



General Policy

Community Futures East Kootenay

**APPROVED
OCTOBER 2022**

CORE VALUES

WE WILL CONDUCT OURSELVES WITH INTEGRITY AND BE RESPONSIVE AND RESPONSIBLE TO OUR COMMUNITY AND OUR NETWORK. WE WILL ADHERE TO OUR CORE-VALUES AND HIGH PROFESSIONAL STANDARDS.

HONESTY

WE WILL BE GENUINE, FAIR, TRUTHFUL AND SINCERE IN ALL OUR DEALINGS.

RESPECT

WE WILL SHOW CONSIDERATION AND DEFERENCE FOR THE CONTRIBUTION OF OTHERS.

TRUST

WE WILL BEHAVE RESPONSIBLY AND HONOURABLY, WE WILL ALLOW OURSELVES TO BE OPEN, APPROACHABLE AND CREATE AN ATMOSPHERE THAT ENCOURAGES CANDOR.

OPENNESS

WE WILL SHARE INFORMATION IN A TIMELY FASHION, RESPECTING THE NEED FOR PRUDENCE AND CONFIDENTIALITY.

RESULTS

WE WILL CREATE POSITIVE COMMUNITY OUTCOMES THROUGH INNOVATION, ENTREPRENEURIAL LEADERSHIP, EXCELLENT CLIENT CARE AND STRONG PARTNERSHIPS.

QUALITY STANDARDS

TRUST WILL BE ENHANCED BETWEEN COMMUNITIES, PARTNERS AND STAKEHOLDERS THROUGH SUPPORTING OUR CORE VALUES, QUALITY GOVERNANCE, PROFESSIONALISM, COMMUNICATIONS AND ACCOUNTABILITY.

GOVERNANCE

COMMUNITY FUTURES OPERATES USING A GOVERNANCE MODEL BASED ON WRITTEN POLICIES/PROCEDURES THAT ENCOMPASS OUR OPERATIONAL NEEDS. THESE POLICIES ARE REGULARLY REVIEWED AND RENEWED.

PROFESSIONALISM

COMMUNITY FUTURES VOLUNTEERS AND STAFF ADOPT THE CORE VALUES, STRIVE FOR EXCELLENCE AND SEEK OUT OPPORTUNITIES FOR CONTINUOUS IMPROVEMENT.

COMMUNICATIONS

COMMUNITY FUTURES COMMUNICATES BOTH INTERNALLY AND EXTERNALLY REFLECTING OUR CORE VALUES IN A TIMELY, RESPONSIVE AND EFFECTIVE MANNER.

ACCOUNTABILITY

COMMUNITY FUTURES ARE ACCOUNTABLE TO OUR COMMUNITIES, FUNDERS AND EACH OTHER TO MEET OR EXCEED EXPECTATIONS, WHILE REFLECTING OUR CORE VALUES.

TABLE OF CONTENTS

1.	Qualifying Statements.....	Page 4
2.	Purpose.....	Page 4
3.	Distribution.....	Page 4
4.	Membership & Members.....	Page 5
5.	Board of Directors.....	Page 5
6.	Committees of the Board of Directors.....	Page 7
7.	Travel Costs for Directors.....	Page 8
8.	Officers.....	Page 8
9.	Signing Authority.....	Page 9
10.	Indemnification & Insurance.....	Page 9
11.	Conflict of Interest.....	Page 10

1. Qualifying Statements

This is the General Policy of Community Futures East Kootenay. This policy is complementary yet subordinate, in order, to the following:

- a) The *Canada Not-for-Profit Corporations Act S.C. 2009, c.23* (the *Act*);
- b) The Articles of Continuance (the *Articles*); and
- c) CFEK By-Law No. 1 (the *By-Law*)

In respect of any discrepancy between these documents (a, b, and c) and this policy, the documents (a, b, and c) shall prevail in both interpretation and enforcement.

Further, no policy inconsistent with meeting or executing the requirements of CFEK's agreements with Pacific Economic Development Canada (PacifiCan) shall be contemplated or enacted by the Board of Directors or Members of the Corporation.

The CFEK General Policy is also complementary to and must be interpreted in conjunction with the:

- a) CFEK Human Resources Manual and
- b) CFEK Lending Policy

2. Purpose

The purpose of the General Policy is to discuss broadly the relationship between Members, Directors, Officers (including the General Manager), Committees and employees of the organization, and to highlight in general terms the responsibilities of each. In most cases, the authority to act in each of these roles is delegated by the *Canada Not-for-profit Corporations Act*, the Articles of Continuance and By-law No. 1. The General Policy seeks to add detail and clarity around these various delegations of authority.

3. Distribution

At the discretion of the General Manager, any person or organization may be provided a copy of any or all of the following documents upon request:

- a) The *Canada Not-for-Profit Corporations Act S.C. 2009, c.23* (the *Act*);
- b) The Articles of Continuance (the *Articles*); and
- c) CFEK By-Law No. 1 (the *By-Law*)
- d) CFEK General Policy;
- e) CFEK Human Resources Manual
- f) CFEK Lending Policy.

All Directors, Officers and Employees will receive an electronic copy of the following upon joining Community Futures East Kootenay:

- a) CFEK By-Law #1,
- b) CFEK General Policy,
- c) CFEK Human Resources Manual and
- d) CFEK Lending Policy

4. Membership & Members

Members may be individuals, corporations, cooperatives or any other legal entity whose membership application has been approved by the Board of Directors.

There are two (2) classes of members; Active (voting) Members and Associate (non-voting) Members.

There are no dues or fees required by CFEK to become a member.

Active Members may attend and vote by proxy at meetings, provided that the executed proxy is delivered in writing to the chair of the meeting prior to the start of the meeting.

The requirements for providing notice of member meetings are outlined in the *By-Law*.

A quorum of members at any meeting is a simple majority of the total number of members. Members that register their proxy are considered to be in attendance.

Members have certain rights and obligations. Refer to the *Act*, the *Articles*, and the *By-Law* for more detail.

The Board of Directors may suspend or expel a member subject to the conditions outlined in the *By-Law* s. 15. Membership is a privilege.

5. Board of Directors

The composition of the Board of Directors shall represent, as closely as is reasonable, the geographic distribution of the membership and the communities in CFEK's service area.

Directors are elected each year by the members at the Annual General Meeting.

Directors are elected to initially serve a 1-year term, followed by a maximum of 4 2-year terms.

Directors may not serve more than 9 years on the Board of Directors.

Ideally, half the Board will be elected each year (the other half being elected in alternate years) to ensure continuity. The membership may, at its discretion amend the terms of serving Directors to achieve this balance.

The Board may appoint qualified volunteers as Directors between Annual General Meetings up to the maximum number of directors permitted in the Articles of

Continuance. The membership must confirm the appointment at the AGM immediately following the appointment.

A Director must be an individual.

Each Director must be a member of CFEK or the agent of a member if that member is a corporation, non-profit group or cooperative.

Each Director must sign or submit:

- a “Consent to Act as a Director” agreement,
- a “Code of Conduct” agreement,
- an “Oath of Confidentiality”, and
- provide CFEK a name-based criminal record check (at CFEK’s expense)

prior to election or appointment to the Board of Directors or as soon after as is reasonably achievable.

Directors have a duty to manage or supervise the management of the activities and affairs of CFEK.

The Board of Directors recognizes that its role is governance in nature, primarily accountable for establishing policies and strategies that accomplish and further the Mission and Vision of the organization. To this end, the Directors have, by special resolution, delegated the full power to manage and direct the business of CFEK to the General Manager.

Informed participation of the Directors is vital for the good governance of the organization, as well as to the accomplishment of CFEK’s Mission and Vision. Each Director is expected to attend and be prepared for all Board and Committee meetings or to give notice of his or her absence in advance.

Directors who have not reviewed Board or Committee packages in advance of meetings are unable to contribute to discussion or debate, including proposing or voting on motions before the Board, on issues in an informed manner, diminishing the quality of the organization’s governance. Therefore, Directors who are unable to declare that they have read the meeting material and are prepared will be excused from participating and will be noted as absent from the meeting in the minutes.

Directors who are consistently or frequently absent from meetings at which their attendance is expected will face disciplinary action up to and including expulsion from the Board.

Directors may request a leave of absence from the Board by submitting the request to the Executive Committee or Chair.

The requirements for providing notice of meetings of the Board of Directors are outlined in the *By-Law*. The Directors will, by ordinary resolution, establish regular meetings of the Board of Directors each year.

Directors must be present (either in person, by telephone, video-conference or other agreed-upon electronic means) at meetings to vote. Attendance or voting by proxy is not permitted.

A quorum of Directors at any meeting is a simple majority of the total number of Directors, not including Directors on an approved leave of absence.

The members may by ordinary resolution remove a Director at a special meeting.

Directors are entitled to attend and be heard at any member meeting.

Directors have certain obligations to the employees of CFEK, including financial obligations. Refer to the *Act*, the *Articles*, and the *By-Law* for more detail.

Directors will receive no remuneration except for expenses as provided for in the *By-Law* s. 28. The Board of Directors will not consider personal requests for grants or other financial support by past or presently serving Directors, regardless of circumstance.

A Director's volunteer relationship with a community organization requesting Community Economic Development financial support that would otherwise normally be considered by CFEK will not disqualify that organization from applying. The Conflict of Interest provisions outlined in Section 11 would apply to Directors for any such applications for support.

6. Committees of the Board of Directors

Subject to the *By-Law* s. 33, the Board of Directors may from time to time appoint committees to carry out any function or set of duties required by the Board.

Committees need not be comprised solely of Directors or members of CFEK. Where warranted at the discretion of the Board of Directors, stakeholders, partner organizations, CFEK employees, and/or individuals with skills or knowledge complementary to the goals of the committee may serve on any committee.

From time to time but at least annually at the Special Directors' Meeting immediately following the Annual General Meeting, the Board of Directors must approve the Membership and the Terms of Reference for every committee.

Standing rules of committees:

- Each committee will have a Chair. The Chair of the committee must be a Director but need not be the Chair of the Board, if the Chair of the Board sits on a committee;
- Subject to limited exceptions, all committee members have a vote within the committee, whether or not the individual is a Director or CFEK member;
- Unless otherwise appointed by the Board, the Chair and the General Manager are *ex officio* members of every committee, without voting power;
- Meetings will be scheduled and held with sufficient frequency to achieve the goals of the committee;
- Committees are typically of a size that facilitates the coordination of schedules. In any event, notice of meetings will be provided to all committee members at least seven (7) days in advance of the meeting;

- Minutes will be taken at all committee meetings and are a minimum reporting requirement;
- Attendance at committee meetings is strongly encouraged by all committee members. Committee members with excessive or unexplained absences may be removed by the Board of Directors;
- Quorum at committee meetings is a simple majority of voting committee members;
- The committee chair, being a Director of the Board, will report and present motions to the Board based on committee recommendations at regularly scheduled Board of Director meetings and, whenever necessary, at special meetings of the Board of Directors; and
- Committees, except the Executive Committee in certain circumstances, do not have the power to commit or legally bind the Board of Directors or the organization in any manner, whatsoever.

7. Travel Costs for Directors

Although the *By-Law* authorizes the reimbursement of reasonable expenses for Directors, CFEK has invested in technology that allows for most meetings and other business of the Board of Directors and committees to be held remotely.

The Board of Directors anticipates holding 9 meetings per year, 6 remotely and 3 in-person. The 3 meetings to be held in person are in June (AGM and special meeting), September (Board Orientation) and November (holiday celebration).

Committees are expected to meet remotely.

In any event, no expenses incurred to attend meetings will be reimbursed, including vehicle, meals and/or accommodations, unless there is an explicit requirement for a Director(s) to attend a meeting in person, as evidenced by an invitation from the Chair or General Manager.

8. Officers

8.1. Chair of the Board of Directors

At a special meeting immediately following the Annual General Meeting, the Board of Directors will appoint the Chair.

The Chair will preside at all meetings of the Board of Directors and at member meetings.

Unless otherwise appointed to a committee, the Chair sits *ex officio* on all committees without voting power.

The Chair will supervise the General Manager and act as the conduit for communication between the General Manager and the Board of Directors.

8.2. Vice-Chair of the Board of Directors

At a special meeting immediately following the Annual General Meeting, the Board of Directors will appoint the Vice-Chair.

The Vice-Chair will preside at all meetings of the Board of Directors and at member meetings where the Chair is absent.

8.3. Treasurer

At a special meeting immediately following the Annual General Meeting, the Board of Directors will appoint the Treasurer.

The Treasurer will preside as the Chair of the Finance Committee and as the Board's liaison with the organization's auditing firm.

8.4. General Manager

The General Manager is an employee of CFEK and is appointed by special resolution by the Board of Directors, as necessary from time to time.

The Board of Directors has delegated to the General Manager by special resolution the full power to manage the business and affairs of the Corporation.

The Board may remove a General Manager by special resolution.

The General Manager reports directly to the Chair of the Board and is responsible to the Board of Directors for the effective and efficient operation of the organization.

Unless otherwise appointed to a committee, the General Manager sits *ex officio* on all committees without voting power.

9. Signing Authority

Unless expressly permitted by a resolution of the Board of Directors, all documents, including cheques, bank drafts, contracts, leases, transfers, assignments, or any other instrument obligating CFEK or committing the Corporation to a course of action, require two (2) signatures.

Where a commitment would reasonably be expected to require guidance from the Board of Directors, no Director or Officer with signing authority will execute a document except following a resolution of the Board.

In the ordinary course of business, one of the signatories of any instrument should be a Director, preferably a member of the Executive.

The Board may appoint as many signatories as the Board feels is appropriate and may designate any Director or Officer as a signing authority.

To effectively manage the business and affairs of CFEK, the General Manager will have signing authority and may delegate that authority, subject to reasonable limitations imposed by the Board, to staff.

10. Indemnification and Insurance

CFEK shall indemnify all past, present and future Directors, Officers, trustees, employees, volunteers and members serving on any committee of the Board of Directors against all errors or omissions that might occur or be carried out in the performance of their duties or tasks.

No Director, Officer, trustee, employee, volunteer or member may be denied access to indemnification, so long as the individual acted honestly and in good faith, with a view to the best interests of the Corporation and believed that his or her conduct was lawful.

CFEK carries and will continue to carry sufficient insurance coverage to protect all past, present and future Directors, Officers, trustees, employees, volunteers and members serving on any committee of the Board of Directors against liability for claims of errors or omissions in the performance of their duties or tasks.

In the unlikely event of a winding down of operations, CFEK will undertake to ensure that the protection of the insurance coverage described herein will survive the Corporation.

11. Conflict of Interest

Directors and Officers are required under *the Act* to disclose in writing or by requesting the disclosure be entered into the minutes of meetings of the Board or Committees the nature and extent of any interest he or she has in any material contract or transaction with CFEK, whether made or proposed.

Disclosure must be made immediately upon discovery of any such interest.

Directors and Officers will not debate or vote on any contract or transaction in which an interest has been disclosed.

Each Director, Officer and employee of CFEK is expected to act in the best interests of the Corporation and to disclose any material fact regarding his or her interest in any proposed contract or transaction.

No Director, Officer or employee shall enter into a contract or transaction, including the granting of a loan, guarantee or other form of financial assistance, with a related party.

Related parties include a spouse, child, parent, sibling, grandchild; or the spouse of any of these and any entity in which the Director, Officer or employee or any related party has a substantial investment or control.

The corporation may still enter into a contract or transaction, including the granting of a loan, guarantee or other form of financial assistance, with a related party, so long as the interested person(s) is sufficiently removed from the decision and is not accountable for the ongoing administration of the contract or transaction.

CFEK is committed to adhering to the conflict of interest guidelines for each of our funding partners and to that end will adopt, from time to time as appropriate, the strictest guidelines from among those published by our funding partners.