

## K. BOARD OF DIRECTORS

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### 1. Role of the Board

The Board of Directors of a not-for-profit organization has one over-all purpose: to keep the Warman Childcare Centre (WCC) on track toward its mission. An effective board focuses on acting as a steward of its mission, promoting the values of the organization and anticipating its future. It is driven by value and acts as the soul and brain of its organization. Individual board members must trust in the organization's values and support its mission without reservation.

For the purposes of this document, the term “centre director” will be used for the staff member hired to manage the day to day operation of the child day care centre. Other titles given to the position include manager, administrator, executive director, centre supervisor.

### 2. Ethical Conduct

Board members are required to act ethically and in the best interests of WCC. Board members must put the good of the organization ahead of personal wishes or preferences. This may be especially challenging in instances such as fee increase or a change to the basic program that will directly affect board members’ Children.

Individual concerns of board members are handled with the same procedures as other parent concerns and are not afforded special treatment. Individual concerns are defined as those that mainly affect the board member’s child, not overall concerns with WCC operations.

### 3. Confidentiality

All board members must sign and abide by the Oath of Confidentiality provided by the Ministry of Education. Failure to do so will result in immediate termination of board member. All board members must use privacy and discretion when participating in the in camera sessions.

### 4. Conflict of Interest

Board members must be able to remove themselves from the situation if a conflict of interest arises. This may include but limited to; not being part of discussion at board meetings, and or removing themselves from that portion of meeting. Board members are responsible for identifying what situations may be a conflict of interest.

### 5. Roles and Responsibilities

- To determine the organizations overall mission
- To be responsible for the membership for ensuring that the goals of WCC are achieved
- To ensure the corporation is effectively being managed by the centre director to meet operational goals set by the board
- To ensure the corporation is meeting the goals of the strategic plan
- to represent the corporation both legally and morally. The Board of Directors carries the final responsibility and accountability for the corporation's existence and for its activities and programs
- To create policies that achieve the organizations overall mission
- To ensure the policies are mandated and relevant
- To ensure the policies are relevant to delegating authority
- To ensure said policies are implemented when making decisions
- To behave in a way that promotes the values and mission of the daycare
- To select an operational/ centre director or staff person(s), develop and approve job descriptions and compensation
- To create and establish an optimum working environment for the centre director by performing yearly evaluations
- Develop and maintain a communication link to the members of the daycare
- Evaluate the corporation regularly by analyzing its financial performance
- To complete the following training sessions when available:
  - Basic Board Information
  - Board as the Employer
- To attend WCC's Annual Review

The board should not:

- Engage in the management and operational activity of the organization
- Be involved in the selection of staff other than the senior staff person
- Make detailed program decisions more appropriately left to management and operational staff

### Requirements of Officers of the Board:

- Chairperson:
  - 1 year WCC board member experience
  - Priority to fill position given in the following order: vice chairperson, active and current board members, new member
  - Minimum 2 year term, maximum 3 year term
  - Expectation of staying on 1 additional year as past-chairperson in an executive member (voting) position to support new chairperson
- Vice Chairperson:
  - No board experience necessary
  - Max 2 year term
  - Expectation of transitioning into chairperson position
- Treasurer:
  - 1 year WCC board member experience
  - Minimum 1 year term, maximum 3 year term
- Secretary:
  - No WCC board member experience necessary

### 6. Legal Responsibilities

- To act in accordance with the goals, objectives and bylaws of the corporation
- To ensure that bylaws are considered with WCC's purpose, policies and practices
- To review and recommend change to the goals, objectives and bylaws as necessary
- To ensure that an annual financial audit is completed and approved by the membership
- To ensure the Corporation meets the legislative requirements of *The Child Care Act* and *The Saskatchewan Child Care Regulations*, *The Non-Profit Corporations Act* or *The Co-operatives Act*, *The Labour Standards Act*, *The Child and Family Services Act*, *Workers Compensation Act*, *The Public Health Act*, The Office of the Fire Commissioner, insurance policies, and municipal bylaws

### 7. Financial Responsibilities

- To establish financial policies and internal financial control procedures for the corporation
- To develop and approve the budget, monitor expenditures and assume fiscal accountability for the corporation
- To report the financial position of the corporation to the membership annually

- To review the financial statement monthly
- To ensure appropriate and responsible utilization of parent fees, government grants and other revenue
- To develop fundraising objectives and strategies and ensure the implementation of the strategies

### 8. Personnel Responsibilities:

- To employ the centre director, who is responsible to and reports directly to the Board of Directors
- To provide policy direction to the centre director
- To evaluate the performance of the centre director within established policies
- To determine salary scales and benefits for staff
- To determine personnel policies

### 9. Planning Responsibilities:

- To ensure that an effective process for long and term short term planning is established
- To formulate, monitor and evaluate goals and objectives of the corporation
- To review the corporation's philosophy and mission periodically
- To develop action plans and authorize the commitment of funds and resources to the annual program plan
- To create and oversee Ad Hoc committees

### 10. Evaluation and Accountability Responsibilities

- To ensure there is an effective system of evaluating the financial accountability of the corporation
- To ensure there is a system of evaluating the effectiveness of the organization's activities and programs

### 11. Responsibilities for Membership

- To develop a membership capable of supporting and carrying out the corporation's purpose
- To provide information to members
- To review membership policies periodically
- To organize general meetings

### 12. Responsibility for External Relations

- To establish effective relations with the public, government, the media, other organizations and voluntary associations in order to support and further the corporation's goals and objectives
- To represent the corporation in the community and project a strong, positive and functional image

### 13. Meeting Etiquette

#### Board Meetings

- The board will meet monthly on a discussed day and time at WCC and is required to meet at minimum 10 times throughout the year
- It is expected that each member comes to the meetings prepared by reviewing all documents ahead of time; this will allow the meetings to remain focused and on track
- The chairperson will send out an email to the board with a Dropbox link to all supporting documents for the meeting for their review; this email will come the week prior to the meeting and supporting documents must consist of the following:
  - Past meeting minutes: The secretary ensures the past meeting minutes are completed
  - Financial Statements: The treasurer ensures the financial statements are prepared by the centre director and included in the supporting documents posted by the chairperson.
  - Agenda: The chairperson prepares the agenda with input from the centre director. The agenda must include:
    - Approval of past meeting minutes
    - Update of past action items including next steps
    - Reports – financial, fundraising, centre director, chairperson
    - New business
    - Old Business that has not been resolved/completed
    - Review of action items developed from current meeting
- Board members are only permitted to miss 2 board meetings per calendar year; calling in to a meeting if you are unable to attend in person is strongly discouraged as it often serves more as a distraction than a benefit (a possible situation where calling in may be required would only be if we need the numbers to reach quorum)

- The meeting will be chaired by the chairperson or vice chairperson in their absence
- The meeting serves primarily as an exchange of information as opposed to sharing information
- Only the board members will vote when needed; the chairperson will only vote in the event of a tie; the centre director and the floor supervisor are not eligible to vote
- Parliamentary Procedure is used to discuss and vote on decisions regarding WCC
  - A member makes a motion for a course of action while another seconds that motion
  - The debate opens for the “for” and “against” that action
  - The outcome is then determined by the majority
  - Motions need to be moved, seconded, debated and then voted on. When collecting votes, the “for” and “against” votes must be recorded, along with the final decision.
  - Refer to Appendix A for more details regarding this procedure
- Quorum must be reached at each meeting in order to proceed with the meeting; the quorum at board meetings shall be a majority of the board
- Board members are expected to review and work on action items that have been assigned to them in preparation for the next meeting
- For pressing matters that are time sensitive, an email vote will be sent out to the board by the chairperson or delegated authority
  - The board is encouraged to ask any questions such as they would at a meeting, so a fully informed decision can be made
  - A response is expected back to the chairperson before the set deadline
  - Results of email votes will appear in the following month’s Chairperson Report

### Annual General Meetings

- WCC is required by The Non-Profit Corporations Act to hold an Annual General Meeting (AGM) each year
  - the AGM is held in the month of March
  - Notice of the meeting is not to be less than 15 days before or more than 50 days before the meeting
  - Quorum for the AGM is a minimum of 10 members

- During the AGM, WCC must:
  - Provide the members an overview of the past year by presenting a:
    - Chairperson Report
    - Centre Director's Report
  - Determine the governance for the upcoming year by:
    - Holding elections for any vacant seats on the Board of Directors
    - Proposing changes to any bylaws if applicable
  - Report on the financials:
    - Discuss and approve the audited financial statements
    - Appoint an auditor for the upcoming year

#### 14. In Camera Session Policy

In camera sessions are confidential in nature and involve a sensitive topic that needs to be addressed without the presence of the centre director and/or a board member(s). In order for an in camera session to be held:

- The chairperson or vice chairperson uses their discretion as to whether or not it is required
- It must appear as an agenda item, usually at the end of a meeting, with a brief description of the purpose and who is being asked to remain in the session
- Minutes should be recorded from the session and then housed in a place where only members that were required to attend the session have access to
- If the information shared in the session results in a decision or a vote, the results need to be entered into the minutes of the regular board meeting
- The parties that were not a part of the session will be informed of what was discussed/decided as it relates directly to them

As noted previously under Conflict of Interest, board members need to exercise conflict of interest in these sessions as well and remove themselves from the discussion and/or vote as needed.

### 15. Duties of Officers

#### CHAIRPERSON / PRESIDENT:

- Plans for and presides at executive, board and annual general meetings
- Ensures that board meetings follow parliamentary procedures
- Delegates duties and works with committees
- Ensures compliance with bylaws and policies
- Acts as official spokesperson for the Corporation
- Maintains close contact and good working relationships with the staff and the membership
- Votes to break a tie
- Has signing authority

Effectively chairing a board meeting means:

- Keeping to the agenda
- Being aware of and informed of all topics to be discussed
- Keeping the conversation focused
- A timed agenda may be used at the discretion of the chairperson
- Motivating and encouraging other board members to participate
- When debates occur, the important points are summarized and the differences are diffused

#### VICE-CHAIRPERSON / VICE-PRESIDENT:

- Plans and presides at meetings in the absence of the chairperson
- Assists the chairperson/president with their responsibilities
- Assumes other duties of the chairperson/president in their absence

#### TREASURER:

- Leads the board members through the financial records, helping members to understand the financial situation of WCC
- Ensures that the accounting and bookkeeping work is done according to generally accepted methods (the treasurer may do the bookkeeping or a bookkeeper may be appointed)
- Ensure that an auditor is appointed
- Presents the annual financial statements to the membership
- Educates themselves with the budget of WCC and its monthly spending patterns

- Assists in the preparation of the annual budget
- Understands charitable registration and the reporting required by government bodies
- Reports regularly to the finance committee and to the board on the Corporation's revenues and expenses
- Ensures proper accounting of petty cash funds
- Comprehends the structure of the staff salary schedule and has a clear understanding of staff benefits while ensuring accuracy
- Familiarizes her/himself with insurance policies
- Acts as a signing officer for the corporation's bank account (along with at least one other person)
- The duties of the treasurer may be combined with the duties of the secretary

### SECRETARY:

- Ensure that documents are filed on time
- Prepares and circulates minutes of board and general meetings
- Assists in preparing documents for AGM
- Ensures records and files of WCC's correspondence are maintained, including Dropbox
- Follows up with director on filing procedures at WCC
- Retains custody the corporate seal
- Signs board and general meeting minutes with the chairperson
- Meeting minutes to be saved to Dropbox

A manual of minutes should be kept in Dropbox which has the following sections:

- Correspondence
- By-laws
- List of the current Board of Directors with addresses and telephone numbers
- List(s) of previous Board of Directors with addresses and telephone numbers
- Financial reports and statements, name and address of bank(s) name and address of auditor
- Minutes of meetings
- Resolutions (motions that have been passed)

### References:

Government of Saskatchewan, Basic Board Information for Child Care Centres in Saskatchewan (March, 2016)

“What is an in camera session,” Conscious Governance, accessed September 26, 2019, <http://consciousgovernance.com/blog-archives/2016/what-is-an-in-camera-session-how-to-maintain-confidentiality-in-the-boardroom-without-generating-fear>

“Nonprofit Board Member Codes of Conduct and Ethics, “ BoardSource, accessed October, 2019, <https://boardsource.org/resources/codes-of-conduct-and-ethics/>

**APPENDIX A**  
Parliamentary Procedure