



RIPPLETON ROADSTERS CHILD CARE AND SATELLITE PROGRAM

BOARD OF DIRECTORS MANUAL

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WELCOME TO THE BOARD!

Congratulations on joining the Board of Directors of Rippleton Roadsters Child Care and Satellite Program. This board manual has been designed to assist you in familiarizing yourself with the organization, roles and responsibilities of being a Board Member.

Take a moment to ask yourself why you volunteered to be on the Board.

- To give something back to your child's school?
- To have an impact on programming?
- To help raise funds?
- To gain valuable experience?

People join the Board of Directors for many different reasons however to be a successful and effective board it is essential that all members understand and respect the legal roles and responsibilities of being a board member. Which is why it is important for you to read through the following document, write down any question you might have, and be prepared to discuss the material at the upcoming board orientation.

PHILOSOPHY

Rippleton Roadsters Child Care and Satellite Program(**RRCCP**) is a community-based, non-profit program. The parents of the children attending the Centre are all general members of the corporation. **RRCCP** helps prepare your children for formal schooling by providing a unique opportunity for them to develop socially, physically, emotionally, intellectually and creatively. RRCCP supports the Emergent Curriculum Model and has adopted the E.L.E.C.T. Document for implementing our program.

Our program operates within the framework of the Day Nurseries Act and provides the child with a unique opportunity to develop in all areas which also fosters cooperation, responsibility and problem solving. Our Staff continually works on meeting the needs of each individual child in a loving atmosphere, which fosters co-operation, responsibility and problem solving. The children take part in a wide variety of daily activities to enhance all areas of development. The children also have an opportunity to participate in extracurricular activities organized by the Child Care. Staff will help in developing each child's self-esteem and confidence through encouragement and positive reinforcement. We also support the child in developing respect for their surroundings.

BOARD MEMBER ORIENTATION

At this meeting, the Board of Directors will be given the following documents to read, sign and adhere to:

- Board of Directors Manual
- Code of Conduct
- Code of Ethics including the Whistleblower Policy
- AGM Minutes
- Signing Officer Form (Executive Members only)
- Confidentiality/Non-Disclosure Policy
- Conflict of Interest Policy

The Board of Directors will also be given an orientation regarding a Board Performance Review. The purpose of this review is to evaluate the year and its' successes and to set future goals. The summation of the review will be conducted by the Executive Director and it will be based on the input of the Board Members and the observations of the Executive Director. The Executive Director will also give a brief summary of the following committees:

- Finance Committee
- Policy and Procedures Committee
- Personnel Committee
- Ad Hoc Committee
- Admin Committee

BOARD COMPOSITION

The Board of Directors consists of elected members who meet at regularly scheduled meetings once per month, for ten months. The meetings are held in the evening and generally last two hours. The meetings are conducted in a professional manner, incorporating parliamentary procedure.

The desired size of the Board is a minimum of 7 to a maximum of 9 volunteer members. Ideally, 80% of these members represent active parent volunteers. The balance of Board membership is composed of members from the community at large. To serve on the Executive a Board Member must serve on the Board for a minimum of two consecutive years.

No employees of the Corporation or their relatives are permitted to sit on the Board as outlined in Regulation 262 of the Day Nurseries Act.

In order to ensure informed decision-making can occur, it is important Board members attend each meeting. Board members, who do not attend regularly scheduled meetings or miss more than 2 meetings, may be removed from the Board at the discretion of the President.

If a member finds it necessary to resign before completion of their term of service, the general membership may be solicited for a replacement. Such a decision will be made at the discretion of the President. Regardless of resignation or removal all Board Members are legally liable for the duration of the term until the Board has resigned and new Board is elected.

BOARD RESPONSIBILITIES

The Board is legally responsible for administering the business affairs of RRCP and Satellite on behalf of the members;

Strategic planning and direction

- to establish and evaluate the organization's vision, mission, and direction
- review/update mission statement/strategic plan on an annual basis
- establish short and long term goals
- make plans to implement these goals

Corporate Sustainability

- to assess and develop risk management strategies to protect the assets of the organization

Legal requirements and accountability

- ensure all legal standards and requirements are met
- maintain complete records of board meetings and operation
- report to parent membership at regular intervals, especially the AGM
- approve contracts involving the corporation

Ensure financial solvency of the organization

- to ensure adequate financial resources to operate the organization
- to ensure all government remittances are being made
- to ensure access to all available grants and/or funding
- to ensure best financial practices are in place

Human Resource Management

- to ensure the organization as an employer has best policies/practices
- to hire the Ministry approved Executive Director, manage all the day to day operations on behalf of the whole Board of Directors
- to ensure ethical Human Resource policies are in place and followed

Monitoring, auditing, and evaluating

- annually evaluate board performance in relation to stated missions, goals and ensure that the board works effectively and plan for the future

Marketing and fundraising

- to investigate new funding opportunities & ensure the organization is well known in the community

Community relations

- to ensure the organization responds to the changing needs or requirements of the community

Committees

- to establish committee structures as needed by the Board to fulfill their mandate to set the terms of reference to guide committees of the Board

Succession Planning

- to develop/review how to select, recruit, attract, the right board members to continue ensure the organization continues to thrive.

The general principles which guide the actions, decision-making and behaviour of the Board as it fulfills its role and responsibilities include, but are not limited to, the following:

The Board exists to:

- Provide strategic leadership
- Articulate mission/vision of the Centre
- Develop strategic goals/priorities
- Establish values/guiding principles
- Establish organizational policies
- Establish credibility
- Act as ambassadors
- Ensure effective operational leadership
- Evaluate organizational performance
- Ensure financial stability
- Set Child Care Executive Director's parameters

The Board does NOT exist to:

- Operate the organization
- Approve administrative initiatives
- Manage staff
- Do staff work
- Develop operational plans
- Develop operational procedures
- Manage the budget
- Resolve staff issues
- Resolve service/client issues

INDIVIDUAL MEMBER RESPONSIBILITIES

- Attend meetings regularly
- Review all necessary documentation prior to every board meeting in order to properly contribute to discussion
- Fulfill individual task commitments undertaken as part of Board duties
- Contribute honestly and without bias
- Declare conflict of interest where it exists
- Uphold Board Code of Ethics
- Not interfere with day to day management
- Always remember to focus on facts and not on feelings when making decisions
- Never wear your parent hat when working as a board member

LEGAL RESPONSIBILITIES OF THE BOARD

It is the Board as a whole that is legally responsible for directing and governing the corporation and may be liable if it shown that Board members were misusing or negligent in their legal responsibilities did not act within their authority or did not act in a reasonably prudent manner.

Board Members are legally bound to the term in which they are elected regardless of resignation or removal during the specified term on the Board.

Remember legally it is the whole Board of Directors that is considered as the employer/operator of the corporation. It is the board as a whole and not individual members that has the authority to make decisions

The Ontario Corporation's Act stipulates that Board of Directors is legally responsible for carrying out and maintaining the incorporation process

The Board as whole is legally responsible for directing and governing the corporation and are directly accountable to:

- The Clients/families who are considered the membership
- The Ministry of Education – Early Learning Years Division
- The Ministry of Labour
- The Ministry of Community & Social Services
- Toronto Children Services (if applicable)
- The local community School Board's if they are located within a school
- Other related community, municipality, government agencies, and professional

BOARD EXPECTATIONS

- Use their particular level of skill, knowledge and personal experience in carrying out their responsibilities
- Act honestly and in the best interests of the Centre
- Adhere and comply with the Conflict of Interest Policy
- Adhere and comply with the Code of Ethics and Whistleblower Policy
- Adhere and comply with the Confidentiality/Non-Disclosure Policy
- Adhere to the Board code of Conduct
- Declare a conflict of interest if there is a conflict between the interests of the Centre and the personal interests of a Board Member in accordance with the Conflict of Interest Policy
- Know the by-laws and be aware of the Corporations Act as by-laws may contravene the Act
- Attend meetings regularly and review all reports and correspondence from licensing authorities
have quorum of half the voting directors is required at all meetings for conducting business
- Make financial and personnel decisions based on knowledge and professional counsel if appropriate

MANAGEMENT OF THE BOARD

An Executive must be elected by the Board of Directors following the Annual General Meeting or during the first official meeting. The Executive consists of President, Vice President, Treasurer and Secretary. If there is more than one member interested in an Executive position, there will be an anonymous vote. All executive members must have served on the board a minimum of 2 consecutive years before being elected as an executive. A description of the key responsibilities of each position is included below.

The Corporation Act, Part III (The Not-for-Profit Corporations Act, January 2014) legislates the incorporation of non-profit organizations including Child Care programs. As a member of a Board of Directors you should know:

Child Care corporation members elected to the board of Directors are volunteers and are not paid. Directors are elected according to the procedures outlined in the Corporations Act and the organization's by-laws

The Board of Directors is responsible for the overall direction of the program, for setting policies, and for the legal and financial operation of the program. The Board is legally responsible for administering the business affairs of the Corporation on behalf of its members

Whether or not a Board member attends a meeting of the Board of Directors, that person must accept responsibility for the decisions (motions) made at that meeting

The Ontario Corporations Act stipulates the Board of Directors is legally responsible for carrying out and maintaining the incorporation process. After the election of Board members each year, Form 1 – Annual notice of Board of Directors is completed and submitted, by the President to the Ministry of Consumer and Corporate Affairs. The by-laws of the organization should be reviewed on an annual basis and changes should be submitted to the general membership for their consideration and ratification at the annual general meeting

The Ontario Corporations Act allows incorporated organizations to protect individual Board members from personal liability while carrying out their responsibilities

LEGAL & REGULATORY INFORMATION

Other Key Acts, which govern the operations of the Child Care Centre, include:

1) Provincial Day Nurseries Act

Yearly inspection completed by the Ministry of Education is based on compliance to the requirements of the Day Nurseries Act

2) The Health and Promotion Act

Yearly inspection is completed through Rippleton Public School

3) The Fire Marshall's Act

Yearly inspection is completed through Rippleton Public School

4) The Child and Family Services Act

This is an act that is for the protection and well being of children

5) Occupational Health and Safety Act

Monthly workplace safety inspections, WHMIS, Workplace Violence/Harassment Policies

6) The Employment Standards Act

This act is available to employers and employees to ensure employment standards are met

7) The Ontario Human Rights Code

This act ensures all employees shall be treated equally

8) The Pay Equity Act

Staff is given a pay equity supplement that is included in each biweekly paycheck

9) The Labour Relations Act

This act is in place to ensure all employees are treated fairly and that the employer follows the law with respect to employee rights

10) The Workers Compensation Act

This act is in place to ensure the safety of staff in their work environment

11) Accessibility for Ontarians with Disabilities Act (AODA)

This act ensure we have our customers services standard in place, and the emergency employment standard in place

12) The Freedom of Information and Protection of Privacy Act

This act ensures as an organization we have policies in place regarding why we collect and how we protect clients/staff personnel information

13) Business Corporations Act

Part IX of the act covers Directors & Officers; Part XI covers books & records, etc

14) Provincial License

License is renewed yearly by the Ministry of Education

15) The Wage Enhancement Grant

Grant provided by Toronto Children Services to enhance salaries

16) Purchase of Service Agreements

This is an agreement with Toronto Children Services that provides subsidized child care space

OFFICERS OF THE BOARD& JOB DESCRIPTIONS

PRESIDENT

- The President is accountable to the whole board and is responsible for:
- Ensuring Board members understand their jobs
- Provides leadership, helps guide and mediate board actions with respect to organizational priorities and governance concerns

- Ensures the Board operates as a team and consistent with its own policies
- Chairs all monthly board meetings, the annual general meeting, and any other meeting of the membership
- Delegates tasks to other Board members where appropriate
- Preparing the monthly agenda
- For being a signing officer
- Supervises the Executive Director with monthly meetings and reviews the hiring and firing procedures outlined in the Personnel Manual annually
- discuss day-to-day operations
- Ensures an annual evaluation of the Executive Director is conducted in conjunction with the Personnel Chair
- Evaluates annually with the whole board the performance of the organization in achieving its mission
- Representing the organization to outside parties and is the official spokesperson for the Board of Directors
- Performs other responsibilities assigned by the Board

VICE PRESIDENT

- The Vice-President is accountable to the whole board and is responsible for:
- Acting as Chairperson in the event the President is not present at a board meeting.
- Helping the President as required
- May from time to time chair ad-hoc committees
- Helping the Executive Director organize the nominating committee and procedures for the Annual General Meeting
- For being a signing officer
- Performs other responsibilities assigned by the Board
- When possible and/or appropriate will move into the President's position as part of succession planning

TREASURER

- The Treasurer is accountable to the whole board is responsible for:
- Keeping the Board of Directors fully informed of the financial status of the Centre
- Reporting on the monthly financial statement prepared by the bookkeeper
- Responsible to ensure the books of account and accounting records of the corporation required to be kept by the provision of the Corporations Act and the Business Corporations Act and up to date and in good order.

- For being a signing officer
- Preparing Centre budget with finance committee
- Provides annual budget to the board for approval
- Chairing finance committee
- Ensures development and board review of financial procedures and systems
- Performs other responsibilities assigned by the Board

SECRETARY

The Secretary is accountable to the board and responsible for:

- Attends and records accurate minutes of all the proceeding of the Board's meetings.
- Ensures the organizations minutes and other relevant materials (agenda & reports) are distributed as required at least 5 days prior to the next meeting
- Shall sign all minutes once they have been approved by the Board in session
- Ensures proper notification is given of directors' and members' meetings
- For being a signing officer
- Maintains the Minutes Book and Motions Book
- Maintains all papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board of Directors
- Maintains legal documents including the Letter Patent and an up-to-date list of Board members
- Handles Board correspondence
- Performs such other duties as the Board of Director's may require

EXECUTIVE DIRECTOR (not an officer of the corporation)

The Executive Director is accountable to the board and responsible for:

- Managing all of the day to day operations of the organization on behalf of the Board of Directors
- Attending Board meetings and committee meetings when scheduled
- Working as a liaison between the Board of Directors and Staff
- Acting as a resource in the child care field
- Making recommendations regarding policies, procedures, finance, program and philosophy
- For being a signing officer
- Reviewing minutes annually and report on outstanding items to be carried forward to future boards
- Review annual schedule and report on completion of all items(annual schedule attached)

- Conduct Board performance at May Board meeting
- Report summary of Board of Directors evaluation at June meeting

OTHER ROLES

MEMBER AT LARGE

- Members at large are accountable to the board and responsible for:
- Performs such other duties as the Board of Director's may direct
- Are responsible for managing the affairs of the corporation
- Shall be a member of committees of the Board of Directors
- Shall be delegated tasks to further the mission of the organization

Auditor	Phil Cowperthwaite
Accountant	Phil Cowperthwaite
Bookkeeper	Pat Caulfield
Insurance	Lombard Canada/Rwam Insurance
Broker/Carrier	

BOARD COMMITTEES

In addition to the officers of the Board, the Board also establishes a number of standing committees to support the activities of the Board. Currently there are five standing committees of the Board: Executive, Personnel, Finance and Policy & Procedures, and Administration Committee. Other ad hoc committees can be formed on an as needed basis.

Committees of the Board are formed to:

1. Divide the workload
2. Develop or utilize expertise of various members
3. Make recommendations to the Board after researching and analyzing information
4. Facilitate learning and satisfaction of board members
5. Board committees cannot make decisions unless delegated by the whole board to do so

The Board President is an ex officio member of all committees and is free to attend all committee meetings should he or she care to do so.

A member of the Board of Directors is responsible for chairing one or more of these committees. Each committee is responsible for establishing its terms of reference at the beginning of the term of office. The terms of reference should consist of objectives of the committee, purpose, membership, term of office, frequency of meetings, minutes and accountability to the Board of Directors.

A description of each of the key standing committees is included below:

EXECUTIVE COMMITTEE

This committee is comprised of the following members of the board.

- President
- Vice- President
- Treasurer
- Secretary
- Executive Director

The Executive Committee has the authority to meet in emergency situations and make decisions on behalf of the Corporation on those matters that require immediate attention.

FINANCE COMMITTEE

The Finance Committee is comprised of the following members of the board

- Treasurer
- President
- Executive Director
- At least one member at large

This committee works with the Executive Director and the Board of Directors to assure the financial health of the organization. It is responsible for developing an annual budget, reviewing salaries and fees and bringing recommendations to the Board of Directors. The Finance Committee must review and ensure that the financial policies are all relevant and current. The Treasurer and one other signing officer will sign in compliance annually.

PERSONNEL COMMITTEE

The Personnel Committee is comprised of the following members of the board:

- PRESIDENT
- EXECUTIVE DIRECTOR
- AT LEAST 2 MEMBERS AT LARGE

This committee is concerned with such matters as the preparation of job descriptions, contracts, hiring of staff and the format of performance evaluations for center staff. In all these matters, the committee works closely with the Executive Director.

Each year the committee reviews the personnel policies and makes any changes dictated by amendments to same policies as required by law, or by experience within the center. Contracts are renewed annually and with input from the Finance committee, salaries and benefits are set for the following year.

In the case of hiring an Executive Director, the Personnel committee must meet. Should there be reason to hire new staff, the Executive Director solicits applications, reviews resumes and conducts interviews with the Personnel Chairperson and/or designate. First interviews are with the Executive Director. Second interviews are held with the Personnel Chair and at least one other Board member. Recommendations are then made to the Board of Directors regarding the most suitable applicant. (Refer to the Personnel Manual for hiring policies and other procedures)

POLICY AND PROCEDURE COMMITTEE

The Policy and Procedure Committee is comprised of the following members of the board

- President
- Vice President
- Executive Director
- At least one Member at Large

This committee works with the Executive Director and is responsible for making recommendations to the Board of Directors about current, new or changed policies of the Child Care Centre. This work includes but is not limited to such items as hours of operation, fees and part-time admissions, withdrawal procedures, any operational manuals, the by-laws of the Corporation, the Board of Directors.

ADMINISTRATION COMMITTEE

The Admin Committee is comprised of the following members of the board:

- President
- Vice President
- Executive Director
- At least one Member at Large

The Administration Committee is composed of various members at large; the Secretary will serve as Chair. This committee is established to maintain and update all written practices regarding the Board of Directors including:

- Bylaws
- Mission Statement
- Board Procedures
- Written protocols between staff and management
- Promote ongoing training opportunities for Board Members
- Making modifications to Board Policies when necessary

The Executive Director will be present on all the committees

SIGNING OFFICERS

The Board must have two signing officers one of which will be the Executive Director. Signing officers must be part of the Executive Committee.

BOARD MEETINGS

The goal of effective Board meetings is to conduct the business of the Child Care Centre by striking a reasonable balance between casual and too formal.

The golden rules:

- Be polite and fair.
- The meeting belongs to the entire Board of Directors. Everyone's voice should be heard.
- Come prepared having read all relevant reports, previous minutes etc.
- Share only the information required for effective decision making.
- Remember, every board member has an obligation to protect the privacy of both the clients and the staff of the organization.
- The board should base its voting on the facts and not on feeling.
- When sharing information ask yourself;
 - What information needs to be shared and with whom?
 - Why do they need this information?
 - How will sharing the information help with decisions making progress?

Bad habits to avoid:

- Side meetings
- Repetitious debate
- Holding back (followed by "parking lot politics")
- Not considering the whole organization
- Speaking out personally, not professionally
- Avoiding conflict
- Creating conflict
- Filling in time
- Discussing operations issues best handled by the Executive Director of the Child Care Centre.

MEETINGS OF MEMBERS

Annual General Meeting

The Annual Meeting of the members of the Corporation shall be held within six (6) months of year end, for the purpose of electing the new Board and for transaction of other business. In addition, the reports of the President of the current Board, the Executive Director, the auditors and the financial statement shall be presented.

General Meetings: general meeting of the members may be held at any time set by the Board for the purpose of information transfer, problem solving, and decision-making.

Special Meetings: Special meetings may be called by the Secretary of the Board at the written request of two-thirds (2/3) of the membership. These meetings enable the members to discuss issues that may not be favoured by the Board or to request a report from the Board on the management of the affairs of the Corporation during a critical period.

Place of Meetings: The Board may designate any place in Ontario as the place of meeting for any annual, general or special meeting.

Notice of Meetings: Notice for the time and place of the annual, general or special meetings of the

Corporation shall be by hand delivered letter or notice, distributed a minimum of ten (10) days prior to the meeting. If unable to hand deliver the letter or notice, an attempt is made to contact the member by phone, email and postings displayed in a conspicuous place visible to the entire Membership.

ANNUAL GENERAL MEETING PROCEDURES

GOAL:

To formalize the procedure by which the Board of Directors is selected and to provide an annual record of everything that has been accomplished over the past year.

At the end of the school year, the Board of Directors will select a date for the Annual General Meeting to be held no later than October 31st of the next school year. Once the date is chosen, the Program Advisor from Toronto Children's Services will be informed and invited to the AGM

Ten Days prior to the AGM, parents will receive a package containing:

- An introduction letter
- The Agenda for the meeting (including meeting time, date, and location)
- An audit or Financial Statement
- An annual report
- Any resolutions of the Board which require approval of the membership by voting (amending bylaws)
- A proxy
- Bio Forms with a deadline for submission for those interested in serving on the Board of Directors.
- Minutes from the last Board meeting
- Feedback Survey

***audit or financial statement** - must be presented from the just completed previous year; an auditor or reviewer must also be appointed for the new fiscal year

****Annual Report for the centre** - description of activities and events at a centre during past year
The bio forms will be posted in a conspicuous place for the Membership to refer to before filling out their ballot to vote on the Members. If there are more names submitted than the by-laws require, all 'nominated' names will be listed on the nomination ballot, otherwise the nominees will automatically be acclaimed.

Members voting by ballot must pick a full slate of candidates up to but no more than 9 names Ballots with more than 9 names selected will become void.

Proxies must be submitted to the Executive Director a minimum of 3 days prior to the AGM. Only one proxy will be allowed per family. The Executive Director will maintain the ballots until the deadline at which time the ballots will be counted and the Board of Directors will be determined.

PROXY FORMS

The Executive Director will ensure that the proxy form will be included in the AGM package that is distributed 10 days prior to the Annual General meeting.

Any Proxy vote will be negated if a family member is physically present at the AGM.

Members who are physically present at the AGM must be notified that the proxy votes have already

been submitted.

AGENDA FOR ANNUAL GENERAL MEETING

- Call the meeting to order
- Approve the Agenda
- Approve the minutes from the previous AGM
- Business or actions items arising from those minutes
- President/Chair's report – brief annual report on activities for the year
- Approval of Report
- Executive Director/Supervisor's report
- Treasurer/Accountant report – present financial/audited statement
- Approval of the Audit or Financial statement
- Appointment of the Auditor for next year
- Elections and/or appointment of the Board of Directors
- Other Items
- Any other business
- Adjournment
-

Quorum

Is subject to the Bylaws and must be determined by the secretary prior to the commencement of the business of the meeting. If no quorum is established by the Bylaws, then a majority constitutes Quorum

Points of Order

Unless Bylaws provide specific guidelines for managing meetings, you should conduct your meetings according to *Robert's Rules of Order*

Agendas for Board of Director's Meetings

Agendas provide Board members with important information about what will be discussed at the next meeting. Using an agenda helps to keep the meetings focused and on track. The board should set timelines that work best for when committees/board members should submit reports to the secretary, including when the agenda be sent out. Sending out the agenda, copies of committee reports, and any relevant material ahead of time gives Board members the opportunity to come prepared and be ready to do business.

SAMPLE AGENDA

Name of Organization

Date and location

Call to order – attendance/regrets noted

Approval of Agenda: (any amendments to the agenda should be done before approving, followed by a motion to amend the agenda)

Disclosure of Interest
 Adoption/correction of minutes
 Adoption of the minutes of previous meetings
 Business arising from previous minutes (any action items to bring forward)
 Reports, Presentations & Deputations (identify which items are for discussion, decision, information, or to be adopted)
 Treasurer's report/finance committee: Must occur at every board meeting
 Director/Supervisor's report
 Occupational Health & Safety Report: Must occur at every board meeting
 Committees: (list committees and identify if there are proposals coming forth for either discussion, decision, or for action items)
 Policy & Procedures Committee
 Personnel Committee
 Business arising from previous meetings
 New Business
 Date of Next Meeting
 Adjournment

SAMPLE FORMAT FOR MINUTES

RIPPLETON ROADSTERS CHILDCARE PROGRAM
Board Meeting
Date

Time of Commencement: _____

List of Board Member present: _____

List of Board Members Absent: _____

AGENDA ITEM	DECISION/ACTION TAKEN	PERSON RESPONSIBLE	TIME FRAME

Time of Adjournment: _____

Board Minutes

- Minutes serve as a record of what decisions/actions the Board of Directors has taken: The minutes need to reflect that the Board has exercised due diligence (done their homework) when making decisions for the organization.
- The minutes of the organization/Board are considered to be legal documents
- Minutes are written for Board members of the future as much as they are written for current Board members – make sure they are accurate and clear.
- Make a note of issues that were tabled until future meetings, and/or action items as an important reminder of things that still need to be done
- Keep a record or list in the minutes of any documents and/or reports the Board used in making decisions. (attach document to the minutes or make sure these documents can be found again if required)
- All decisions require motions. Make sure the motion makes sense to everyone and is documented accurately in the minutes. Remember the motion should make sense to anyone who could read the motion in the future!

In-Camera Discussions

- While Boards need to ensure they conduct Board business with transparency there are specific times when the organization’s best interest is served by a private discussion or “in-camera” sessions.
- In-camera Board sessions are usually held to discuss or deal with employment and/or labour issues, employment contracts, collective agreements, specific clients issues, and/or other legal matters.
- All in-camera meetings are closed
- All agenda items, supporting documentation, reports and minutes remain confidential until the whole Board votes and/or legal counsel determines that the information should be released

Emails and Discussions

Boards can use email for discussion purposes, circulate reports, etc. Boards must wait to formally adopt the motion (decision) when the Board next meets in person.

It is considered bad practice for Boards to make decisions by email as the Ontario Corporations Act requires that “electronic or other communication facilities must permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously”. Even when dealing with emergency situations decisions emails are not recommended. If your organization's By-Laws allow for electronic discussion and your Board members can participate via telephone or electronic discussion (i.e. Skype, Go to Meeting, etc) decisions can be made remotely.

The Board must set up a teleconference via phone, Skype, etc. make sure you establish quorum and that all participating members can hear the motion with a first/second and vote at the same time Please remember your organization's By-laws must have a provision under board meetings which allow for electronic discussion if teleconferencing is to be used.

If your bylaws do not allow for teleconferencing another possible solution in emergency situations is to be proactive and appoint an Executive Committee (which must be three board members) who can by telephone discussion make a decision on behalf of the whole Board. The powers and limitations of this executive committee must be clearly outlined in the minutes.

Supervisor/Directors Report

This report can be circulated a head of time for everyone to read. The President would ask if anyone on the Board had any questions for Director/Supervisor or if the Director/Supervisor had any comments discussion points or highlights

Motions

Action items

Occupational Health & Safety Report

Discussion points

Motions (who made the motion _____ seconded by _____)

Action Items

Committee and/or Other Reports:

Discussion points

Motions (who made the motion _____ seconded by _____)

Action Items

New Business:

Discussion points

Motions (who made the motion _____ seconded by _____)

Action Items

Documents/reports used at this meeting (list or attach)

Date of Next Meeting:

Adjournment:

Motioned by _____ Seconded by _____

Secretary Signature _____ Date _____

or Board member Signature _____ Date _____

CONFLICT OF INTEREST POLICY

The Board and its officers/directors have the responsibility of administering the business affairs of the non-profit corporation, honestly and prudently, and of exercising their best skill, care and judgment for the sole benefit of the organization. The purpose of having a *conflict of interest policy* is to allow RRCCP to manage potential conflicts of interest successfully and protect volunteers when they do occur, in regards to their role on the Board and committees.

The Board shall exercise the utmost good faith in all transactions involved in their duties and they shall not use their positions with Rippleton Roadsters Child Care Program or knowledge gained from the organization for their personal benefit.

Definition

A conflict of interest arises when a director able to influence a decision, whether by official vote or moral and/or intellectual persuasion is liable to gain some personal advantage from the outcome of the decision in which they are involved.

This includes avoiding potential and actual conflicts of interest as well as perceptions of conflict of interest.

Examples of potential or actual conflicts of interest that may arise in a child care organization setting are;

- If there is “another person working in the organization related to a director or officer” of the organization
- If there is a relationship between signing authorities
- If there is a relationship between the board of directors (any board member) and a third party contractor. Third Party contracts may involve; professional fees; caretaking; food catering; major renovations; lease/rental agreements, loan/borrowing agreements or other subjects
- If there is a relationship between board of directors and staff (business, personal or social)

Preventing Possible Conflicts of Interest

The following information is from the Provincial Day Nursery Act, Regulation 262-

http://www.e-laws.gov.on.ca/DBLaws/Regs/English/900262_e.htm

- No employee of the corporation may be a director of it.
- The corporation shall not purchase goods or services from any director, officer or person related to a director or officer of the corporation unless there is only one available source of the goods or services within a reasonable distance of the day nursery.
- The corporation shall not sell goods or services, other than child care services, to any director, officer or person related to a director or officer of the corporation.
- The corporation shall not lend money to or borrow money from any director, officer or person related to a director or officer of the corporation.
- The corporation shall not rent property to or from any director, officer or person related to a director

or officer of the corporation.

- The corporation shall not engage in any other transaction which may directly or indirectly confer a financial benefit on one of its directors.
- The directors of the corporation shall serve as directors without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties.
- No director of the corporation shall directly or indirectly receive any form of money or money's worth as a result of his or her position as director.

Procedure

This form is designed to inform Board members of their responsibility to disclose any financial interest, directly or indirectly in any matter. A Board member must be present at a meeting of the Board to disclose his or her interest. Board members are not allowed to benefit financially directly or indirectly from being on the Board of directors.

- Board members will State a conflict of interest if there is a difference between the interest of the corporation and personal interests
- Declare a conflict of interest if they stand to benefit financially, directly or indirectly, from the actions of the Board
- The Board member will leave the room after the full disclosure and will not participate in the discussion nor be permitted to vote on the question
- Board members without an interest in the transaction will review the information provided, to determine whether an actual or potential conflict does exist.
- Approval of any such transition should be undertaken by only Officers or Directors who are not directly involved in the conflict of interest and once all alternatives have been exhausted to achieve the same goal

Agreement

I, _____, have read and understand the Conflict of Interest Policy for Rippleton Roadster Child Care Program.

I understand the purpose of this policy is to protect the integrity of RRCcP decision-making process, to enable our membership to have confidence in our integrity, and to protect the integrity and reputations of our organization.

In the course of meetings or activities, I will promptly and fully disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or significant other, employer, close associates will receive a benefit or gain.

I will promptly and fully disclose any fiduciary relationship, activity or personal financial interest that might impair or affect my judgment or influence my decisions.

After the disclosure, I understand I will be asked to leave the room for the discussion and will not be

permitted to vote on the question.

I will not attempt in any way whether before, during or after the meeting to influence the voting on any such questions.

Signature: _____

CODE OF CONDUCT/WHISTLEBLOWER POLICY

PURPOSE

This policy reflects a code of conduct that requires directors, officers and employees of ***Rippleton Roadsters Child Care and Satellite Program [RRCCP]*** to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of RRCCP we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. It also is our responsibility to report violations of this Code in accordance with this Policy. No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence.

POLICY

Code of Ethics

The directors, officer and employees of this organization are expected to adhere to high standards of ethical conduct. Although it is impossible to describe all conduct that is addressed, this policy specifically requires the following:

- Dedication to RRCCP's mission statement, vision and core values and recognition that the chief function of RRCCP at all times is to serve the best interests of our constituency.
- The responsible and prudent management of RRCCP's funds and assets.
- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Full, fair, accurate and timely disclosure of relevant facts in all reports and documents dealing with matter of program service, governance and business administration.
- Compliance with all applicable governmental laws, rules and regulations.
- Treatment of all persons with respect, equity and fairness regardless of race, religion, gender, ability, age or national origin.
- Respect and protection of confidential and/or privileged information to which we have access in the course of our duties.
- Prompt internal reporting of code violations to an appropriate person or persons within the organization.
- Personal accountability for adherence to this Code of Conduct.

Reporting Responsibility

It is the responsibility of all directors, officers, and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy. Under this policy, it is a disciplinary issue for an employee to know of ethical misconduct and stay silent.

No Retaliation

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower policy is intended to encourage and enable employees and others to raise serious concerns within RCCPP prior to seeking resolution outside the organization

Reporting Violations

The Code addresses RRCCP's open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Executive Director or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the President of the Board, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following RRCCP's open door policy, individuals should contact the Compliance Officer directly.

Compliance Officer

RRCCP's Compliance Officer is the Chair of the Finance Committee. The Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the Executive Director and/or the Audit Committee. The Compliance Officer has direct access to the Audit Committee of the Board of Directors and is required to report to the Audit Committee at least annually on compliance activity.

Accounting and Auditing Matters

In the event that a reported concern of complain involves corporate accounting practices, internal controls of auditing, the President of the Board shall immediately notify the Finance Committee of the complaint and work with the Committee until the matter is resolved. The Finance Committee of the Board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious discipline offence.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Acknowledgement and Distribution of Policy

As it is the intent of RRCCP to strive for high ethical conduct from all board and staff, the Board of Directors is particularly sensitive to individuals who hold management and governance positions of trust and confidence in fulfilling the mission and goals of RRCCP. These sensitive positions include all officers, members of the Board of Directors, the Executive Director and key Senior Staff members designated by the Executive Director. Therefore, each of the above staff will receive a copy of this Policy, and any subsequent updates, and will be requested to acknowledge and sign this Code by July 1 each year. This acknowledgement will be kept on file in the personnel files of each staff member and in the Board files for each Board Member.

This Policy was duly adopted on this ___ day ____, 20__

_____ Signature
Print Name, Secretary

I _____ have read and understand about the content of this policy that outlines

the terms and conditions I must adhere to as an employee/board member of

_____ Date
Name of Employee/board member

Rippleton Roadsters Child Care Program - Code of Conduct /Guidelines for Board Members

As a Board member I _____ agree to abide by the following Code of Ethics

- Work on behalf of the whole organization representing all the clients, families, members
- Represent the interests of all the members
- Come prepared to participate and on time
- Understand my position and ask for an orientation session if I do not
- Work as a “trustee” of the organization and do my best to ensure the organization is financially secure and well managed
- Do nothing to violate the trust of those who elected me to the Board
- Not benefit directly nor indirectly from being on the Board of Directors
- Declare if I do have a conflict of interest
- Avoid voting on issues that appear to be a conflict of interest
- Keep informed of developments that are relevant to issues that come before the Board
- Keep personal agendas off the Board table
- Take personal issues or concerns through the appropriate communication channels
- Be responsible and proactive for the group’s behaviour and productivity
- To accept responsibility for the decisions/motions made at a legal meeting of the Board regardless of whether or not I was in attendance
- Encourage everyone to participate and serve on committees as required
- Follow through on my commitment
- Focus not only on the present but on the future needs of the organization and the community it serves
- Ensure that Confidentiality and nondisclosure of personal information is strictly adhered to
- Support the professional team but do not interfere with the management of the staff
- Follow the organization’s communication protocol/organizational structure when it comes to dealing with client issues
- Remember that all authority is vested in the whole Board when it meets in legal session and not individual Board members
- Never exercise authority as a Board member except when acting in a meeting with the full Board, or as I am delegated by the Board
- As an individual Board member I will not use, or attempt to use my authority and/or position to intimidate, and/or influence any staff member with the intent of interfering in the staff’s duties.
- Respect and support the Board’s final decision, speak as one voice

Directors on the Board need to understand that the Board’s role is to ensure that the organization is well managed but not to manage the organization themselves.

Signed _____

Date _____

CONFIDENTIALITY/NON-DISCLOSURE AGREEMENT

It is the policy of Rippleton Roadsters Child Care and Satellite Program that Board members, staff, and volunteers of RRCCP may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with, the child care organization to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom the child care organization or appropriate authority (e.g. supervisor, client/parent) has authorized disclosure.

Board members shall use confidential information solely for the purpose of performing their duties as Board members of RRCCP. This policy is not intended to prevent disclosure where disclosure is required by law (emergency, fire, police, children's aid etc).

This policy is based on the principles set out in schedule 1 of the Personal Information Protection and Electronic Documents Act (Canada) and reflects the Centre's recognition of the importance of privacy and confidentiality.

All staff and Board members including volunteers must always exercise good judgment and care to avoid unauthorized or improper disclosures of confidential information. This includes all proprietary information, internal information, data and materials of RRCCP.

Conversations in public places, such as restaurants, elevators, public transportation and on cell phones in public places should be limited to matters that do not pertain to information of a sensitive or confidential nature related to the RRCCP.

Board members should be sensitive to the risk of inadvertent disclosure and should refrain from leaving confidential information on desks or otherwise in plain view, and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons. This also extends to the electronic dissemination (including social media sites, blogs, etc) of confidential and/or sensitive information related to RRCCP

Upon ending the term of office on the Board, or volunteer relationship with RRCCP all documents, papers, and other materials, regardless of medium which may contain or be derived from confidential information must be returned to RRCCP

Board members and volunteers who have access to confidential information must read and sign the following:

ACKNOWLEDGEMENT & UNDERSTANDING OF IMPORTANCE OF NON-DISCLOSURE

I _____ acknowledge that the information to which I will have access to as a result of the position I hold within RRCCP is confidential, personal, and/or valuable to the operations of RRCCP and that the unauthorized disclosure of that information to another party would cause RRCCP and its membership or clients irreparable harm and be in violation of RRCCPs policies and procedures and/or

the Personal Information Protection and Electronic Documents Act (PIPEDA) covering the collection, use or disclosure of personal information in the course of any commercial activity.

AGREEMENT NOT TO DISCLOSE CONFIDENTIAL INFORMATION

I _____ acknowledge that in order to appropriately safeguard the interests of RRCCP its clients, membership, staff, and business affairs:

1. I will not directly or indirectly disclose or divulge any information relative to the business or affairs of RRCCP or personal information concerning its staff, clients, or associations it serves except as may be necessary in the proper discharge my duties or as requested by law.
2. I will ensure any information which must be disclosed is done in accordance with the terms and conditions set out in RRCCP's internal policies and procedures, and comply with any legal requirements.
3. I will ensure that those who do receive our information are made aware of and observe our privacy policies and procedures
4. I shall not remove any confidential information in any form, from RRCP's premises except in the course of performing my duties on behalf of Board without the prior authorization from the Board, the Executive Director and/or the Supervisor

AGREEMENT TO ABIDE BY PRIVACY POLICY

I _____ acknowledge that I have read and understand the *Organization's/Agency's* privacy policy and procedures and agree to abide by same.

RETURN OF CONFIDENTIAL INFORMATION

I _____ acknowledge that upon the termination or conclusion of my position with the Board for whatever reason, I shall return all information immediately RRCCP along with any confidential information regardless of medium.

I _____ acknowledge that the terms of this Agreement shall continue to be effective at all material times after the conclusion of my position with RRCCP or whatever reason.

ENFORCEMENT OF AGREEMENT

RRCCP shall be entitled to specific performance and injunctive relief for any breach of this Agreement.

Board member, _____
Name Signature Date

Witness: _____
Name Signature Date

Signed copies for Board members will be kept with the Secretary; signed copies for staff will be kept in

their Personnel files, signed copies for volunteers will be kept in their files.

Date: _____