

GOVERNANCE POLICY

The Governing Process

These policies define the Board's approach to governance that follows a Policy Governance process

GP: THE BOARD

The role of the Board of Directors, acting on behalf of the Broad Reach Foundation For Youth Leaders agency partners and youth, is to set the strategic, long-range direction of the Foundation, maintain a system that supports the strategic management of the Foundation, oversee operations by hiring and providing guidance to the Executive Director (ED), and monitor organizational performance.

GP 1: Governance Principles

The Board will govern with an emphasis on: outward vision rather than an internal pre-occupation; commitment to continuously seeking and obtaining stakeholder input; encouragement of diversity in viewpoints; strategic leadership more than administrative detail; clear distinction of Board, staff and volunteers' roles and responsibilities; collective rather than individual decisions; and future orientation rather than past or present.

GP 1.1

This approach is guided by the following principles:

Accountability

–Capacity of members and other key stakeholders to call decision-makers to account for their actions; to respond periodically to questions concerning official actions; and to apply sanctions for breach of rules and regulations;

Transparency

–Timely access by members and key stakeholders to low-cost, relevant, reliable information about finances, programs and services, and management of resources;

Predictability

–Conduct and actions of Board members and appointed staff are clear, known in advance, fair, and effectively enforced; and

Participation and Engagement

–Involvement of and communication with members and key stakeholders in planning (setting destination/direction), decision processes and evaluation (monitoring performance)

GP 2: Board Deliverables

The Board of Directors is responsible for determining and monitoring what the organization

does, how it manages its resources and liabilities and how it represents the Foundation's agency partners/youth. Accordingly,

GP 2.1: The Board is the link between the organization and the agency partners.

GP 2.2: The Board will produce and approve written policies, guidelines and other authoritative rules that, at the broadest levels, influence and provide strategic leadership, and enable effective organizational and operational management decisions including:

- Strategies, Risks and Performance Management

- Analysis of the Foundation's operating environment by engaging agency partners and stakeholders, identification and management of strategies, priorities and risks that affect expected outcomes and organizational performance.

- Executive Limitations

- Constraints on the ED's authority that establish the prudent and ethical boundaries within which all executive activity and decisions must take place.

- Board-ED Relationship

- How power is delegated and its proper use monitored; and the Executive Director role, authority, and accountability.

- Board & Directors Performance

- How the performance of the board, individual directors and board committees are assessed, based on responsibilities for direction -setting, operational oversight, risk management and organizational performance assessment.

GP 2.3: The Board will contribute to and approve a five-year strategic plan that will guide the long-term direction of the Foundation, and provide measurable benchmarks for strategic and operational success.

GP 2.4: The Board will monitor ED's performance against the Board-ED and Executive Limitations Policies, and the implementation strategy as set out in the strategic plan.

GP 2.5: The Board will appoint a Secretary to oversee corporate matters, consistent with the Canada Corporations Act. The Secretary will advise the Board on regulations, policies and guidelines relating to the management of strategic, operational and financial risks and organizational performance.

GP 2.6: The Board will specify a committee structure and constitute standing committees and program committees as outlined in the Foundation By-laws, and evaluate the performance of these committees against their terms of reference.

GP 3: Governance Development

The Board will invest in its governance capacity. Participation in board meetings, involvement in committees, contribution of specialized skills and expertise relating to organizational governance will ensure effective implementation of the Foundation's strategic directions. Accordingly,

GP 3.1: Training will be provided to orient new directors and to maintain and increase existing director skills and understanding of the Board's role and of the Foundation's operations.

GP 3.2: Evaluations and external monitoring will be arranged so that Board members can assess the 'added value' they bring to the organization and so that the Board can exercise confident control over organizational performance. This includes, but is not limited to the annual fiscal audit, and other activities designed to provide reasonable assurance that strategic objectives will be achieved and undesired events will be detected and prevented.

GP 4: Board Members' Code of Conduct

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use authority and appropriate decorum when acting as Board members. Accordingly,

GP 4.1: Board members must demonstrate clear loyalty to the interests of the youth. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.

GP 4.2: Agency partners must avoid conflict of interest with respect to their stewardship responsibility through abiding by the Foundation's Conflict of Interest policy.

GP 5: President's Role as outlined in the By-laws, the President assures the integrity of the Board's governance process, presides at all meetings of the Association and the Board of Directors, and represents the Board to outside parties. Accordingly:

GP 5.1: The President ensures that the directors have access to all relevant legislation, regulations, policies and guidelines affecting the performance of the Foundation and that the Board conducts its affairs consistently within the principles described in GP 1.

Accordingly:

- The President will assure that meeting discussion content will be only on those issues and decisions that clearly belong to the Board, and provide strategic guidance to the ED.
- The President will assure that deliberation will be fair, open and thorough but also timely, orderly and kept to the point by employing appropriate rules of order.

GP 5.2

The authority of the President is consistent with the By-laws, except where the Board specifically delegates portions of this authority to others.

Accordingly:

- While the President has no authority to supervise or direct the ED in the operations of the organization, he/she has a primary obligation to advise

Board-Executive Director Relationship

These policies define the linkages and relationships between the Board and the Executive Director (ED) including the assessment of ED performance.

B-ED: THE BOARD and ED

Because the Board of Directors is a policy making body, the link between the Board and the operation and administration of the Broad Reach Foundation For Youth Leaders is limited to its

communication with, and direction of, the Executive Director through the President and the Secretary, as specified in the Foundation By-laws.

B-ED 1: Unity of Control

Only decisions of the Board acting as a body are binding on the ED. Accordingly,

B-ED 1.1: Decisions or instructions of individual Board members or Board committees are not binding on the ED except in rare instances when the Board has specifically delegated such exercises of authority.

B-ED 1.2: In the case of Board members or Board committees requesting information or assistance without Board authorization, the ED can refuse such requests that require, in the ED's opinion, a material amount of staff time or funds, or are disruptive.

B-ED 2: Accountability of the ED

The ED is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the ED. Accordingly,

B-ED 2.1: The only employee who will receive instructions from the Board is the ED.

B-ED 2.2: The Board will refrain from evaluating, either formally or informally, any staff other than the ED.

B-ED 2.3: The Board will view ED performance as vital to organizational performance. The organizational accomplishment of Board-stated Ends measured against benchmarks set out in the Strategic Plan, and avoidance of Board-proscribed limitations will be viewed as successful ED performance.

B-ED 3: Delegation to the ED: The Board will instruct the ED through written policies that prescribe the organizational Ends to be achieved and describe organizational limitations. The ED may use any reasonable interpretation of these policies. Accordingly,

B-ED 3.1: The Board will develop policies instructing the ED to achieve certain results, for certain recipients. These policies will be called Ends policies.

B-ED 3.2: The Board will develop policies that limit the latitude the ED may exercise in choosing organizational means. These policies will be called Executive Limitations policies.

B-ED 3.3: As long as the ED uses any reasonable interpretation of the Boards Ends and Executive Limitations policies, the ED is authorized to establish all further policies, make all decisions, establish all practices, and develop all activities.

B-ED 3.4: The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and ED domains. By doing so, the Board changes the latitude of choice given to the ED. But as long as any particular delegation is in place, the Board will respect and support the ED's choices.

B-ED 4: Monitoring ED Performance: Systematic and rigorous monitoring of ED performance will be solely against the expected ED job outputs: organizational accomplishment of Board

policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations. Accordingly,

B-ED 4.1: Monitoring is simply to determine the degree to which Board policies are being met. Data that are not relevant to Board policies will not be considered.

B-ED 4.2: The Board will acquire monitoring data by at least one of the following three methods: (a) by internal report, in which the ED discloses compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

B-ED 4.3: In every case, the standard for compliance shall be any reasonable ED interpretation of the Board policy being monitored.

B-ED 4.4: All policies that instruct the ED will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule

Purpose and Scope

1.1.: This Code of Conduct identifies the standard of behavior that is expected of all Broad Reach Foundation For Youth Leaders participants.

1.2.: Foundation “participants” are defined as individuals who are registered to participate in Foundation programs and activities, including youth, agency partners, employees, contractors, volunteers, instructors and parents of participants.

1.3.: Participants who fail to abide by this Code may be subject to disciplinary action.

2. Responsibilities

2.1.: All Broad Reach Foundation For Youth Leaders participants are expected to act in a responsible manner, as follows:

2.1.1.: To conduct themselves in a sportsmanlike and responsible manner at all times.

2.1.2.: To refrain from comments and behaviors which are disrespectful, offensive, abusive, racist, or sexist.

2.1.3.: To not be under the influence of alcohol at any time they are performing their duties.

2.1.4.: To not use or be in possession of illicit drugs/narcotics, or methods or drug paraphernalia

2.1.5.: To refrain from the use of power of authority in an attempt, successful or not, to coerce another person to engage in or tolerate sexual activity which includes deliberate or repeated unsolicited sexually oriented comments, anecdotes, gestures or touching that are offensive and unwelcome.

2.1.6.: To not breach the privacy of an individual where the individual has a right to expect privacy.

2.1.7.: To either declare a conflict of interest or withdraw from participating in the activity that causes a conflict of interest as outlined in the Foundation’s Conflict of Interest Policy.

2.1.8.: To not attempt to cover up or conceal any conduct of an individual that is, or may be, in breach of this code of conduct.

2.2.: Youth and instructors/volunteers are further subject to the code of conducts specifically developed for youth and instructors/volunteers

2.3.: Individuals working with minors must be held to a higher standard in their dealings with those who are below the age of majority.

3. Confidentiality

3.1.: Volunteers, instructors, employees and contractors should not use or transmit any confidential information for personal gain, while serving with the Foundation, and following termination of their relationship with the Foundation.

3.2.: “Confidential information” is information of a highly sensitive, confidential, or, (when designated by a lawyer) privileged nature that may undermine the interests of the Foundation or cause negative attention if the matter or matters were to be disclosed, either internally or externally.

4. Disciplinary Procedures

4.1.: Minor Infractions

4.1.1.: Examples of minor infractions and possible disciplinary sanctions are shown in Appendix A.

4.1.2.: Procedures for dealing with minor infractions shall be determined at the discretion of the person having delegated authority to make decisions on behalf of the Foundation or its Board of Directors, related to Foundation programs and activities.

4.1.3.: In all situations however, the individual being disciplined shall be informed of the nature of the infraction and has an opportunity to explain his or her involvement in the incident.

4.2.: Major Infractions

4.2.1.: Examples of major infractions and possible disciplinary sanctions are shown in Appendix A.

4.2.2.: Any participant in a Broad Reach Foundation For Youth Leaders activity may report a major infraction to the Executive Director.

4.2.3.: Upon receipt of a complaint, the Executive Director shall determine if the incident is better dealt with as a minor infraction, or if a hearing is required to address the incident as a major infraction.

4.2.4.: If the incident is to be dealt with as a minor infraction, the Executive Director will inform the appropriate person in authority as described above and the alleged offender, and the matter shall be dealt with according to section 4.1 above.

4.2.5.: If the incident report is to be dealt with as a major infraction and a hearing is required, the alleged offender shall be notified as quickly as possible and in any event, no later than 3 days from date of receipt of the incident report, and shall be advised of the procedures outlined in this policy.

4.2.6.: Within 5 days of receiving the incident report, the Executive Director shall forward the report to the Case Manager who shall appoint three individuals to serve as a Disciplinary Panel. Where possible, one of the Panel members shall be from the peer group of the alleged offender. None of the Panel members can be involved in the incident and must be independent of those who were involved in it.

4.2.7.: The Disciplinary Panel shall hold the hearing as soon as possible, but not more than 14 days after the incident report is first received by the Executive Director.

4.2.8.: The Disciplinary Panel shall govern the hearing as it sees fit, provided that:

a)

The individual being disciplined shall be given 5 days written notice (by courier or fax) of the day, time and place of the hearing.

b)

The Panel may decide to conduct the hearing in person, by telephone or video conference.

c)

The individual being disciplined shall receive a copy of the incident report.

d)

Members of the Panel shall select from among themselves a Chairperson.

e)

A quorum shall be all 3 Panel members.

f)

Decisions shall be by majority vote; the Chair carries a vote.

g)

The individual being disciplined shall have the right to present evidence and argument, and may be accompanied by a representative.

h)

The hearing shall be held in private.

i)

The Panel may request that witnesses to the incident be present or submit written evidence.

j)

The Panel shall render its decision, with written reasons, within 5 days of the Hearing.

k)

Once appointed, the Panel shall have the authority to abridge or extend timelines associated with all aspects of the hearing.

4.2.9.: Unless the Disciplinary Panel decides otherwise, any disciplinary sanctions applied shall take effect immediately.

5. Appeals Process

Any appeal of decisions set out in section 4 above (by person having delegated authority or the Disciplinary Panel) will be done according to the Foundation's Appeal Process and Dispute Resolution Policy.

APPENDIX A

EXAMPLES OF INFRACTIONS AND POSSIBLE SANCTIONS

Examples of Minor Infractions

- a) A single incident of disrespectful, offensive, abusive, racist or sexist comments or behaviour directed towards others, including but not limited to peers, opponents, athletes, coaches, officials, administrators, spectators and sponsors.
- b) Unsportsmanlike conduct such as angry outbursts or arguing.
- c) A single incident of intentionally being late or, if unintentionally, which results in significant embarrassment to or disruption of the event or activity

Possible Sanctions for Minor Infractions

The following disciplinary sanctions may be applied, singly or in combination, for minor infractions:

- a) verbal reprimand
- b) written reprimand to be placed on file at the national office
- c) verbal apology
- d) hand-delivered written apology
- e) team service or other voluntary contribution to the Broad Reach Foundation For Youth Leaders
- f) suspension from the current activity/event
- g) other sanctions as may be considered appropriate for the offence.

Examples of Major Infractions

- a) Repeated incidents of disrespectful, offensive, abusive, racist or sexist comments or behaviour directed towards others, including but not limited to peers, volunteers, instructors, agency partners, staff, spectators and sponsors.
- b) Repeated unsportsmanlike conduct such as angry outbursts or arguing.
- c) Repeated incidents of being late for or absent from Foundation events and activities at which attendance is expected or required, whether intentional or not.
- d) Single physically abusive incident.
- e) Activities or behaviour which intentionally, or even if not intentional with wanton disregard for the consequences, interfere with an activity or event
- f) Pranks jokes or other activities that endanger the safety of others.
- g) Deliberate disregard for the rules and regulations of sailing events.
- h) Violation of the National Team Athlete Agreement.
- i) Abusive use of alcohol where abuse means a level of consumption which impairs the individual's ability to speak, walk or drive, causes the individual to behave in a disruptive manner; or interferes with the individual's ability to perform effectively and safely, or irrespective the level of consumption, is in breach of any applicable no alcohol policy.
- j) Any use of alcohol by minors.
- k) Use of illicit drugs and narcotics.

Possible Sanctions for Major Infractions

The Disciplinary Panel may apply the following disciplinary sanctions singly or in combination, for major infractions:

- a) written reprimand to be placed on file at the national office
- b) hand-delivered written apology
- c) suspension from certain Foundation activities which may include suspension from the current activity/event or from future activities/events
- d) suspension from all Foundation activities for periods of up to three years, or for life, if the circumstances of the infraction warrant
- e) other sanctions as may be considered appropriate for the offense