ADR INSTITUTE OF ALBERTA

BOARD POLICIES

[Established under the authority of Bylaw 4.1]

In this revision:

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POLICY TYPE: I ENDS

1. Vision

ADRIA is the strongest and most vibrant Appropriate Dispute Resolution membership organization in Canada - recognized for advancing excellence in the profession and it's professionals.

DATE APPROVED/REVISED: JANUARY 12, 2013

MONITORING DATE:

2. Mission

We serve our members by providing leadership in appropriate dispute resolution in the areas of Negotiation, Mediation, and Arbitration and addressing harm through processes like Restorative Justice. We do this through:

- Maintaining accreditation standards and designation for the Appropriate Dispute Resolution profession
- Excellence in Appropriate Dispute Resolution training and education
- Promoting the ethical use of Appropriate Dispute Resolution processes
- Supporting the viable practice of Appropriate Dispute Resolution in Alberta
- Exemplifying healthy dispute resolution principles

DATE APPROVED/REVISED: JANUARY 12, 2013

MONITORING DATE:

3. Mission Outcomes

- Enhance the awareness, reputation of and access to ADR services.
- Strengthen our Profession
- Increase the number of ADRIA MEMBERS across Alberta.
- Strengthen the long term sustainability of ADRIA as an organization.

DATE APPROVED/REVISED: JANUARY 12, 2013 MONITORING DATE:

4. Guiding Principles

The guiding principles of ADRIA are based on innovation, creativity, change, and added value in conflict resolution:

Excellence:
We challenge ourselves to deliver the highest quality programs and services. We stay abreast of new ideas and developments and seek out changes and innovations that help us continuously raise the bar in everything we do.

Uncompromising Ethics:
We treat others with honesty, openness, fairness and respect in every situation.

Collaboration:
We value different views and ideas and believe that by working effectively together and with others we can reach our goals. We embrace the opportunity to explore mutual interests and new relationships. We welcome opportunities to leverage our resources through partnering.

Accountability:
We steward our resources with diligence and care. We honour the commitments we make to others.

Leadership:
We will promote new and important directions and opportunities for our profession and our organization, even though the path may be difficult. We recognize it is only through trying new ideas and learning from our failures that we can grow and move forward.

DATE APPROVED/REVISED: JANUARY 12, 2013

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POLICY TYPE: II EXECUTIVE DIRECTOR LIMITATIONS

1. General Executive Director Limitations

The Executive Director shall not cause or allow any practice, activity or society circumstance which is imprudent or unethical.

DATE APPROVED/REVISED: SEPTEMBER 1, 2013

MONITORING DATE:

2. Communications and Counsel to the Board of Directors

With respect to providing information and counsel to the Board of Directors (Board), the Executive Director may not permit the Board to be uninformed.

Accordingly, the Executive Director may not:

1. Let the Board be unaware of relevant trends, anticipated adverse media coverage, significant external and internal changes in the Society, particularly those of the national body and including a summary of complaints.
2. Fail to submit the required monitoring in a timely, accurate way and with clear language.
3. Fail to include as many staff and stakeholder points of view, issues and opinions as needed to fully inform the Board in regular reports as requested by the Board.
4. Present information in unnecessarily complex or lengthy form.
5. Fail to provide the communication vehicles for official Board, officers or committees to do their work.
6. Fail to deal with the Board as a whole except:
   a) fulfilling individual requests for information or
   b) for responding to officers or committees of the Board.
7. Fail to report actual or anticipated non-compliance with any Board policy.

DATE APPROVED/REVISED: SEPTEMBER 1, 2013

MONITORING DATE: JANUARY

2. Communications and Counsel to the Board of Directors

IMPLEMENTATION

Non-Compliance

The Executive Director will report an anticipated or actual non-compliance with any Executive Director Limitation immediately in writing to the ADRIA President including when and how compliance will be reached. This will be further discussed and decided on the next Board agenda.

Compliance

Within one month of the date set for monitoring, the Executive Director will provide an internal report on the compliance with the Limitations that have been set in each policy. The Executive Director may choose to interpret the amount and type of information that is provided to the Board unless the Board makes a specific request through policy or motion.

The Executive Director will assist with any pre-determined external or direct monitoring.

DATE APPROVED/REVISED: SEPTEMBER 1, 2013

MONITORING DATE: JANUARY

4. Staff Treatment

Dealings with staff and volunteers shall not be unfair, undignified or contrary to human rights including legislation on labour standards.

Accordingly, the Executive Director may not:

1. Work without written personnel policies and procedures which clarify personnel rules for staff and volunteers, including a grievance procedure.
2. Prevent staff and volunteers from grieving to the Board when the grievance procedures have been exhausted and,
3. Fail to orient staff and volunteers about their rights under these personnel policies and procedures.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE:

5. Financial Planning

All financial planning during any fiscal period or part of a fiscal period must be done with a primary objective of avoiding financial jeopardy or compromising the ADRIA Ends policies.

Accordingly, the Executive Director may not cause or allow financial planning which:

1. Contains too little information to project such items as: revenues and expenses, separations of capital and operational items, the prior year's expenditures and planning assumptions.
2. Is not partnered with an annual plan and budget that implements the Board's stated outcomes.
3. Plans to spend more in any fiscal year than is conservatively projected to be received.
4. Allows the current assets to drop below the level required to meet short term liabilities.
5. Provides less than sufficient funds for Board activities during the year as determined in the Board budget.
6. Fails to provide for multi-year sustainability.
7. Deviates by more than 10% from the Board's mission outcomes related to finances.

DATE APPROVED/REVISED: JANUARY 18, 2014

MONITORING DATE: FEBRUARY

6. Financial Condition

If the financial condition is in jeopardy, the Executive Director must immediately notify the Board.

The Executive Director must not do any of the following without permission of the Board.

1. Expend more funds than have been received in the fiscal year to date unless a debt guideline is met: that ADRIA cannot be indebted in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
2. Disburse funds other than as stated in Board Outcomes.
3. Allow deviation of greater than 10% from Board Outcomes.
4. Conduct inter-fund shifting of monies unauthorized by 2 signing authorities.
5. Allow the operating account to drop below the amount needed to settle payroll and debts in a timely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. Operate without written policies and procedures to oversee common financial operations including: banking, payroll, petty cash, and storage of records.

DATE APPROVED/REVISED: JANUARY 18, 2014

MONITORING DATE: FEBRUARY, JUNE, AUGUST, NOVEMBER

7. Security/Operating Reserve

ADRIA needs to protect itself against unforeseen loss of income or unanticipated expense.

Any decision of a financial nature must be made with reference to the budgeted allocation for reserve funds. The Executive Director must not knowingly deviate from the budget allocations and should circumstances occur that may result in a deviation, the Executive Director will immediately notify the Board. To achieve this objective, the Executive Director will:

1. Consider any investments as part of this reserve.
2. Neither add to nor withdraw from these funds without explicit permission from the Board.
3. Build the security reserve to an amount of not less than $100,000 and the operating reserve at the long term average of not less than $50,000.
4. Maintain an amount of not less than 3 months operating expenses in this fund.
5. Add to the investment funds the interest earned on those investments.

DATE APPROVED/REVISED: JANUARY 18, 2014

MONITORING DATE: FEBRUARY, JUNE, AUGUST, NOVEMBER

8. Asset Protection

The Executive Director may not allow the assets of ADRIA to be unprotected, inadequately maintained nor unnecessarily put at risk.

Accordingly, the Executive Director may not:

1. Fail to insure against theft and casualty losses to at least $1 million replacement value and against liability losses to the Board, members, staff or to ADRIA itself.
2. Subject the offices and equipment to improper wear and tear or insufficient maintenance.
3. Fail to protect the confidentiality, integrity, and availability of ADRIA assets and information from loss, unauthorized access, misuse or disclosure.
4. Purposefully expose ADRIA, its Board or staff to claims of liability.
5. Fail to operate without a written operational policy that meets all of the requirements of FOIP.
6. Receive, process or disburse funds without using up to date generally accepted accounting principles.
7. Invest or hold funds in insecure instruments, including uninsured chequing accounts and bonds of less than AA rating.
8. Acquire, encumber, or dispose of an interest in real estate including office space.
9. Fail to implement recommendations of the annual financial audit which were accepted by motion of the Board.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: SEPTEMBER

9. Compensation and Benefits

With respect to employment, compensation and benefits to staff: employees, consultants, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity.

Accordingly, the Executive Director may not:

1. Change his or her compensation and benefits without Board approval.
2. Guarantee employment of any staff beyond their written agreement.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, and in all events subject to losses of revenue.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: MAY

10. Contracts and Agreements

In order for the essential work of ADRIA to be done, the Executive Director will relate to others through contracts and agreements.

Accordingly, the Executive Director may not:

1. Jeopardize or compromise Board Outcomes policies.
2. Deviate from external contractors' requirements.
3. Enter into contracts or agreements without adherence to operational checklists and policies including signing authorities.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: MARCH

11. Member Relations

Recognizing that ADRIA is a member-owned organization and so that the members of ADRIA are well served, the Executive Director may not:

1. Act outside of the current bylaws of ADRIA.
2. Make decisions outside of Board policies and procedures.
3. Operate without a privacy and complaint policy for all services and programs
4. Make decisions without reasonable member input and involvement.
5. Treat members in an undignified, unfair or impolite, or in a manner contrary to human rights legislation.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: APRIL

12. National and Affiliate Relations

The Executive Director are responsible for developing and maintaining positive relations with ADR Institute of Canada (ADRIC) and its Affiliates.

As a society which values relationships, the Executive Director may not:

1. Fail to consider the impact of decisions on any of the other organizations.
2. Operate outside of the ADRIC guidelines that affect all its Affiliates.
3. Fail to nurture a spirit of cooperation among the Affiliates, sharing ideas, resources and energy.
4. Fail to facilitate the growth and development of ADR in Canada.
5. Fail to actively participate in ADRIC initiatives.
6. Fail to relate to other similar and appropriate organizations that would further the goals of ADRIA in government, business and community.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: DECEMBER

13. Emergency Executive Succession

In order to protect the Board from sudden loss of chief executive services, the Executive Director may not have less than one other individual familiar with Board and Executive Director issues and processes.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: JULY

POLICY TYPE: III BOARD—EXECUTIVE DIRECTOR RELATIONS

1. Delegation to the Executive Director

The Board's job is generally confined to establishing the broadest policies. Implementation of these policies is delegated to the Executive Director .

1. All Board authority delegated to staff is delegated through the Executive Director .
2. Ends (Mission, Vision and Guiding Values – see Policy Type: I) direct the Executive Director to achieve certain results; Executive Director Limitations (see Policy Type: II) guide the Executive Director to act within acceptable boundaries of business practices, financial management, prudence and ethics.
3. The Executive Director is authorized to establish all further operational policies, make all decisions, take all actions and develop all activities consistent with Board policies. If a question arises regarding the interpretation of Board Policies the Executive Director must consult with the Board.
4. The Executive Director must provide information to the Board in sufficient detail to allow the Board to review, assess and provide feedback to the Executive Director in the specified policy areas, except for confidential member information.
5. Except when a Board member or Board committee has been authorized by the Board as a whole to incur staff cost for the study of an issue; no director, officer or committee person has authority over the Executive Director. Information may be requested by these individuals or groups, but if such request, in an Executive Director's judgement, requires a material amount of staff time or funds or is disruptive, it may be refused.

DATE APPROVED/REVISED: APRIL 11, 2015

MONITORING DATE:

2. Monitoring and Ongoing Reporting from the Executive Director

The purpose of monitoring and reporting is to: monitor the performance of ADRIA, compare the performance of ADRIA to the Ends, provide direction to the Executive Director and approval where required and make changes to the Ends where appropriate.

1. Monitoring can occur as:
   a) **Internal report**: A report to the Board from the Executive Director in accordance with templates approved by the Board or specific requests from the Board and any additional reports deemed appropriate by the Executive Director.
   b) **External report**: A report from an independent third party who is selected by and reports directly to the Board. The information is gathered by a party who is selected by, and reports directly to the Board. Such reports must assess performance only against the Ends, Executive Director Limitations and policies

enacted by the Executive Director in furtherance of the Ends, not of the external party, unless the Board has previously indicated that party's opinion is the standard.

c) **Direct inspection**: Direct inspection by a Board member, a committee of the Board, or the Board as a whole. This is a direct inspection of ADRIA's documents, activities, or circumstances which allow a "prudent person" test of achievement of the Ends and compliance with Executive Director Limitations and policies enacted by the Executive Director in furtherance of the Ends.

2. Should a breached policy be disclosed through monitoring, the Executive Director must immediately provide the Board with a written report detailing the non-compliance and, if it has not already been corrected, a plan of action for correcting the breach complete with timelines or in the alternative suggestions and a request for feedback on potential changes to the Ends, Executive Director Limitations and policies enacted by the Executive Director in furtherance of the Ends.

DATE APPROVED/REVISED: APRIL 11, 2015

MONITORING DATE: FEBRUARY

3. Communications and Counsel to the Board of Directors

With respect to providing information and counsel to the Board of Directors (Board), the Executive Director must keep the Board informed.

Accordingly, the Executive Director must:

1. Ensure the Board is aware of relevant trends, anticipated adverse media coverage, significant external and internal changes in the Society, and the national body (Appropriate Dispute Resolution Institute of Canada – ADRIC).

2. Provide the Board with a summary of any complaints to ADRIA.

3. Submit the required monitoring in a timely, accurate way and with clear language; avoiding unnecessarily complex or lengthy form.

4. Include as many staff and stakeholder points of view, issues and opinions as needed to fully inform the Board.

5. Provide the communication vehicles for the Board, officers or committees to do their work.

6. Deal with the Board as a whole except:

   c) fulfilling individual requests for information or

   d) when responding to officers or committees of the Board.

7. Report actual or anticipated non-compliance with any Board policy.

DATE APPROVED/REVISED: APRIL 11, 2015

MONITORING DATE: JANUARY

4. Executive Director Position Description

The Executive Director's position requires performance in three areas:

1. Accomplishment of the Ends (Mission, Vision and Guiding Values – see Policy Type: I).
2. Operation within the boundaries of the Executive Director Limitations (see Policy Type: II).
3. Demonstrating performance in all of the knowledge, skills and competencies necessary to successfully perform all the items listed in the job description of the Executive Director (the job skills). The Executive Director's job description will be attached to this policy .

DATE APPROVED/REVISED: APRIL 11, 2015

MONITORING DATE: FEBRUARY

5. Performance Appraisal

Appraising an Executive Director's performance is synonymous with monitoring ADRIA's performance. The purpose of a performance appraisal is to ensure the efforts of the Executive Director are synchronized with the broader organizational objectives, with the goal of optimizing the performance of the Executive Director and providing the Board with feedback from the Executive Director on the actual performance of the organization and the overall environment in which the Executive Director is working. This appraisal is done by comparing Executive Director performance with the requirements of the Ends (see Policy Type: I), how the Executive Director's performance stayed within the Executive Director Limitations (see Policy Type: II) and the Executive Director's competencies in the job skills.

APPRAISAL COMMITTEE

1. The President or President's designate and one member appointed by the Board no later than January in each year will be the Annual ED Performance Appraisal Committee.
2. The committee will complete the appraisal process as outlined below and will provide an ED Appraisal report for Board consideration and approval.

ANNUAL APPRAISAL

1. The annual performance appraisal of the Executive Director must be completed prior to the AGM.
2. The review process will include the following elements to support collection and sharing of appropriate information and generating constructive and open dialogue between the ED and the Committee:
    a. A comparison of the ED performance with the requirements of the Ends (see Policy Type: I) in a report completed by the ED

b. confirmation ED performance has stayed within the Executive Director Limitations (see Policy Type: II) in a report completed by the ED

c. a review of the ED strengths and developmental opportunities in relationship to ED Deliverables, ED's Strategic Direction and ED Job Skills to be completed first, separately by the Committee and the ED, and then discussed. The review process will include:

   i. collecting and considering feedback from board and staff members as deemed appropriate by the Committee

   ii. A 360° feedback process as deemed appropriate by the Committee involving one or more of the following groups: Members, and volunteers, Peers & Partners in the ADR community. In order to avoid complexity, feedback will not be solicited from every group every year and may be solicited from only one group each year.

FINALIZING AND APPROVING THE APPRAISAL

1. The Committee will prepare a written report which will be shared and discussed with the ED. The Committee will submit a final written report for review and consideration by the Board. Upon ratification, this is the performance appraisal of the Executive Director. Should the Board choose to not ratify the report, they can direct such further actions as they deem appropriate

2. Templates to support the appraisal process will be available in the Board's electronic storage area.

DATE APPROVED/REVISED: APRIL 11, 2015

MONITORING DATE:

6. Executive Director Compensation Review

1. Executive Director compensation takes into consideration the current geographic and comparable market conditions.

2. The Board determines the education, skills and core competencies required by an Executive Director of ADRIA and the appropriate market value and compensation.

3. The regular setting of compensation does not preclude the Board recognizing extraordinary circumstances of Executive Director performance.

4. The Appraisal Committee will conduct the compensation review which will include the following:

   a. a review of the current ED contract terms and conditions

   b. a review of the required ED position requirements and qualifications

   c. a review of comparable compensation benefits

5. The Committee will engage the ED in this review process. The ED may be asked to assist in preparing the research for committee consideration.

6. The Committee will negotiate a contract with the Executive Director to mutual satisfaction.

7. The Committee will present recommendations to the Board regarding the Executive Director's contract for the upcoming year with a proposed salary on an annual basis prior to the AGM. Upon ratification by the Board this will become the contract between ADRIA and the Executive Director. Should the Board choose not to ratify the contract, they can direct such further actions as they deem appropriate.

DATE APPROVED/REVISED: APRIL 11, 2015

MONITORING DATE:

POLICY TYPE: IV BOARD WORK

1. Board Job Description

The role of the Board is to represent the members in achieving the Ends of ADRIA.

Specifically the job description of the Board is:

1. **Linking to the members** of ADRIA

2. **Writing and implementing policies** that answer the questions:

   a) ENDS POLICIES: What is ADRIA doing for whom and with what results?
   b) EXECUTIVE DIRECTOR LIMITATIONS: What are the limitations within which an Executive Director must work to implement the Ends?
   c) BOARD WORK: What will the Board do and how will it manage itself?
   d) BOARD OF DIRECTORS-EXECUTIVE DIRECTOR RELATIONSHIPS: How are responsibilities delegated to the Executive Director and how are these responsibilities monitored?

3. **Assuring Executive Director performance** in relation to the accomplishment of the Ends Policies and within Executive Director Limitations.

4. **Managing the Board** through the Board policies, the Board calendar, Board budget and agendas.

5. **Participating in Advocacy, Membership and Revenue Generation** activities as required and able.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

2. Strategic Planning

The Board works according to a planning cycle and the following outline when planning for the future.

PREPARING TO BUILD

- **Historical Picture**: How did we start and where have we been?
- **Owner Survey**: What products and services do the members want?
- **Environmental Scan**: What external forces affect us?
- **Organizational Assessment**: What internal and external forces affect us?

STRENGTHENING THE FOUNDATION

- **Beliefs, Values, Philosophy**: The underlying truths held by owners.
- **Vision**: The organizational dream—what the organization could be.
- **Mission and Outcomes**: What the organization will do for people to achieve the vision.

DESIGNING A BLUEPRINT

- **Constitution**: Statements of the raison d'être for the organization.
- **Bylaws**: The set of rules by which the organization will operate and which are approved by internal and external legislation.
- **Strategic Plan**: The document reflecting ADRIA looking forward for 3-5 years: beliefs, values, philosophy, vision, mission and outcomes.
- **Annual Plan**: The document that reflects the strategic plan in a set of practical, one year goals and actions, responsibilities, resources and timelines.

BUILDING A FRAMEWORK

- **Board Policies and Procedures**: Values-based statements of operation for the Board.
- **Staff Policies and Procedures**: Values-based statements of operation for the Staff.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY, JUNE, AUGUST, NOVEMBER

3. Linkage to Ownership

The Board acts in trusteeship for membership and serves as the connection with the ADRIA members.

Legal Ownership: The members in good standing of ADRIA.

Moral Ownership: The members of the public benefit from the services of members.

The Board links to the ownership in the following ways:

1. Attitude

The first level of obligation is attitude: Directors act on the belief that they are trustees for the owners. The Board takes into account all appropriate considerations, loyalties and leadership in its discussions.

2. Statistics

At a second level, the Board gathers statistical evidence of the members' concerns, needs and demographic information.

3. Information

The third level engages the Board in information gathering such as:

- reviewing articles in the media for appropriate trends etc.
- presentations at Board meetings by appropriate people
- dialogue with other Boards or public officials; and
- other community input.

4. The Board will spend regular time in its meeting agendas to discuss and decide issues of membership.

5. The Board takes a role in member complaints.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

3a. Linkage to Ownership

IMPLEMENTATION

In dealing with a written (formal) complaint:

Board member receives a written complaint.

1. Discuss complaint with President to determine degree of Board policy violation.

2. Issue of complaint DOES violate Board policy.

   a) Advise Executive Director--Membership of problem (courtesy).

   b) Write to complainant describing process:

      i. Involves Board policy
      ii. Will be discussed at next Board meeting (date)

   c) Include in agenda of next Board meeting.

      i. Action is required

   d) At Board meeting, explain difficulties arising from current policy.

   e) Request decision: should policy be changed?

      i. YES: Board revises affected policies
      ii. NO: No action

   f) After Board meeting, Executive Director-Membership sends another letter to complainant.

      i. Recount original problem
      ii. Describe Board decision

-OR-

3. Issue of complaint DOES NOT violate Board policy.

   a) Pass complaint to the appropriate Executive Director for handling

   b) Write to complainant describing process:

      i. Does not involve Board policy
      ii. Was passed to an Executive Director for decision

   c) Include in agenda of next Board meeting.

      i. Information only–no action

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

4. Best Practices of Policy-Based Governance

The Board takes up the best practices of policy-based governance and commits to its use according to the following 10 principles:

1. **The Members are represented in a Society by the Board**. Boards exist to oversee the organization on behalf of all members to whom they are answerable.

2. **Ends determination is the pivotal duty of Board work**. Any organization can justify its existence by showing the difference it can make. The results of an organization are the reasons for its existence.

3. **Board decisions should mainly be policy decisions**. Policy is defined as statement that underlies action.

4. **Boards should formulate policy by determining the broad values** before progressing to the more narrow ones. A large policy will contain smaller, less important, but related policies.

5. **Boards should define and delegate, rather than react and ratify**. Setting criteria and then letting them be applied by staff is preferable to approving staff plans. A focused monitoring system for checking relevant criteria should be instituted.

6. **The Board speaks with one voice or not at all**. On a given issue the Board must have a single voice. The power of the Board is not as individuals, but as a group, an entity entrusted with the authority to govern the organization.

7. **The Board's best control over its staff means is to limit, not to prescribe**. The distinction between ends and means will enable the Board to free itself from trivia, to delegate clearly, and to turn its attention to the larger issues of results to be achieved.

8. **The Board must forge a linkage with its Executive Director that is empowering, safe and collegial**. The relationship between the Board and the Executive Director of the organization is the most important. There must be limits, and checks and balances, so that the Board does not abdicate its responsibilities.

9. **The performance of the Executive Director must be monitored against policy criteria**. Good monitoring is necessary to enable the Board to get on with planning for the future.

10. **The Board must design its own products and process**. The Board decides what it expects of itself, (ie how the Board will conduct itself and perform its job).

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

5. Governing Style

The Board agrees to take up a style of Board work with vision rather than an internal preoccupation; encouraging diversity in viewpoints and strategic leadership more than administrative detail; with a clear distinction of Board and staff roles; collective rather than individual decisions, taking a long-range rather than past or present perspective and acting proactively rather than reactively.

As a corporate body the Board will:

1. Operate in all ways mindful of its obligation to the owners of the Society – the members of ADRIA.
2. Enforce upon itself and the members whatever discipline is needed to govern with excellence. Discipline will apply to attendance, the principles of policy-making, respect of roles, speaking with one voice and abiding by all Board policies.
3. Direct, control and inspire the Society through careful establishing of the broadest society values and perspectives through policies.
4. Focus chiefly on intended long term impacts on the world outside the Society (the Ends), not on the administration or programmatic means of attaining those effects.
5. Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the Executive Director will be responsible for Board performance.
6. Use the expertise of individual members to enhance the ability of the Board as a body to make wise policy, rather than to substitute their individual values for the group's values.
7. Delegate to the Governance Committee the responsibility to review the Board's own process and performance.
8. Direct the Governance Committee to insure the excellence of its governance capability by setting regular time on meeting agenda for Board learning.
9. Appoint the Chair of the Governance Committee to serve as the Champion of the Board governing style.
10. Maintain confidentiality in all Board discussions.

As an individual each director will:

11. Know and act on the organization vision and mission
12. Demonstrate understanding of the bylaws, the beliefs and values of the organization
13. Ensure that there is a strategic plan for the organization and expect that there is a tactical plan in place written for Operations by staff
14. Be proactive in soliciting and implementing member and other stakeholder opinions
15. Prepare, attend and intelligently participate in all Board meetings
16. Continue to learn as individuals and encourage learning throughout the organization

17. Abide by a written code of conduct in all Board work

18. Demonstrate integrity as a trustee of organizational values.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

6. Director Code of Conduct

ADRIA has an active Board that sets the Society's mission, strategic direction, and policies; and has oversight of its finances and operations. The Board ensures that its members and the staff act for the benefit of ADRIA and its public purpose with integrity and honesty; that ADRIA resources are responsibly and prudently managed; and that ADRIA has the capacity to carry out its programs effectively. The Board also supervises, evaluates, and determines appropriate compensation for the Executive Director .

As a director, I hereby agree to:

- Act honestly and in good faith, with the best interest of ADRIA foremost in mind;
- Use the degree of skill and diligence that is expected of my personal knowledge and experience;
- Be loyal to ADRIA and to endorse and support the mission and values of ADRIA;
- Comply with all applicable laws and regulations of Alberta and the ADRIA bylaws;
- Treat other directors, members and staff fairly and with respect;
- Disclose promptly and fully every personal conflict of interest to ADRIA;
- Maintain confidentiality of confidential information learned while performing director duties; and
- Participate in ADRIA as authorized in the bylaws or by the full Board.

Director Name (please print) _____

Director Signature _____

Date Signed _____

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE:

6a. Code of Conduct

IMPLEMENTATION

Each director will sign the policy as commitment to the Code. This will be filed at the office.

The Board will:

- Distribute this Code to potential directors
- Incorporate this Code into its Board manual
- Review the Code with new directors and in the regular Board orientation

If a director is deemed to be negligent in carrying out his/her duties, then, given that the Board has the right to make and enforce its own laws and discipline an offender, the following guidelines will be followed:

- Offending directors may be questioned by the President to ascertain the breach to the Code.
- Offending directors may be censured by the President with a letter being sent to the director outlining the circumstances, the breach and the corrective actions.
- If the offending director is the President, the Vice President initiates and carries through this process.
- Continued offence will result in a motion of censure being brought in a motion to the Board. This motion may result in a voluntary withdrawal or upon a vote of the majority; the director shall be removed from all committee leadership and membership.
- Continued offence by a director will result in removal from office by a resolution as prescribed in the bylaws.
- In circumstances of an extreme nature the director will be removed from office immediately in accordance with the bylaws.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

7. Best Practices in Writing Policies

The Board commits to the seven principles of writing policies

1. Structure follows function
2. Division of labour
3. Well-defined relationships
4. Effective implementation
5. Values-based
6. Congruent with foundational documents
7. Plainly written

According to these principles, the ADRIA Board commits to the following best practises:

- Every policy is directly connected to a stated organizational value.
- Wording is clear, appropriate to the organization, and written in plain language. The roles, responsibilities and accountabilities of every relationship are clearly described.
- Procedures are added to make implementation of policies easy to use.
- Orientation to the use of policies is done well and regularly.
- Review of the use of policies is done well and regularly.
- All policies are consistent with all other ADRIA governing documents.
- The Board writes and applies those policies that have to do with all that the Board does as a corporate body and as individual directors; the expectations of the senior staff, the delegation of duties from the Board to the senior staff and relationship of the Board to those people the organization serves.
- The staff writes those policies to do with all the aspects of operations that are of value and that define the roles, responsibilities and relationships of all staff and stakeholders with whom the staff works.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

8. Board Role in Advocacy

The Board's primary function is to define results. As such the Board ensures the worthiness of ADRIA for advocacy rather than organizing specific activities.

Purpose of the Policy:

1. Board directors will support the lobbying efforts of ADRIA by networking and communicating on behalf of the Society.
2. Directors may be required by their position to participate in lobbying efforts of ADRIA.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

9. Board Role in Revenue Generation

The Board's primary function is to define results. As such, the Board ensures the worthiness of ADRIA for revenue generation rather than coordination of specific revenue generation activities.

1. Directors will support the revenue generation efforts of ADRIA by networking to position ADRIA for successful revenue generation.
2. Directors will support revenue generation personally through paying a membership fee, attending membership activities and supporting ADRIA events.
3. Directors may contribute to revenue generation areas (donations, sales of membership, tickets to events and recruiting of others) in accordance with experience and time available.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

10. Board Planning and Agendas

Board meetings are for the single task of getting the Board's job done. The Board takes responsibility for its own meeting agendas.

The Board meeting will include:

1. Agenda Control: The Board has the sole authority over its own agenda. The President will exercise this control on behalf of the Board, though any director – with a majority agreeing – can add or delete business from the agenda. Material related to the agenda will be given to Board members with adequate lead time for preparation.

2. Agenda Content: Only those matters which are within the Board's chosen areas of responsibility (see Board Job Description) shall take up the Board agenda. The Board will work only on the Board's job, not the staff's work. This includes: Ends Policy discussion, Executive Director monitoring, Link to the membership, Board Learning, Consent Items, Committee Reports.

3. Directors are obligated to prepare for meetings and to participate productively in discussion, always within the boundaries of discipline established by the Board.

4. Timelines:

    - Minutes will be sent by the Board Secretary to all directors within 7 days.

    - Agendas are sent by the President and Executive Director to all directors 4 days prior to the Board meeting

    - All agenda items and information are sent 7 days prior to the Board meeting to the Executive Director-Membership who will gather all the related materials and send as a single doc in PDF format

    - Agenda items that require an update and recommendations for action will submit each item on the attached form.

5. All directors are expected to print the agenda, minutes and other meeting information and bring to the meeting along with their Board binder.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

10a. Board Planning and Agendas

IMPLEMENTATION: BOARD PLANNING CALENDAR

The sample Board Agenda, Board Calendar and Budget below are the responsibility of the President to implement.

10b. Board Planning and Agendas

IMPLEMENTATION: AGENDA

Meeting of the Board of Directors

Date Place Time

1. Call to Order
2. Acceptance of the previous minutes
3. Matters arising from the minutes (added April 30, 2011)
4. Approval of the Agenda
5. Review of annual calendar
6. Acceptance of reports
    - President
    - Executive Director
    - Treasurer
    - Board committees
7. Executive Director compliance
8. Policy review
9. Consent Items
10. Ends discussion
11. Link to the Membership
12. Learning Opportunities
13. Next meeting date
14. Next meeting agenda
15. In Camera meeting of directors only (added April 30, 2011)
16. Termination.

10c. Board Planning and Agendas

IMPLEMENTATION: BOARD BUDGET

Revenue: A transfer from operational monies

Expenditures: Listed so as to fit with the financial plan. Includes such expenses for Board responsibilities such as:

- Board Orientation
- Strategic Planning
- Board Learning
- Link to the Membership
- Policy Review
- Executive Director recognition.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY, JUNE, AUGUST, NOVEMBER

11. Board Expense Claims

ADRIA recognizes the value of Board members being supported by their employers.

Directors serve without remuneration.

Reasonable expenses incurred are reimbursed in compliance with Board approved policy. ADRIA does not want Board directors to be out-of-pocket for Board expenses.

1. Director expenses are parking, mileage, conference costs, meals and any other expenses with prior approval from the Board.
2. With the exception of minor claims, all claims should be submitted within 30 days of expenditure.
3. All claims are submitted within 30 days of fiscal year end.
4. All claims are submitted on the ADRIA Board Claim form which is posted on-line.
5. Claims are submitted to the Executive Director or his or her delegate for review and payment.

DATE APPROVED/REVISED: APRIL 11, 2015

MONITORING DATE: FEBRUARY

12. President's Role

The job of the President is mainly the integrity of the Board and its work and to represent the Board to outside stakeholders.

Integrity of the Board

- The role of the President is to see the Board's performance is consistent with the Board's policies and those legitimately imposed upon it from outside the Society.
- The Board meeting agenda will include only those issues which, according to Board policy, clearly belong to the Board and are marked on the Board calendar.
- The Board's work will be conducted in an efficient, timely, fair and orderly manner.
- Roberts Rules of Order (latest edition) are observed.

Representation

- The President is the only Board member authorized to speak for the Board and for ADRIA other than in specified instances.
- The authority of the President consists only in making decisions on behalf of the Board which fall within and are consistent with any reasonable interpretation of Board policies.
- The President has no authority to make new decisions about policies created by the Board.
- The President is empowered to chair all Member and Board meetings with all the commonly accepted powers of that position.
- The President may represent the Board to the Executive Director in announcing Board-stated positions and in stating President decisions and interpretation within the area delegated to him or her.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

13. Officers' Roles

1. The Officers of ADRIA are named pursuant to the bylaws: President, Vice President, Secretary and Treasurer.
2. The current bylaws list the responsibilities required of these Officers.
3. The Officers are elected to serve the membership by ensuring that certain legal responsibilities of the Societies Act are met.
4. Officers, other than the President, have no responsibility to supervise the Executive Director or staff.
5. The Officers shall constitute the Executive Committee with authority to make emergency decisions on behalf of the Board as outlined in the Terms of Reference. (amended March 4, 2011)

DATE APPROVED/REVISED: SEPTEMBER 1, 2012 /MARCH 4, 2011

MONITORING DATE: FEBRUARY

14. Board Committees

The Board may establish committees from time to time to assist it in carrying out its responsibilities.

1. Committees of the Board shall be created by the Board.
2. Committees of the Board may speak and/or act for the Board only when the authority to do so has been specifically granted by the Board.
3. Authority is granted for a specific purpose and within a limited time allocated to a committee of the Board.
4. Committees of the Board exist to advise the Board in its deliberations. Mandates may include preparation of policy alternatives and implications, bylaw review, audit, nominations and elections or any other part of the Board job description.
5. The relationship between either the Executive Director or the staff of the Society and a committee of the Board will be determined by the Board.
6. Terms of reference of the committee shall be established when the committee is struck and may include the duration of the committee's existence, as well as costs and allocated staff.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

14a. Board Committees

IMPLEMENTATION: TERMS OF REFERENCE

1. When the Board strikes a committee, it will determine the following:
    - Name of the Committee
    - Task(s) of the Committee
    - Duration of the Committee (both beginning and end)
    - Chair of the Committee
    - Committee membership
    - Requirements of the Committee for Executive Director/Staff time
    - Budget requirements
    - Reporting obligations
2. Further details such as membership responsibilities and timelines may be required in the first report to the Board by the Board.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

15. New Director/Board Orientation and Evaluation

1. ORIENTATION

All new directors, whether elected or appointed, will be oriented to the Board work as part of the nomination process and as part of the new director's orientation.

The purpose of orientation is to acquaint the director with ADRIA, the Board, and the responsibilities of an individual director. While orientation should be considered an ongoing process, there are certain critical points and information that should be highlighted.

Types of Orientation

There are three types or levels of orientation:

- Orientation to ADRIA
- Orientation to the Board
- Orientation to the individual role of the director.

Orientation to ADRIA will cover the following:

- The organization chart of ADRIA
- The broad general scope of ADRIA, including the mission statement, principles, values, history and services of ADRIA
- The roles, relationships and structure of each level of ADRIA
- The bylaws of ADRIA.
- A summary of current members and issues.

A Board manual will be organized to contain this information and the President will review the Board information relevant to the operation of the Society. This manual will be available to new directors immediately following their election or appointment.

Orientation of the Board will cover all Board policies

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

- Legal responsibilities of directors
- Participation requirements for meetings
- Claim process for Board expenses

New director orientation will be done prior to the first Board meeting the new director attends.

Some orientation topics may require attendance of directors at a separate orientation.

A new director buddy system may be implemented at the will of the President.

All directors, whether new or experienced, are expected to attend the annual Board orientation.

2. BOARD EVALUATION

At least annually the Board will set aside part of a Board meeting to discuss and monitor the Board's own progress. The responsibility for this initiative and for ensuring a fair, balanced discussion rests with the Governance Committee. (amended March 4, 2011)

The Board Calendar will note the annual review.

3. POLICY REVIEW

The Board will regularly review all policies asking itself the following of each policy:

- Is this policy still needed?
- Is this policy being followed?
- Are there any changes necessary to this policy?

The Board may use this policy review time to edit policies.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012 /MARCH 4, 2011

MONITORING DATE: FEBRUARY

Glossary of Terms:

Ends – the results sought by the board in the areas of vision, mission, strategic direction, identity, continuity, progress, and governance style.

Means – the method or way of achieving the ends.

Limitations – restrictions or boundaries of authority placed on the Executive Director, which may infer a positive obligation on the Executive Director.