ADR INSTITUTE OF ALBERTA

BOARD POLICIES

[Established under the authority of Bylaw 4.1]

In this revision:

- Approved revisions in January 18, 2014 meeting

Contents

POLICY TYPE: I ENDS 3
1. Vision 3
2. Mission 3
3. Mission Outcomes 3
4. Guiding Values 4
POLICY TYPE: II EXECUTIVE DIRECTOR LIMITATIONS 5
1. General Executive Director Limitations 5
2. Financial Planning and Activities 5
3. Financial Condition 6
4. Security & Operating Reserve 6
5. Asset Protection 8
6. Staff Treatment 8
7. Compensation and Benefits 9
8. Contracts and Agreements 9
9. Member Relations 9
10. National and Affiliate Relations 11
11. Emergency Executive Succession 11
POLICY TYPE: III BOARD—EXECUTIVE DIRECTOR RELATIONS 12
1. Delegation to the Executive Director 12
2. Monitoring and Ongoing Reporting from the Executive Director 12
3. Communications and Counsel to the Board of Directors 13
4. Executive Director Position Description 14
5. Performance Appraisal 14
Appraisal Committee 14
Annual Appraisal 14
Finalizing and Approving the Appraisal 15
6. Executive Director Compensation Review 15
POLICY TYPE: IV BOARD WORK 17
1. Board Job Description 17
2. Strategic Planning 17
Preparing to Build 17
Strengthening the Foundation 18
Designing a Blueprint 18
Building a Framework 18
3. Linkage to Ownership 18
4. Complaints 19
Implementation 19
5. Best Practices of Policy-Based Governance 20
6. Governing Style 21
7. Director Code of Conduct 22
Implementation 23
Discipline of Board Members 23
8. Best Practices in Writing Policies 24
9. Board Role in Advocacy 25

10. Board Role in Revenue Generation 25
11. Board Planning and Agendas 26
Implementation 26
12. The Board Budget 26
13. Board Expense Claims 27
14. President's Role 28
15. Officers' Roles 29
16. Board Committees 29
Implementation: Terms of Reference 29
17. New Director Orientation 30
18. Board Evaluation 31
19. Policy Review 31
20. Glossary of Terms 32
Education 35
Experience 35
Knowledge/Skills\Abilities 36

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

To provide leadership and services in Appropriate Dispute Resolution (ADR) to our members by:

- Fostering excellence in negotiation, mediation, arbitration, and restorative practices,
- Supporting the viable practice of ADR in Alberta,
- Providing excellence in ADR professional development,
- Promoting the ethical use of ADR processes,
- Maintaining accreditation standards, accountability and designations for the ADR profession,

DATE APPROVED/REVISED: JANUARY 12, 2013

MONITORING DATE:

3. Mission Outcomes

- Enhance the value, awareness, reputation of and access to ADR services.
- Strengthen our Profession
- Strengthen ADRIA as a membership organization.
- Strengthen the long term sustainability of ADRIA as an organization.

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

4. Guiding Values

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

MONITORING DATE:

POLICY TYPE: II EXECUTIVE DIRECTOR LIMITATIONS

1. General Executive Director Limitations

The Board - Executive Director relationship is based on a governance model designed to create a strong Board working with a strong Executive Director. The Board creates the Mission, Vision and Guiding Values (see Policy Type: I). The Board then empowers the Executive Director to use whatever means the Executive Director in his or her sole discretion determines appropriate to achieve the Ends, subject only to Limitations created by the Board and as more particularly stated in this Policy.

DATE APPROVED/REVISED: SEPTEMBER 1, 2013

MONITORING DATE:

2. Financial Planning and Activities

All financial planning and activities must be done with a primary objective of avoiding financial jeopardy or compromising the ADRIA Ends policies.

Accordingly, the Executive Director must cause or allow financial planning or activities which:

1. Contain sufficient information to project such items as: revenues and expenses, separations of capital and operational items, and planning assumptions.
2. Are partnered with an annual plan and budget that implements the Board's stated outcomes. The annual plan and budget must be made available for review and scrutiny of the Board.
3. Plans to spend less in any fiscal year than is conservatively projected to be received.
4. Allows the current assets to stay above the level required to meet short term liabilities, except on a short-term basis.
5. Provides sufficient funds for Board activities during the year.
6. Provides for multi-year sustainability.
7. Avoids any significant deviation of budgeted or planned expenses that would cause ADRIA to incur a loss in any fiscal quarter or year, unless specifically approved in advance by the Board.

DATE APPROVED/REVISED: JANUARY 18, 2014

MONITORING DATE: FEBRUARY

3. 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. Allow any significant deviation of ADRIA expenses from that sanctioned by the Board.
3. Disburse funds in excess of $5000 unless authorized by a Board signing authority.
4. Allow the operating account to drop below the amount needed to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. 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

4. Security & Operating Reserve

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

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. Not diminish these funds to any significant degree without explicit permission from the Board.
3. Build the security reserve to exceed $100,000 and the operating reserve to a long term average of $50,000 or more.
4. Maintain an amount of not less than 3 months operating expenses in this fund.
5. Add to the investment funds the income earned on those investments.

DATE APPROVED/REVISED: JANUARY 18, 2014

MONITORING DATE: FEBRUARY, JUNE, AUGUST, NOVEMBER

5. Asset Protection

The Executive Director must protect and maintain the assets of ADRIA. Accordingly, the Executive Director must :

1. Insure all assets against theft and casualty losses with replacement value coverage.
2. Maintain at least $1 million of liability coverage for the Board, members, staff and ADRIA itself.
3. Maintain the offices and equipment with only reasonable wear and tear.
4. Maintain the confidentiality, integrity, and availability of ADRIA assets and information.
5. Ensure that ADRIA, its Board or staff are not purposefully exposed to claims of liability.
6. Maintain and enforce a written operational policy that meets the requirements of FOIP.
7. Ensure that all financial transactions and records comply with generally accepted accounting principles.
8. Invest or hold funds in compliance with the prudent investor rules as stated in the Trustee Act of Alberta.
9. Only acquire, encumber, or dispose of an interest in real estate including office space with the approval of the Board.
10. Implement recommendations of the annual financial audit which were accepted by the Board or report any non-compliance to the Board.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: SEPTEMBER –

6. Staff Treatment

Dealings with staff and volunteers must be fair, dignified and compliant with human rights and labour standards legislation.

Accordingly, the Executive Director must:

1. Work with written personnel policies and procedures which clarify personnel rules for staff and volunteers, including a grievance procedure.
2. Orient staff and volunteers about their rights under these personnel policies and procedures and allow staff and volunteers to present a grievance to the Board when the grievance procedures have been exhausted.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE:

7. Compensation and Benefits

Compensation and benefits to staff, employees, consultants, contract workers and volunteers, must be undertaken in a manner that ensures fiscal integrity.

Accordingly, the Executive Director will:

1. Only change compensation and benefits with Board approval.
2. Not guarantee the employment of any staff beyond his or her written agreement.
3. Pay compensation and benefits which equate with the local and professional market.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: MAY

8. Contracts and Agreements

In order to complete the essential work of ADRIA, the Executive Director will relate to others through contracts and agreements and will:

1. Ensure the contracts and agreements comply with Ends.
2. Ensure that ADRIA maintains external contractors' requirements.
3. Adhere to accepted best practices.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: MARCH

9. Member Relations

Recognizing that ADRIA is a member-owned organization and so that the members of ADRIA are well served, the Executive Director must:

1. Act in compliance with the bylaws of ADRIA.
2. Operate with a privacy and complaint policy for all services and programs
3. Obtain reasonable member input and involvement in making decisions.
4. Treat members in a dignified, fair and polite manner, in compliance with human rights legislation.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: APRIL

10. National and Affiliate Relations

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

As a society which values relationships, the Executive Director must:

1. Consider the impact of decisions on any of the other organizations.
2. Operate within ADRIC guidelines unless they conflict with ADRIA Ends or policies, in which case the conflict will be presented to the Board.
3. Nurture a spirit of cooperation among the Affiliates; sharing ideas, resources and energy.
4. Facilitate the growth and development of ADR in Canada.
5. Actively participate in ADRIC initiatives.
6. Relate to other similar and appropriate organizations that would further the goals of ADRIA in government, business and the community.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: DECEMBER

11. Emergency Executive Succession

In order to protect ADRIA from the sudden loss of chief executive services, the Executive Director must ensure there is at least 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:

   a) fulfilling individual requests for information or

   b) 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 OF DIRECTORS-EXECUTIVE DIRECTOR RELATIONSHIPS: How are responsibilities delegated to the Executive Director and how are these responsibilities monitored?
   d) BOARD WORK: What will the Board do and how will it manage itself?
3. **Ensuring Executive Director performance** in relation to the accomplishment of the Ends within Executive Director Limitations and the job skills.
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? (Economic, Political, Technological, etc.)
- **Organizational Assessment**: Determining our internal strengths and weaknesses and the external opportunities and threats that impact us.

STRENGTHENING THE FOUNDATION

- **Vision**: The organizational dream—what the organization could be.
- **Mission and Outcomes**: What the organization will do for people to achieve the vision.
- **Values:** The underlying beliefs, principles and philosophy that will guide our behaviour.

DESIGNING A BLUEPRINT

- **Constitution**: Statements of the raison d'être for the organization.
- **Bylaws**: The set of rules by which the organization will operate which are approved by the members and governed by external legislation.
- **Strategic Plan**: This is a three to five-year plan outlining the key directions, strategies and target outcomes adopted by the Board to achieve the Vision and fulfil the Mission.
- **Operational Plan**: The document developed by the Executive Director that reflects the strategic plan in a set of practical, 12-18 month goals and actions, responsibilities, resources and timelines.
- **The Budget**: Is developed to align resources with the directions of the Strategic Plan and Operational Plan.

BUILDING A FRAMEWORK

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

Moral Ownership: The members of the public who 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
- presentations at Board meetings by appropriate people
- dialogue with other Boards or public officials
- other community input

4. The Board will spend regular time in its meetings discussing and deciding issues of membership.

5. The Board has a role in member complaints.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

4. Complaints

IMPLEMENTATION

In dealing with a written (formal) complaint:

1. Board member receives a written complaint.

2. Discuss complaint with President to determine if there is a potential Board policy violation.

3. Issue of complaint DOES indicate a potential violation of Board policy.

   a) Advise Executive Director of complaint (courtesy).

   b) Write to complainant describing process:

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

   c) Include in agenda of next Board meeting.

   d) Discuss at Board meeting

i. Is there a Board policy violation
ii. What is the appropriate remedy
iii. Should policy be changed.
   a. YES: Board revises affected policies
   b. NO: No action

e) After Board meeting, Executive Director sends another letter to complainant.

i. Recount original issue
ii. Describe Board decision

-OR-

4. Issue of complaint DOES NOT involve Board policy.

a) Pass complaint to the 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

5. Best Practices of Policy-Based Governance

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

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

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 a 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 related policies.

5. **Boards should define and delegate, rather than react and ratify**. Setting criteria and then allowing them to 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. Within the Board open and wide-ranging discussion is encouraged. Then, once the Board makes a decision, all Board members must speak with one voice.

7. **The Board's best control over its staff 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 link 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**. 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, (i.e. how the Board will conduct itself and perform its job).

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

6. Governing Style

The Board agrees to adhere to 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 carefully establishing the broadest 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 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 ensure the excellence of its governance capability by setting regular time on the meeting agenda for Board learning.
9. Empower 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 Vision, Mission, Mission Outcomes and Guiding Values.
12. Demonstrate an understanding of the bylaws.
13. Ensure that there is a strategic plan for the organization and expect that there is an operational plan in place written by the Executive Director and 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

7. Director Code of Conduct

ADRIA has an active Board that sets the Society's vision, 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 hires, 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 endorse and support the Vision, Mission, Mission Outcomes and Guiding 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, by Board Policies or by the full Board.

Director Name (please print) _____

Director Signature _____

Date Signed _____

IMPLEMENTATION

Each director will sign the Director Code of Conduct 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 Policies
- Review the Code with new directors and in Board orientation

DISCIPLINE OF BOARD MEMBERS

If a director is negligent in carrying out his or 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.
- 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 can be removed from 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

8. 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 thoroughly and regularly.
- Review of the use of policies is done 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 Executive Director, the delegation of duties from the Board to the Executive Director and the relationship of the Board to those people the organization serves.
- The staff write policies dealing with all operations and that define the roles, responsibilities and relationships of all staff and stakeholders with whom the staff work.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

9. 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

10. 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 their experience and available time.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

11. 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 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) will 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, Strategic Planning, Executive Director monitoring, Links to the membership, Board Learning, Committee Reports and matters of Governance and Policy.

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 four weeks.

    - 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 or his or her delegate, who will gather all the related materials and post the material on-line.

5. All directors must ensure they have access to the agenda, minutes and other information prior to and at the meeting.

IMPLEMENTATION

The Board Agenda, Board Calendar and Board Budget are the responsibility of the President to implement. The template for these will be posted on-line.

12. The Board Budget

While the overall budget of ADRIA is the responsibility of the Executive Director (subject to the oversight of the Board as stated in these policies), the Board retains ultimate responsibility for its own budget. The Board recognizes that their position of authority makes prudent financial management of the Board budget essential.

Revenue: A transfer from operational monies. The Board is not expected to generate its own revenue.

Expenditures: Listed so as to fit with the financial plan. Includes 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

13. 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: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

14. 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 are observed during the formal business portions of Board meetings. The President can suspend Roberts Rules temporarily and facilitate discussion and brainstorming when appropriate.

Representation

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

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

15. Officers' Roles

1. The Officers of ADRIA are named in the bylaws: President, Vice President, Secretary and Treasurer.
2. The current bylaws list the responsibilities 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 or authority to supervise the Executive Director or staff.
5. The Officers are the Executive Committee with authority to make emergency decisions on behalf of the Board as outlined in the Terms of Reference.

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

MONITORING DATE: FEBRUARY

16. Board Committees

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

1. Committees of the Board must be created by the Board.
2. Committees of the Board may speak or act for the Board only when the authority to do so has been specifically granted by the Board.
3. 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.
4. 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.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

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
- Alocated staff or other resources
- 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

17. New Director Orientation

All new directors, whether elected or appointed, will be oriented to the Board as part of the nomination and appointment process.

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 Vision, Mission, and Guiding Values.
- The history and services of ADRIA
- The roles, relationships and structure of each level of ADRIA and the relationship to ADRIC
- The bylaws of ADRIA.

- A summary of current members and issues.

A Board manual will contain this information. This manual will be available to new directors immediately following their election or appointment.

Orientation to the Board will cover all Board policies

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

- Legal responsibilities of directors
- The code of conduct for 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.

18. 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.

The Board Calendar will note the annual review.

19. 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 will use this policy review time to edit and update policies.

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

MONITORING DATE: FEBRUARY

20. Glossary of Terms

Ends – the results sought by the board in the areas of Vision, Mission, and Guiding Values. This includes the 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 can place a positive obligation on the Executive Director.

ATTACHMENT – ED JOB DESCRIPTION

ADRIA Executive Director Job Description

Position Summary:

The Executive Director is the chief operating officer of ADRIA and has responsibility and authority to direct day to day operations. This includes managing programs services, financial, staff and volunteer resources using ADRIA's Vision, Mission and Guiding Values as a guide and reference. The Executive Director holds a key leadership position in the organization and attends Board meetings; provides support to and is a consultant to the Board. The Executive Director implements Board Policy. The Executive Director receives direction from the Board through the President.

Key Responsibilities:

1. Board Support

- Identifies key issues for board deliberations and develops agendas for board meetings in consultation with the President.
- Ensures materials that facilitate board analysis of issues and decision making are provided for board meetings in a complete and timely manner.
- Oversees appropriate\required organizational documentation and records of board meetings in accordance with the Societies Act, Bylaws and Board Policy.
- Tracks recommended board actions and facilitates progress reports to the board.
- Attends meetings of the Board of Directors, and provides support to Board Committees and Sub-Committees as needed (in an advisory capacity)
- Ensures administrative supports are provided to facilitate the Board's work.

2. Policy Management:

- Manages the day-to-day operation of ADRIA
- Implements, and monitors policies determined by the board and develops related procedures as appropriate
- Directs the staff's implementation of policy

3. Strategic Planning

- Assists the ADRIA Board and Executive Committee in the strategic planning process
- Conducts internal\external environmental scans to support planning
- Participates with the Board in creating and updating the strategic plan (Vision, Mission, Mission Outcomes and Guiding Values.)

4. **Operational Planning and Budget Development**
   - Develops, follows and adjusts an operational plan to achieve the strategic plan which will :
     - describe how ADRIA will achieve its mission in the time period of the plan
     - includes operational goals, implementation activities, performance measures,
     - include a supporting budget to match resource achievement with the plan
   - Provides clear, concise reports to the board at each scheduled board meeting that assesses the accomplishment of the plan.
5. **Risk Analysis**

   Evaluate the threats and opportunities for ADRIA by accurately reading organizational\ external realities and understanding the forces shaping the views of clients \partners\members. Makes or recommends actions to address them:
   - Evaluates potential assets and liabilities of a project, proposal, or strategy
   - Assesses threats to the organizations image
   - Assesses risks to the organizations financial security and growth
   - Provides regular, reliable and comparable reports on the organization's progress
6. **Financial Management**
   - Implements the board's policies for the allocation and distribution of resources
   - Administers the funds of the organization (within the approved budget)
   - Maintains sound, industry accepted bookkeeping and accounting procedures
   - Provides the Treasurer\Board with regular statements of revenues and expenditures
7. **Program Management:**
   - Facilitates the research, planning, development, implementation and evaluation of ADRIA programs and services
   - Ensures programs\services meet policy guidelines and reflect board priorities
   - Fosters effective\collaborative relationships with current\potential program partners
   - Applies sound practices in negotiation and determination of contractual arrangements (value, accountability, risk, etc.)

8. Human Resources Management

Develops an organizational structure\human resources strategy to effectively achieve organizational plans and goals. Ensures up to date job descriptions\employment contracts\volunteer role descriptions are maintained.

Staffing

- Develops and implements personnel policies.
- Recruits , hires, trains, develops, releases staff \service providers
- Interprets Board policies to staff\service providers
- Works with staff to set clear, results-oriented goals\outcomes; coaches and monitors performance and evaluates staff \service providers annually
- Recommends a salary and benefits budget to the Executive Committee. (?)

Volunteers:

- Provides leadership in identifying opportunities for volunteer involvement in ADRIA
- Supervises the recruitment, selection, orientation and training of service volunteers and develops and implements appropriate policies to support volunteer engagement

9. Advocacy Management

- Promotes community\public awareness of the organization's mission and aims
- Participates in networking and community relations activities on behalf of the organization
- Seeks out mutually beneficial relationships
- Builds strong working relationships with others – inside and outside the organization and enlists their support when appropriate

Qualifications and Competencies

Education

Post-secondary degree or certification in a related field or an equivalent combination of education and working experience.

Experience

Minimum of 3-5 years of management experience preferably with a not for profit organization in a related area (professional\membership organization for example)

Solid experience relating to:

- supervising and planning the activities of others (staff\ volunteers\contractors)
- development and administration of budgets

- strategic and operational plan development and implementation
- developing business and strategic relationships
- organizational leadership

Experience with professional membership development and\or the operation of educational programs in post-secondary institutions is an asset.

Knowledge/Skills\Abilities

- Understanding of and support for the field of appropriate dispute resolution; the ability to be a credible representative of the organization and to gain the respect of ADRIA members and stakeholders
- Ability to work effectively with a Board of Directors and understand the role and responsibilities of a policy board.
- Strong organizational skills including the ability to effectively priorize activities
- Strong interpersonal; collaborative and team-building skills - can guide the performance of others while holding them accountable
- Results orientated – can take a leadership role while effectively engaging others
- Confident in working in a variety of forums – community, government, legal, academic, corporate.
- A proven track record in building partnerships
- Ability to understand and work effectively with budgets and financial documents
- Ability to think strategically and see the present in the context of longer term goals
- Solid written and verbal communication skills including public speaking and the ability to write clear and concise reports and documents.
- Ability to draft agreements, policies and related organizational documents
- Sufficient knowledge and interest in using computer technology to support business communications; document and data base development and to understand and explore technology options for the delivery of programs and services
- Ability to challenge the status quo - acknowledge the need for change and willingness to learn about new approaches and processes.
- Ability to work independently, exercise sound judgment and make decisions within a broad policy frame of reference.

APPROVED: April 23, 2013