: Chair, Board of Directors

Children's Aid Society of the District of Nipissing and Parry Sound

433 McIntyre Street West. North Bay, ON P1B 2Z3

Anonymous submissions may be made by leaving this form in the designated secure drop box located [insert location].

For Office Use Only

Date Received	Received By	Reference #	Initial Review Completed	Investigation Required	Outcome / Resolution Summary
	☐ Yes☐ No Date: _______		☐ Yes ☐ No Date: _______	☐ Yes ☐ No Date: _______	