



**FAMILY AND
CHILDREN'S
SERVICES**

of Lanark, Leeds and Grenville

POLICIES AND PROCEDURES

Section 1 - Role and Responsibilities of the Board of Directors

1.1 Policy Statement

The board is responsible to establish and maintain terms of reference that identify the roles and responsibilities of the board of directors

1.2 Procedures and Practices

Refer to terms of reference for the board of directors of FCSSLG in Appendix A.

1.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 2 - Role and Responsibilities of the Board President

2.1 Policy Statement

The board is responsible to establish and maintain terms of reference that identifies the role and responsibilities of the board president.

2.2 Procedure and Practices

Refer to terms of reference for the board president in Appendix B.

2.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 3 - Role and Responsibilities of the Vice President

3.1 Policy Statement

The board is responsible to establish and maintain terms of reference that identifies the role and responsibilities of the vice president.

3.2 Procedure and Practices

Refer to terms of reference for the vice president in Appendix C.

3.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 4 - Role and Responsibilities of the Directors

4.1 Policy Statement

The board is responsible to establish and maintain Terms of Reference that identifies the role and responsibilities of the directors.

4.2 Procedure and Practices

Refer to terms of reference for the directors in Appendix D.

4.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 5 - Role and Responsibilities of the Executive Director

5.1 Policy Statement

The board is responsible to establish and maintain terms of reference that identifies the role and responsibilities of the executive director.

5.2 Procedure and Practices

Refer to terms of reference for the executive director in Appendix E.

5.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 6 - Board Committees

6.1 Policy Statement

When required, the board will establish terms of reference for board committees.

6.2 Procedure and Practices

- Refer to terms of reference for the governance committee in Appendix F.
- Refer to terms of reference for the finance and audit committee in Appendix G.
- Refer to terms of reference for the human resource committee in Appendix H.

6.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 7 - Performance Review of the Executive Director

7.1 Policy Statement

The board is responsible for the supervision, oversight, and evaluation of the performance of the executive director of the FCSLLG and will ensure successful performance by professionally and proactively managing performance.

7.2 Procedures and Practices

The performance evaluation process of the executive director shall be conducted and overseen by the human resources committee acting on behalf of and reporting to the full board.

7.2.1 The human resources committee will conduct its evaluation annually between January 1st and the end of the fiscal year.

7.2.2 The evaluation will assess the performance of the executive director against the terms of reference for the position and the committee will create an evaluation tool for this purpose. See terms of reference for the executive director in Appendix E.

7.2.3 The committee will invite each board member to submit their views, opinions, and comments on the level of performance against the expectations set out in the terms of reference.

7.2.4 The committee will invite a self-evaluation of the executive director and may include evaluations from staff and other stakeholders for consultation

purposes but these submissions will be restricted to assessments against the terms of reference and be used for evaluation purposes at the discretion of the committee and/or the board.

- 7.2.5 The committee will review the written reports and minutes of oral reports by the executive director for the year to date at each regular and special meeting and include them in the evaluation process.
- 7.2.6 The committee will report their findings in writing back to the full board at the next regular meeting following the completion of the evaluation process and make recommendations regarding the recognition of achievements or improvement of performance, including disciplinary measures if required.
- 7.2.7 A written record of the evaluation will be maintained on file and a record of the process and tools used will be maintained on file.
- 7.2.8 The evaluation process will be separate from the process of salary negotiations.

7.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 8 - FCSLLG Directors' Code of Conduct

8.1 Policy Statement

The board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in-group and individual behavior when acting as directors.

8.2 Procedures and Practices

8.2.1 Directors must represent unconflicted loyalty to the interests of the corporation and its membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any director acting as an individual consumer of the organization's services.

8.2.2 Directors must avoid any conflict of interest with respect to their fiduciary responsibility and shall refrain from discussion and voting with respect to any matter where there is a conflict.

8.2.2.1 There must be no self-dealing or any conduct of private business or

personal services between any director and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.

- 8.2.2.2 Directors must not use their positions to obtain employment in the organization for themselves, family members or close associates.
 - 8.2.3 Every disclosure of interest shall be recorded in the minutes of the meeting.
 - 8.2.4 Should a conflict of interest arise for a director, the director must temporarily withdraw from board deliberation, voting, and access to applicable board information, and a record of such a withdrawal must be kept by the secretary.
 - 8.2.5 Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - 8.2.6 Directors' interaction with the executive director or with staff must recognize the lack of authority of any individual director or group of directors except as noted above.
 - 8.2.7 Directors' interaction with the public, press or other entities must recognize the same limitation and similar inability of any director or directors to speak for the board.
 - 8.2.8 Directors will make no judgments of the executive director or staff performance except as that performance is assessed against explicit board policies through the official process.
 - 8.2.9 Directors will not disclose information that is deemed confidential.
 - 8.2.10 Directors will notify the president in writing of any perceived violations of the code of conduct.
 - 8.2.11 Directors will sign a form confirming their understanding and intent to adhere to the Code of Conduct.
- 8.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 9 - Planning

9.1 Policy Statement

The board is responsible for establishing a strategic vision for the corporation that fulfills the mandate placed on it by the Ministry of Children and Youth Services and

ensuring that strategic planning, budgeting, and other planning undertaken by the staff both align with that vision and are carried out in a structured, efficient and effective manner.

9.2 Practices and Procedures

- 9.2.1 The board will establish a strategic vision, ends statements and objectives for the corporation that define what benefits the corporation shall produce for the community, whom the beneficiaries will be and how the impacts of those benefits will be measured.
- 9.2.2 The board will seek the input of members, the community, and other stakeholder groups in the development of its strategic vision and objectives.
- 9.2.3 The executive director will develop a multi-year strategic plan and budget framework based on the objectives set out in the strategic vision. The board will have oversight over these processes to ensure that they align with the strategic vision.
- 9.2.4 The staff, under the direction of the executive director, will develop one-year business plans and annual budgets based on the strategic plan and budget framework. The board will also have oversight over these processes to ensure that they align with the strategic vision.
- 9.2.5 At the end of each fiscal year the strategic and business plans will be reviewed in terms of its impacts on the strategic vision and objectives. The strategic plan will be adjusted if necessary. The first review will establish a measurement baseline for strategic impacts.
- 9.2.6 The strategic vision will be reviewed at least every three years, after major shifts in the environmental context, and at the discretion of the board.
- 9.2.7 If adjustments are made to the strategic vision and objectives by the board, the staff will adjust the strategic and business plans as well as the budget framework and annual budget accordingly.
- 9.2.8 The board will report on the progress made against the strategic plan at each annual general meeting.

9.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 10 - Complaints

10.1 Policy Statement

The protection of children and youth in the geographic area is the corporation's mandate, as set out by the Child and Family Services Act. From the outset of any complaint the corporation will endeavour to:

- 10.1.1 establish a climate of respect and open and transparent communication;
- 10.1.2 work collaboratively with all parties to ensure that children and youth are safe and have the best opportunity to reach their full potential; and
- 10.1.3 resolve any disputes.

10.2 Practices and Procedures

- 10.2.1 The executive director will develop operational procedures that are consistent with current legislative requirements and practiced in a manner that reflects the policy statement and the corporations' strategic vision and objectives.
- 10.2.2 The board may request reports on the complaints procedure.

10.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 11 - Delegations to the Board

11.1 Policy Statement

The Family and Children's Services of Lanark, Leeds and Grenville recognizes a responsibility to be fully informed by its public stakeholders and relevant experts.

11.2 Practices and Procedures

- 11.2.1 The corporation recognizes that stakeholder delegations may wish to present information to the board for its consideration and deliberation and the board will invite them to do so in all instances where it is appropriate.

- 11.2.2 The appropriateness of delegations will be assessed and their presentations prioritized according to the following criteria:
- 11.2.2.1 the issue on which the delegation wishes to present is relevant to the existing strategic vision and objectives of the corporation or is relevant to the board in reviewing the strategic vision;
 - 11.2.2.2 the issue on which the delegation wishes to present is timely to a decision that must be taken by the board in the near future;
 - 11.2.2.3 the issue is strategic in nature and not an administrative issue better handled by the staff; and
 - 11.2.2.4 the president, vice-president and/or directors on the board have previously expressed an interest in receiving information on the issue.
- 11.2.3 If delegations with multiple or opposing viewpoints on a particular issue both request to present to the board then equal time will be provided by the board provided that its criteria are met.
- 11.2.4 The presentations will respect the time allocated by the board and will be as brief as possible while conveying the issues, information and recommendations or options presented by delegations.
- 11.2.5 This process is separate and independent from the complaints process and the board will not receive presentations by complainants unless part of that process.
- 11.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

_____ President

Faith Bird

Section 12 - Director Recruitment

12.1 Policy Statement

The Family and Children's Services of Lanark, Leeds and Grenville will recruit and nominate skilled directors capable of performing the responsibilities outlined in the board, president, vice-president and director terms of reference.

12.2 Practices and Procedures

12.2.1 The board will ensure that, where possible, the following skills and expertise are reflected on the board and give preference to director candidates possessing them:

Skills for every director:

- the ability to think analytically and critically, to evaluate different options, proposals and arguments and make sound decisions;
- the ability to effectively communicate their ideas, positions, and perspective to their peers, as well as understand the ideas, position, and perspective of their peers and facilitate resolutions of differences in the common interest;
- the ability to envision future goals and objectives that provide improved benefits for the groups and individuals on whose behalf the organization acts;

Skills required by multiple directors:

- experience in the child welfare, social work and the mission of children's aid organizations;
- the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised in the corporations' financial statements;

Skills required by at least one director:

- experience (preferably with a designation) with the individual roles, group processes and the corporate bylaws and policies that form systems of corporate governance;
- executive experience or consulting (preferably with a designation) in financial accounting and reporting and corporate finance. Comprehensive knowledge of internal financial controls and GAPP. Expertise in auditing, evaluating, or analyzing financial statements; and
- executive experience in analyzing exposure to risk and successfully determining appropriate measures to manage such exposure.

12.2.2 The corporation will, where possible, ensure that the board's diversity reflects the population of the geographic area.

12.3 Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

Section 13 – In-Camera Session

13.1 Policy Statement

The Family and Children's Services of Lanark, Leeds and Grenville will have an in-camera session on the agenda of every board meeting.

13.2 Practices and Procedures

13.2.1 Criteria for using an in-camera session

13.2.1.1 Matters/topics to be discussed in an in-camera session shall meet the following criteria:

- Sensitive internal board issues as determined by the board
- Reviewing personnel and employment/labour matters such as but not limited to the Executive Director performance, compensation and employment status
- Where legal advice is provided and/or litigations (civil or criminal) are discussed
- Reviewing a client related issue that requires the disclosure of identifying information or information that if known in the community, would identify the client.
- Reviewing/discussing important government policies and their implications for the Agency. Due to the impact on the Agency, an in-camera discussion may be required first before discussion as a matter of public record.
- Discussion that would prevent undue harm to the organization (eg. reputation) and its assets, including volunteers, board members and staff
- Matter at hand requires transparency and accountability within the board and operations. Without an in-camera session there would be hesitancy/reluctance with board members and operations that would prevent/hinder transparency or accountability

Some matters may initially be discussed during an in-camera with subsequent conversations and motions occurring as a matter of public record.

13.2.1.2 In-camera session may include operational staff, when prior approval has been given by the board. However in-camera session may only include board members and any supports they wish include to help them with the issue/decision at hand.

13.2.2 Mechanism to determine if an in-camera agenda item meets the criteria:

It will not always be clear if an agenda item should be included in an in-camera session.

The agenda for an in-camera session will include a brief review of all agenda items. Each agenda item must provide evidence that it meets the criteria identified above. Based on that information, if a board member believes that the agenda topic does not need to be discussed in camera, the board member can make a motion to move the agenda item as a matter of public record.. Board meeting agendas could have a standing "Other Business" item after the in-camera session to accommodate such motions and discussions.

13.2.3 Recording in-camera minutes

It is considered best practice to record in-camera minutes as it provides a record showing board of director due diligence in addressing sensitive issues:

- Minutes of in-camera meetings will focus on summarizing the discussion in a manner that reflects the scope and degree of conversation that occurred.
- Minutes to reflect who the board has invited into the in-camera session
- Motions will be recorded in the in-camera minutes when the board of directors decide that a motion is necessary and where the contents of the motion meet the in-camera criteria. Required motions as a result of an in-camera discussion that do not meet the in-camera criteria will be made as a matter of public record.
- The board may purposefully choose to discuss an agenda item during an in-camera session with the intent of passing a motion as a matter of public record.

13.2.4 Storage and access to in-camera minutes:

- In-camera minutes will be stored in a locked filing cabinet in a locked box to prevent unapproved access.

- The President of the Board and in his/her absence, the Vice President will have direct access to the minutes and will only provide access to board members who were in good standing at the time of the in-camera session.
- In-camera minutes will not be sent electronically, by mail or other physical means to any board member. A hard copy of the minutes will be viewed at a determined Agency site. Note taking or copying the minutes is prohibited.
- In the normal course of board of director meetings, in-camera minutes will be provided, reviewed and approved at the next in-camera session. In-camera minutes are collected after the meeting to ensure the safe keeping of one copy of the minutes.
- The Agency will first consult with its corporate lawyer when in-camera minutes are requested through a law enforcement process.

13.3 Enacted by the members of the Board of Directors on this 18th day of September, 2014.

Steven Vaughan President

Appendices

APPENDIX A: Terms of Reference for the Board of Directors of FCSLLG

1. Accountability

- 1.1. The board of directors is directly accountable to the membership of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

2.1. The board:

- 2.1.1. Will be comprised of at least nine and no more than fifteen members of the corporation as determined by the membership.
- 2.1.2. The executive director shall attend board meetings in the executive director's capacity as secretary.

3. Purpose

- 3.1. The purpose of the board is to serve as the intermediary between the membership

and the staff, ensuring that the objectives of the membership are reflected in the adoption of resolutions and corporate policies through the board's decision-making processes and achieved by the staff through the board's oversight processes. The board provides direction, oversight and control to the management of the corporation by gaining and maintaining reasonable assurances that the strategic vision is achieved while legal and regulatory obligations are met.

4. Meetings

- 4.1. The board will meet at least quarterly.
- 4.2. The executive director (or designate) will provide an oral or written report on the performance of the corporation at each regular meeting of the board.
- 4.3. Quorum requires at least a majority of directors entitled to vote to be in attendance.

5. Roles and Responsibilities

- 5.1. Subject to the powers and duties of the membership and without limiting the general scope of responsibilities commonly associated with governing boards, the board will perform the following duties pertaining to the governance of the corporation:
 - 5.1.1. Gain and maintain a reasonable assurance that the corporation meets all the obligations imposed by applicable law and regulations, rules, policies and requirements promulgated by governments and regulatory agencies;
 - 5.1.2. Gain and maintain a reasonable assurance that the financial health and sustainability of the corporation is sound, that finances are managed with integrity, and that the financial state of the corporation is regularly and adequately disclosed;
 - 5.1.3. Gain and maintain a reasonable assurance that the corporation has a sufficient strategy to guide its affairs and that the strategy can reasonably be expected to achieve the objectives determined for the corporation by the board;
 - 5.1.4. Gain and maintain a reasonable assurance that the board and staff have sufficient mechanisms in place to maintain constructive relations with members, the broader community served by FCSLLG and the government;
 - 5.1.5. Gain and maintain a reasonable assurance that the risks confronting the corporation are identified, monitored and managed by the executive director and that new risks can be identified in a timely manner;

- 5.1.6. Gain and maintain a reasonable assurance that there exists within the corporation effective policies and practices that enable it to attract and retain the people required by the corporation to execute its strategy;
- 5.1.7. Gain and maintain a reasonable assurance that there exists within the corporation effective policies and practices for resolving complaints and grievances by clients in a fair and just way;
- 5.1.8. Gain and maintain a reasonable assurance that the corporation continuously achieves the objectives set forth by the board within the constraints established in the foregoing responsibilities;
- 5.1.9. Hire, supervise and, if necessary, dismiss the executive director, and establish a clear and consistent process to set objectives for and evaluate the performance of the executive director; and
- 5.1.10. Undertake other duties as assigned by the membership.

6. Review and Evaluation

6.1. These terms of reference will be reviewed biannually.

7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

APPENDIX B: FCSLLG President Terms of Reference

1. Accountability

1.1. The president is accountable to the board of directors of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

2.1. N/A

3. Purpose

3.1. The president of the board of the corporation makes a critical contribution to the effective governance of the corporation. In addition to their duties as a director the president shall:

- 3.1.1. Lead the board in a manner that supports the objectives of the corporation;
- 3.1.2. Lead the board in a manner that is collective and that engages all directors; and
- 3.1.3. Attend and participate as a representative of the corporation in any key meetings or events with the Ministry, other child and youth services agencies and interest as necessary to support the goals and objectives of the corporation.

4. Meetings

- 4.1. N/A

5. Roles and Responsibilities

5.1. The president is responsible for:

- 5.1.1. Leading the board in discussions in a manner that is inclusive and which fosters open discussion of matters before the board;
- 5.1.2. Scheduling meetings of the board in accordance with the policies of the board and at dates and times that minimize any absences of members of the board;
- 5.1.3. Advising the board if the president will be absent and ensuring that the vice-president or other director is prepared to lead the meeting of the board in the case of any such absence;
- 5.1.4. Ensure that the vice-president is advised of all meeting details;
- 5.1.5. Setting the agenda for meetings of the board meetings and for ensuring its timely distribution prior to the board meeting;
- 5.1.6. Reviewing all documents to be presented or discussed at the meeting of the board ensuring for their timely distribution prior to meetings of the board;
- 5.1.7. Acting as the principal point of contact between the board and the management and staff of the corporation between meetings of the board; and
- 5.1.8. Mediating any disputes between members of the board or between members of the board and the corporation's management or staff.
- 5.1.9. Acting as the spokesperson on behalf of the board in performance discussions with the executive director.

6. Review and Evaluation

- 6.1. This job description will be reviewed biannually.

7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

APPENDIX C: FCSLLG Vice President Terms of Reference

1. Accountability
 - 1.1. The vice president is accountable to the board of directors of the Family and Children's Services of Lanark, Leeds and Grenville.
2. Composition
 - 2.1. N/A
3. Purpose
 - 3.1. The vice president of the board of the corporation makes a critical contribution to the effective governance of the corporation by acting as president in the absence of the president.
4. Meetings
 - 4.1. N/A
5. Roles and Responsibilities
 - 5.1. The vice president is responsible for:
 - 5.1.1. being prepared to assume the roles and responsibilities of the president at any time;

5.1.2. performing the job description outlined in the FCSLLG president's terms of reference in the absence of the president.

6. Review and Evaluation

6.1. This job description will be reviewed biannually.

7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

_____ President
Faith Bird

APPENDIX D: FCSSLG Director Terms of Reference

1. Accountability

- 1.1. Directors are accountable to the full membership of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

- 2.1. N/A

3. Purpose

- 3.1. The primary duty of a director of the corporation is to contribute to the effective performance of the corporation and its board. In discharging their duty a director must:
 - 3.1.1. act honestly and in good faith with a view to the best interests of corporation;
 - 3.1.2. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - 3.1.3. respect and adhere to the corporation's commitment to the welfare of children and families;
 - 3.1.4. adhere to the corporation's director code of conduct; and
 - 3.1.5. adhere to the corporation's oath of fidelity and secrecy.

4. Meetings

- 4.1. N/A

5. Roles and Responsibilities

- 5.1. The directors are responsible for:
 - 5.1.1. contributing their knowledge and experience for the benefit of the corporation;
 - 5.1.2. making their best efforts in discharging his/her duties as a director of corporation;
 - 5.1.3. contributing to the evaluation of Board decisions and proposed actions in the context of the Corporation's strategic orientations;
 - 5.1.4. reviewing and evaluating management's recommendations and proposals to the Board in order to obtain reasonable assurance that what is being proposed is credible and achievable;
 - 5.1.5. demonstrating and encourage innovative thinking;
 - 5.1.6. understanding and accepting that the Board speaks with one voice and that no one individual member speaks for the Board unless specifically designated to do so;

- 5.1.7. helping identify, recruit and mentor new Board members;
- 5.1.8. participating in a self-evaluation of the Board and individual members;
and
- 5.1.9. participating on at least one board committee.

6. Review and Evaluation

6.1. This job description will be reviewed biannually.

- 7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

_____ President
Faith Bird

APPENDIX E: Terms of Reference for the Executive Director of FCSLLG

1. Accountability

- 1.1. The executive director is accountable to the board of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

- 2.1. N/A

3. Purpose

- 3.1. The purpose of the executive director is to provide general management and strategic direction to the staff of the corporation in executing on the strategic vision of the board.

4. Meetings

- 4.1. N/A

5. Roles and Responsibilities

- 5.1. Subject to the powers and duties of the board, the executive director will perform the following duties:

- 5.1.1. perform the responsibilities imposed on him or her by the *Child and Family Services Act* and the regulations enacted by the Ministry of Children and Youth Services;
- 5.1.2. maintain the financial health and sustainability of the corporation, ensure that finances are managed with integrity, and regularly disclose the financial state of the corporation to the board;
- 5.1.3. act, or designate an employee(s) to act, as the secretary and treasurer for the corporation;
- 5.1.4. establish and evaluate a corporate strategy that can credibly achieve the strategic vision set by the board;
- 5.1.5. identify, monitor, and mitigate risks to the corporation and report them to the board;
- 5.1.6. provide adequate insurance and protection for corporate assets;
- 5.1.7. hire, train, evaluate or terminate the employees of the corporation;
- 5.1.8. provide support services to the board in the performance of its responsibilities;
- 5.1.9. establish policies and procedures to regulate the affairs of the corporation as are required by the board and/or do not conflict with the *Child and Family Services Act*, the articles of incorporation, the bylaw, and board policies and procedures;

- 5.1.10. ensure that one employee is sufficiently familiar with the role of the executive director to temporarily take over the direction of the corporation in an emergency; and
- 5.1.11. undertake other duties as assigned by the board.

6. Review and Evaluation

6.1. This job description will be reviewed biannually.

- 7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

Faith Bird President

APPENDIX F: Terms of Reference for the Governance Committee of FCSSLG

1. Accountability

- 1.1. The governance committee is accountable to the board of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

2.1. The governance committee:

- 2.1.5. Will be comprised of at least three and no more than five members of the board.
- 2.1.6. The president of the board may be a member of the committee.
- 2.1.7. The chair of the committee is appointed by the board.
- 2.1.8. The executive director will be an ex-officio, non-voting member of the committee.
- 2.1.9. From time to time, as deemed necessary by the committee, the committee will retain independent advice regarding governance issues, subject to approval by the board.

3. Purpose

- 3.1. The purpose of the governance committee is to advise and make recommendations to the board with respect to:
 - 3.1.2. governance of the corporation; and
 - 3.1.3. recruitment of new directors.

4. Meetings

- 4.1. The committee will meet at least two times each year.
- 4.2. The chair (or designate) will provide an oral or written report on the work of the committee at the regular meeting of the board following a committee meeting.
- 4.3. Quorum requires at least a majority of members be in attendance.

5. Roles and Responsibilities

- 5.1. Subject to the powers and duties of the board, the committee will perform the following duties pertaining to the governance of the corporation:
 - 5.1.1. Play a leadership role in maintaining an effective governance framework consisting of principles, bylaws and policies that are consistent with the *Ontario Not for Profit Corporations Act* and reflect current best practices in governance for organizations.
 - 5.1.2. Initiate and annually update a review of the corporation's governance structure and policies, and make recommendations to the board.

- 5.1.3. Annually review the structure and terms of reference of board committees and make recommendations to the board if required.
- 5.1.4. Oversee, in collaboration with the president and the executive director, a process for the recruitment of new directors.
- 5.1.5. Oversee, in collaboration with the president and the executive director, a process of orientation for newly appointed directors.
- 5.1.6. Develop and propose any policies regarding board travel and other expenses related to board service consistent with the applicable legislation.
- 5.1.7. Annually recommend to the board, and implement appropriate board evaluation processes to support 5.1.2:
 - 5.1.7.1.1. board and committee evaluations;
 - 5.1.7.1.2. board meeting evaluations;
 - 5.1.7.1.3. individual director evaluation; and,
 - 5.1.7.1.4. president evaluation.
- 5.2. Subject to the powers and duties of the board, the committee will perform the following duties pertaining to the recruitment of new directors:
 - 5.2.1. annually review and update the director profile;
 - 5.2.2. publicize or otherwise make known any vacancy on the board to candidates interested in joining the board;
 - 5.2.3. review the qualifications of candidates for the board and make recommendations to the board on a nominee for approval by the membership.
- 5.3. Undertake other duties as assigned by the board.

6. Review and Evaluation

- 6.1. This term of reference will be reviewed biannually.

- 7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20__.

Faith Bird President

APPENDIX G: Term of Reference for the Finance and Audit Committee of FCSLLG

1. Accountability

- 1.1. The Finance and Audit Committee is accountable to the Board of Directors of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

2.1. The Finance and Audit Committee:

- 2.1.1. Will be comprised of at least three and no more than five directors.
- 2.1.2. The president of the board may serve as a member of the committee.
- 2.1.3. The executive director will be an ex-officio, non-voting member of the committee.
- 2.1.4. At the discretion of the committee, other staff resources may be required to attend
- 2.1.5. The chair of the committee is appointed by the board. A recommendation will be provided by the committee.
- 2.1.6. From time to time, as deemed required by the committee, the committee will retain independent advice regarding finance and audit issues, subject to board approval.

3. Purpose

- 3.1. The purpose of the finance and audit committee is to advise and make recommendations with respect to significant financial planning, performance and reporting matters relating to the management of the corporation's financial activity and wellbeing.
- 3.2. The finance and audit committee also serves as the board's audit committee, managing the board's relationship with the public auditor.

4. Meetings

- 4.1. The committee will meet at least four times each year.
- 4.2. The chair of the committee is responsible for calling committee meetings.
- 4.3. Quorum requires at least a majority of committee members be in attendance.
- 4.4. The chair (or designate) will provide an oral or written report on the work of the committee at each regular meeting of the board.

5. Roles and Responsibilities

5.1. Finance Responsibilities

- 5.1.1. To review and discuss management proposals concerning annual operating and capital budgets, and to bring budget recommendations to the board for approval.
- 5.1.2. To satisfy itself that the board receives accurate, timely and useful financial information on the financial affairs of the corporation. Financial materials to be reviewed by the committee may include:
 - 5.1.2.1. The internal unaudited financial statements (including balance sheet, statement of operations and statement of cash flows);
 - 5.1.2.2. Factual Certificate confirming corporation's compliance with legislative and contractual obligations.
 - 5.1.2.3. Notes of any significant acquisitions pending, leases approaching termination etc.; and
 - 5.1.2.4. Travel and hospitality expenses of directors and the executive director.
- 5.1.3 To provide information and/or advice as appropriate to the board on:
 - 5.1.3.1 significant financial planning, financial risk and reporting issues; and
 - 5.1.3.2 interim financial reports.
 - 5.1.3.3 To ensure that proper measures are being taken to identify major financial risks likely to face the corporation that the board is aware of these risks, and that appropriate action is being taken to deal with these risks.
- 5.1.4 Receive an annual update on the corporation's finance policies, and make recommendations to the board.

5.2 Audit Responsibilities

- 5.2.1 To ensure the appropriate system of internal controls, which ensure compliance with the corporation's policies and procedures are in place, adequate and operating effectively.
- 5.2.2 To ensure that the corporation's annual financial statements are fairly represented in all material respects and in accordance with financial reporting standards.
- 5.2.3 To ensure legislated audit requirements are met, review any recommendations by the auditors, management's response, and bring any matters of significance to the board's attention.
- 5.2.4 A primary source of information to gain and maintain assurance will be through pre and post meetings with the corporation's auditors.

6. Review and Evaluation

6.1 This terms of reference will be reviewed biannually.

7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20__.

Faith Bird President

8. This Terms of Reference was revised and enacted by the members of the corporation by special resolution on this 26th, day of March, 2013.

Dated as of the _____ day of _____, 20__.

Faith Bird President

APPENDIX H: Terms of Reference for the Human Resources Committee of FCSSLG

1. Accountability

- 1.1. The human resources committee is accountable to the board of directors of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

2.1. The human resources committee:

- 2.1.1. Will be comprised of at least three and no more than five members of the board.
- 2.1.2. The president of the board may be a member of the committee.
- 2.1.3. The chair of the committee is appointed by the board.
- 2.1.4. The executive director will be an ex-officio, non-voting member of the committee.
- 2.1.5. From time to time, as deemed required by the committee, the committee will retain independent advice regarding human resources and recruitment issues, subject to approval by the board.

3. Purpose

3.1. The purpose of the human resources committee is to advise and make recommendations to the board with respect to:

- 3.1.1. executive director recruitment, compensation and performance evaluation.
- 3.1.2. general corporation HR and compensation policies.

4. Meetings

- 4.1. The committee will meet at least two times each year.
- 4.2. The chair (or designate) will provide an oral or written report on the work of the committee at the regular meeting of the board following the committee meeting.
- 4.3. Quorum requires at least a majority of members be in attendance.

5. Roles and Responsibilities

5.1. Subject to the powers and duties of the board, the committee will perform the following duties:

- 5.1.1. make recommendations to the board on the process by which to recruit a new executive director;
- 5.1.2. conduct the recruitment of the executive director;

- 5.1.3. make recommendations to the board the process and content of the executive director's performance evaluation;
- 5.1.4. conduct the executive director's evaluation and report to the board on the result of the evaluation and make recommendations to the board arising from the results of the evaluation;
- 5.1.5. review and make recommendations to the board concerning the executive director's compensation and other terms of employment;
- 5.1.6. review and make recommendations to the board concerning overall staff compensation;
- 5.1.7. receive an annual update on the corporation's human resources policies, and make recommendations to the board; and
- 5.1.8. undertake other duties as assigned by the board.

6. Review and Evaluation

6.1. This terms of reference will be reviewed biannually.

7. Enacted by the members of the corporation by special resolution on this 22nd day of May, 2012.

Dated as of the _____ day of _____, 20____.

_____ President
Faith Bird

APPENDIX I: Directors' Code of Conduct Oath

I _____ do solemnly swear/affirm that I will adhere to the principles of the Code of Conduct for directors of the Family and Child Service's of Lanark, Leeds and Grenville in the exercise of my responsibilities as a director.

Signed _____

Date _____

APPENDIX J:Terms of Reference for the SERVICE AND QUALITY OVERSIGHT Committee of FCSLLG

1. Accountability

- 1.1. The SERVICE AND QUALITY OVERSIGHT committee is accountable to the board of the Family and Children's Services of Lanark, Leeds and Grenville.

2. Composition

2.1. The SERVICE AND QUALITY OVERSIGHT committee:

- 2.1.5. Will be comprised of at least three and no more than seven
- 2.1.6. The president of the board may be a member of the committee.
- 2.1.7. The chair of the committee is appointed by the board.
- 2.1.8. The executive director and agency staff will participate upon request of the committee.
- 2.1.9. From time to time, as deemed necessary by the committee, the committee will retain independent advice regarding issues consistent with the SERVICE AND QUALITY OVERSIGHT committee role, subject to approval by the board.

3. Purpose

- 3.1. The purpose of the SERVICE AND QUALITY OVERSIGHT committee is to ensure the services delivered by the Agency meet mandated standards and reflects the expectations of the community and to report and recommend to the board accordingly.

4. Meetings

- 4.1. The committee will meet at least quarterly or as required based on need.
- 4.2. The chair (or designate) will provide an oral or written report on the work of the committee at the regular meeting of the board following a committee meeting.
- 4.3. Quorum requires at least a majority of members be in attendance.

5. Roles and Responsibilities

5.1. Subject to the powers and duties of the board, the SERVICE AND QUALITY OVERSIGHT committee will perform the following duties pertaining to the governance of the corporation:

- 5.1.1. Ensure the review of services delivered with the goal of ensuring compliance with all appropriate standards, ministry directives, Acts and Regulations as applicable.
- 5.1.2. Ensure the development and maintenance of reporting systems with respect to client services to ensure appropriate reporting and compliance with standards
- 5.1.3. Receive and review related reports on an on-going basis
- 5.1.4. Work with senior staff, ministry and other parties to ensure any reported service delivery failures or concerns are investigated and appropriate corrective action is implemented
- 5.1.5. Make reports and recommendations to the Board as appropriate.

6. Review and Evaluation

6.1. This term of reference will be reviewed biannually.

7. Date of Enactment and Signatures