

BOARD POLICY MANUAL



Revised January 2014

Community
Futures 
Mount Waddington

Table of Contents

1	Introduction	4
2	Purpose of Manual.....	4
2.1	Mission:	4
2.2	Vision:.....	4
2.3	Core Values.....	5
2.4	Goals:	5
2.5	Organizational Chart	6
3	Membership	7
3.1	Membership Conditions	7
3.2	Classes of Membership.....	7
3.3	Process for new CFMW members	7
4	Board Member Job Description	8
4.1	Time Commitment Required	8
4.2	Individual Board Member Responsibilities	8
4.2.1	Board Member characteristics to consider:	8
5	Code of Conduct	9
6	Board Legal Responsibilities	10
7	Board Liability	11
7.1	What is “legal risk”?.....	11
8	Meetings: (Bylaws section 6.01)	12
8.1	Notice of Meeting: (Bylaws section 6.02)	12
8.2	Regular Meetings	12
8.3	Votes to Govern	12
9	Board of Directors – Terms of Reference	13
9.1	Number and Composition:	13
9.2	Management Resource:.....	13
9.3	Election and Term:	13
9.3.1	Officer Selection:.....	13
9.3.2	Vacancy in Office (Bylaws section 7.02).....	14
10	Board Training	15
11	Board Travel Expense	15
12	Committees.....	16
12.1	Committee Purpose:	16
12.2	Types of Committees	16
12.3	Duties of Committees	16
12.4	Authority and Limitations	16
12.5	Membership of Committees	16
13	Loan Review Committee – Terms of Reference.....	18
13.1	Type of Committee:	18
13.2	Purpose of the Committee:	18
13.3	Duties of LRC:	18
13.4	Authority and Limitations:	18

13.5	Authority:	18
13.6	Addendum:	18
13.7	Management Resource:	18
13.8	Meetings:	18
13.8.1	Direct Presentations by Applicant:	19
13.9	Membership of LRC:	20
13.9.1	Number and Composition:	20
13.9.2	Chair Selection:	20
14	Self-Employment Committee - Terms of Reference	21
14.1	Purpose of the Committee:	21
14.2	Deliverables:	21
14.3	Committee Member Number and Composition:	21
14.4	Management Resource:	21
14.5	Chair Selection:	21
14.6	Meetings:	21
14.6.1	Records and Reporting:	21
14.7	Authority:	21
15	Role of the General Manager	22
15.1	General Manager Job Description	22
15.1.1	Core Function	22
15.1.2	Accountability	22
15.2	General Manager's Duties	22
15.3	General Manager's Authority and Limitations	24
15.4	Monitoring the General Manager's Performance	24
15.5	General Manager Compensation	25
15.6	General Manager Evaluation	25
15.7	Staff Access to the Board	25
	Appendix A – Service Area	28
	Appendix B – Membership Application	29
	Appendix C – Conflict of Interest	30
	Appendix D – Confidentiality	33

1 Introduction

Incorporated in 1995 under the Canada Corporations Act, Part II which has been replaced by the Canada Not-for-profit Corporations Act S.C. 2009, c.23 given under the seal of office of the Minister of Industry, this community-controlled non-profit corporation works on developing human and financial resources for employment creation and economic diversification on northern Vancouver Island. (See Appendix A for Service Area).

The focus of Community Futures Mount Waddington (CFMW) is to build community economic and entrepreneurial capacity with an emphasis on long-term sustainability.

CFMW is an independent, non-profit organization. It is directed by a Board of volunteers who come from different North Island sectors: labour; business; First Nations, education and local government. CFMW receives core funding through the Government of Canada with oversight from Western Economic Diversification (WED).

CFMW has three main business streams:

- Loan funds offered to assist small business development within the service area (Appendix A)
- Self-Employment Program
- Community economic development assistance

2 Purpose of Manual

This manual is designed to provide guidance to the Board in regards to the operation of CFMW. It is intended that this manual be reviewed every three years with changes authorized by the Board of CFMW at that time.

2.1 Mission:

“To support sustainable economic development on northern Vancouver Island and the Mid-Coast region.”

This mission is achieved by creating partnerships for planning and implementing community change by building and improving our physical, social and human resource infrastructure.

CFMW’s mandate is to stimulate, participate in and lead, when appropriate:

- Community-based strategic planning;
- Small enterprise training and development, and financial support, specifically through small business lending and the self-employment program;
- Developing alternatives for Employment Insurance and social services recipients, specifically through the self-employment program;
- Coordinating, targeting and designing of training programs for employment for North Island workers and employers;
- Partnerships with Western Economic Diversification and other Federal Government departments, and Provincial Government Ministries to develop creative economic diversification solutions.

2.2 Vision:

CFMW is the recognized leader at building capacity for and supporting community economic development and entrepreneurship on northern Vancouver Island and the Mid-Coast region.

2.3 Core Values

We will conduct ourselves with integrity and be responsive and responsible to our communities 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, maintaining an atmosphere that inspires trust.

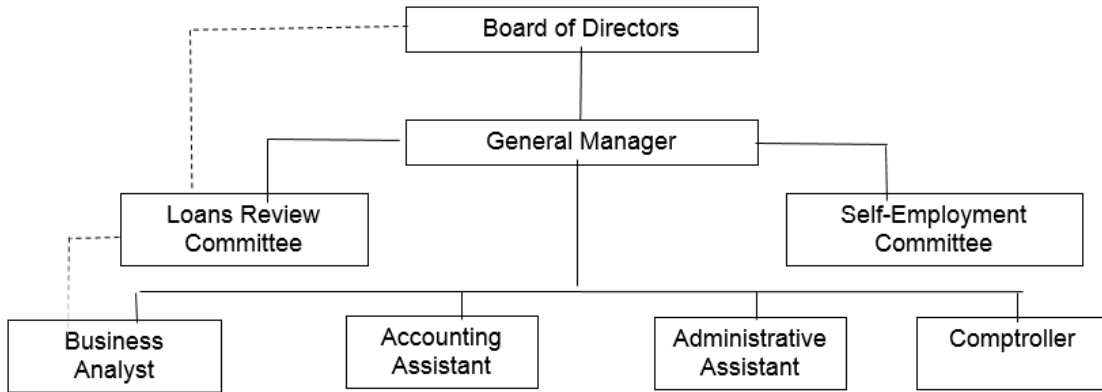
Openness – We will share information in a timely fashion, while at the same time respecting the need for discretion and confidentiality.

Results – We will create positive community outcomes through innovation, entrepreneurial leadership, excellent client care and strong partnerships.

2.4 Goals:

- **CED Leadership and Partnerships**
Promote community economic development through coordination, collaboration and partnerships.
- **Maintain/Raise CFMW Profile within the Region**
Increase awareness of the benefits and services of CFMW in all parts of the region.
- **Investment Fund Strategy**
Increase business start-up, maintenance and expansion through lending.
- **Financial Stability**
Increase the financial sustainability of CFMW.

2.5 Organizational Chart



3 Membership

3.1 Membership Conditions

Criteria:

- Residency or operate a business or organization in the service area.
- BC age of majority
- A member would serve as a resource to further the organization's goals.

3.2 Classes of Membership

As per section 2 of CFMW's bylaws:

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Appendix B - Membership application

3.3 Process for new CFMW members

1. Resumes and Applications are given to the Board for review
2. Board accepts or rejects the application
3. Secretary of Board sends letter of acceptance or rejection to applicants

See Appendix 2 for Membership Application

CFMW Policy Regarding Membership and Recruitment:

"The Board of Community Futures Mount Waddington supports member recruitment strategies for members who have geographical representation, gender balance and economic development expertise. It is also desirable for members to have local industry knowledge, a track record of supporting volunteerism and a willingness to attend all meetings. The Board of Community Futures Mount Waddington supports member recruitment strategies that come about by word of mouth, recruitment from our communities and by invitation."

4 Board Member Job Description

Each Board member is fully responsible for the governance of the organization. Board members foster open and respectful discussion of all issues before the Board and seek the broadest possible support on all decisions. Once the Board makes a decision, all members of the Board support the decision and speak with one voice to the staff and the community.

4.1 Time Commitment Required

- a) Three year term with opportunity for one term renewal.
- b) Willingness to serve on at least one committee and participate in committee meetings.
- c) Attend the annual general meeting and any special general meeting of the members
- d) Attend at least 60% of the regularly scheduled Board meetings and the annual planning meeting. There are normally nine meetings per year. Members missing more than three meetings in a row would have their membership reviewed by the Board.

4.2 Individual Board Member Responsibilities

- Be informed about the organization's mission, services, policies and programs.
- Review the agenda and supporting materials prior to Board and committee meetings.
- Keep Board discussions **confidential**.
- Keep up with community trends in order to respond in a timely manner.
- Become aware of changing needs in CFMW.
- Be committed to fair, open and transparent processes.
- Serve on committees or task forces and offer to take on special assignments.
- Assist with the development of Board policies and ensure that they are adhered to.
- Ensure resources are allocated to meet CFMW priorities.
- Inform the public about the organization.
- Keep up-to-date on developments in the organization's field.
- Suggest possible nominees to the membership who can make significant contributions to the work of the Board and the organization.
- Follow conflict of interest and confidentiality policies.
- Refrain from making special requests of the staff.
- Assist the Board in carrying out its fiduciary responsibilities, such as budgeting and financial reporting.
- Maintain continuity and stability.
- Hire and annually assess the General Manager.
- Strategic planning.

4.2.1 Board Member characteristics to consider:

- Capacity to listen, think clearly and creatively with individuals and groups.
- Willingness to prepare for and attend meetings, ask questions and take responsibility, contribute and open doors in the community.
- Ability to develop certain skills, such as cultivating/recruiting members, read and understand financial statements, learn more about various CFMW programs.
- Possession of honesty, tolerance of differing views, integrity, community-building skills, concerns for CFMW development and a sense of humor.
- Must be a CFMW member in good standing.

5 Code of Conduct

The Board shall conduct itself in accordance with ethical and acceptable standards. In addition, the members of the Board specifically agree to adhere to the following principles:

- a) Although a Director may be drawn from a specific region or interest group, Board members will represent the interests of the entire membership.
- b) Board members will maintain the confidentiality of details and dynamics of Board discussions, as well as those items designated as confidential. For details, please refer to confidentiality policy. *Duty of Care*
- c) Regardless of their personal viewpoint, Board members will not speak against, or in any way undermine, Board solidarity once a Board decision has been made. Further, Directors are expected to actively support the decisions and policies of the organization within the broader community. *Duty of Loyalty*
- d) Board members are expected to attend all Board meetings. Board members should be prepared to commit sufficient time and energy to the organization's business, and to respect other Board members' time by arriving on time for meetings. *Duty of Care*
- e) Board members are required to serve at least one term, attend the annual general meeting and the annual strategic planning session, attend at least 60% of regularly scheduled Board meetings be willing to serve on at least one committee. *Duty of Loyalty*
- f) Directors will avoid, in fact or in perception, conflicts of interest and disclose to the Chair, in a timely manner, any possible conflicts. For details, please refer to Conflict of Interest policy. *Duty of Loyalty*
- g) Directors' contributions to discussions and decision-making will be positive and constructive and each Board member will actively help the Board reach group decisions on policy. *Duty of Care*
- h) Directors' interactions at meetings will be courteous, respectful and free of animosity, as well as reflecting the ability to listen to and evaluate opinions with an open mind. *Duty of Loyalty*
- i) Directors will be prepared for meetings, having read and being familiar with pre-circulated material in advance of the meeting. *Duty of Care*
- j) Directors will adhere to the Society's governance policies. *Fiduciary Duty*
- k) The General Manager is responsible to the entire Board. The views and authority of the Board will be conveyed to the General Manager through the Chair. Consequently, no single Board member or committee has authority over the General Manager.
- l) Board members will not attempt to exercise individual authority or undue influence over the organization.

6 Board Legal Responsibilities

Boards exist for legal reasons and act to keep the organization legal. It is the Board that ensures the legal continuity of the organization. It is the Board that has the final legal power to make decisions within the organization subject to the constitution and bylaws.

Legal responsibilities of a Board are laid out in the appropriate provincial and federal incorporating statutes, and in the organizations constitution and bylaws. The basic legal responsibility of all Board members is as follows:

Act Loyally.

Board members must avoid conflicts of interest between their personal interest and those of the organization. Board members must declare to the Board a conflict of interest, if one exists (or if they perceive one to exist) and remove themselves from discussion and decision regarding the issue at hand.

Act Diligently.

Board members must act in a way that one might expect a reasonable citizen to act. Be prepared for meetings, attend and participate in meetings, voice concerns and challenge the views of other Board members.

Ensure that CFMW remains “intra vires”.

Board members ensure that the activities of Community Futures stay within the mandate and objectives as laid out in the organization’s constitution.

Ensure that the organizations activities remain legal.

Ensuring that CFMW’s activities are carried out within the laws of the Provincial and Federal Governments and within the bylaws of local municipalities. This also ensures that the organization reports annually to Industry Canada under the Canada Not-for-Profit Corporations Act S.C. 2009, c23; the Provincial Government as required by the Society Act and to Canada Revenue Agency as required by federal regulations.

WHAT BOARD MEMBERS CANNOT DO TO MINIMIZE RISK OF PERSONAL LIABILITY

1. **Inaction is no excuse** even if a Board member is willfully blind or careless and has no knowledge of a wrongful act, he may be liable even if s/he did not participate or have any intention of doing wrong.
2. **Seeing no evil:** A Board member who acquires knowledge of an illegal act on the part of another Board member, whether by way of reading the minutes or in any other manner, must honour their duty to the organization and do whatever is necessary to correct the wrong or bring it to the attention of the other Board members.

7 Board Liability

To accept a position on a Board of Directors of CFMW is to accept responsibility for the administration of the organization, its assets, liabilities, contracts and overall policies.

A volunteer Director must fully understand the role and what his or her responsibilities are. The legal duties are clearly outlined in the Act under which your CFMW was incorporated, and state that Directors SHALL:

1. Act honestly and in good faith and in the best interest of the Society (or corporation).
2. Exercise the care, diligence and skill of a responsible prudent person in exercising powers and performing functions of a Director.

7.1 What is “legal risk”?

The main areas of “legal risk” are:

- FUNDS – a Director must be satisfied that an adequate system exists for the control of all funds.
- WAGES – a Director can be personally liable for unpaid staff wages should the organization become insolvent.
- NEGLIGENCE of STAFF (for example in operating a motor vehicle or negligent maintenance of premises) – requires that a Director is confident there is adequate insurance in place.
- CONTRACTS – a Director must ensure the Bylaws clearly define who can commit the organization to expenditures and obligations under contracts.
- DISCLOSURE OF INTEREST – a Director must disclose any conflict of interest, whether direct or indirect in a proposed contract or transaction.
- ASSETS – a Director should be satisfied there is insurance to cover the buildings and equipment of the organization.
- DELEGATION – a Director may delegate authority to staff but CANNOT delegate responsibility. (Fiduciary duty)
- FULFILLING GOVERNMENT REQUIREMENTS – a Director can be liable for non-compliance with government regulations

How can risk be avoided?

In order to minimize risk, Directors should get to know the people involved with the organization; be aware of the Constitution and Bylaws; and have a working knowledge of what is “going on” in the organization. Directors should regularly receive and review financial and activity reports, policies regarding employment practices, and contracts.

What about insurance to cover liabilities?

Each organization must have insurance in order to protect Directors against personal liability and all Directors should be cognizant of the coverage that their organization has. It is also important to know exactly what is and is not covered. Generally Directors Liability policies do not cover

such things as libel and slander, personal gain found to be illegal, dishonesty of Directors, and improper reimbursement.

By attending Board meetings on a regular basis, reading all minutes, reports, and publications, becoming familiar with the organization's goals, objectives, programs and projects, and knowing the budget process and financial situation, volunteer Directors can reduce or eliminate the possibility of any legal action against the organization or themselves.

8 Meetings: (Bylaws section 6.01)

Meetings of the Board may be called by the Chair of the Board, the Vice-chair of the Board or any two (2) Directors at any time.

8.1 Notice of Meeting: (Bylaws section 6.02)

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of this by-law to every Director of the Corporation not less than 7 days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.2 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required.

8.3 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equal number of votes, the Chair of the meeting, in addition to their original vote, shall have a second or casting vote.

9 Board of Directors – Terms of Reference

9.1 Number and Composition:

The Board shall not be less than 3 members and a maximum 9 members; with a quorum consisting of more than 50% of the members of the committee. Board members shall be at least 19 years of age.

9.2 Management Resource:

Community Futures Mount Waddington General Manager

9.3 Election and Term:

As stated in CFMW bylaws section 5.01. The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of the members following the election (3 year term).

The maximum continuous tenure of any Director shall be two terms of 3 years each from the date of first election by the members. No person may be re-elected as a director upon completion of two terms of 3 years each, until a period of two years has elapsed since he or she was last a director. The Board, on its initiative and on an exceptional basis, may exercise discretion to extend the maximum term specified where it would be in the best interests of the CFMW. Any such extension shall be for a further period of one year only.

In the event of a vacancy of a director, the Board may appoint a director for the remaining time left in the term, who must also be a member, to stand until either the next annual meeting or the end of the term in question, as the Board may decide.

9.3.1 Officer Selection:

To be elected by Board members at their first meeting after the Annual General Meeting.

9.3.1.1 Chair Responsibilities:

- Preside at all meetings of the Board of Directors and of the members.
- Assists in achieving CFMW's Mission Statement
- Facilitates Board meetings
- Provides leadership to the Board
- Acts as a liaison between Board and General Manager.
- Addresses the Annual General Meeting
- Is primary spokesperson for the Board to media at large
- Is a signing authority on behalf of the Board for financial and legal purposes

9.3.1.2 Vice- Chair Responsibilities:

- Fulfills Chair position in the absence of the Chair
- Is a signing authority on behalf of the Board for financial and legal purposes

9.3.1.3 Secretary Responsibilities:

- Ensures preparation and maintenance of meeting minutes

- Shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- Review/monitors and verifies accuracy of minutes and ensures circulation to Board members
- Is a signing authority on behalf of the Board for financial and legal purposes

9.3.1.4 Treasurer Responsibilities

- Ability to read/understand/interpret financial statements
- Chairs Finance Committee meetings
- Is signing authority on behalf of the Board for financial and legal matters
- Ensures presentation of audited financial statements to Board on an annual basis
- Calls the motion for appointment of auditor at the AGM

9.3.2 Vacancy in Office (Bylaws section 7.02)

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

1. The Officer's successor being appointed,
2. The Officer's resignation
3. Such Officer ceasing to be a director
4. Such Officer's death

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

10 Board Training

Every year funds are placed in the CFMW budget to support both Board and staff training. Training is defined as conference, workshops, classroom instruction or training attached to a training organization (such as a college or university).

Training for CFMW Board members should enhance the capacity of Board members to be more effective in their job as Board Members.

It is expected that the Board training budget should be used in the most effective manner and to the greatest benefit of all Board members within a fiscal year. Therefore group training of the Board is encouraged.

If an individual Board member wishes to take advantage of a training opportunity outside of group Board training they must first request support for costs from the Board as a whole. That support should be recorded as a motion in the minutes of the meeting when the support is requested.

11 Board Travel Expense

CFMW will reimburse eligible travel and hospitality costs incurred in the carrying out of approved CFMW business at a rate not to exceed those outlined in the Treasury Board of Canada guidelines as amended from time to time. The following expenses are eligible for reimbursement:

Transportation

- Airfares – Based on economy class airfare
- Automobile Rental – Based on the medium-sized car rental rate
- Ferries – Actual cost
- Taxies – Actual cost
- Private Automobile – Reimbursed at the prevailing Treasury Board of Canada rate.

**Insurance – CFMW does not reimburse deductible amounts relating to insurance coverage and assumes no financial responsibility other than paying the mileage rate. **

Accommodation

The equivalent rate for a standard single room in commercial accommodation conveniently located and comfortably equipped. *The Federal Government discount rate should be requested for all accommodations prior to reservations/bookings being made*

Meal Allowance

The actual cost of meals or per diem, not exceeding the Federal Treasury Board approved rates, will be reimbursed.

Incidentals

The actual cost of incidentals, not exceeding the Federal Treasury Board approved rates, will be reimbursed.

Receipts and/or documentation are required for all expenses claimed

Please note: Board members can use personal vehicles for Board business up to 6 times per calendar month and not violate ICBC coverage rules. (Confirmed February, 2008)

12 Committees

(Bylaws section 6.05)

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes, and subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directors as the board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

12.1 Committee Purpose:

Board Committees are Board mandated and are intended to help the Board do its work and are generally not intended to overlap with staff functions in program or operational activities. The work of the Board is to set the overall direction and develop policy to set parameters on how the vision and mission are achieved.

Project Steering Committees are intended to provide the General Manager and staff with additional input from the Board and/or the community to support the staff in program planning. The Board or the General Manager may mandate them. Care needs to be taken not to overstep the role of the General Manager, which is to collaborate with the Board in setting direction as well as developing proposals and implementing programs in keeping with the Board approved direction.

12.2 Types of Committees

Committees fall into one of two categories:

- Standing Committees, which have a perpetual life for ongoing Board tasks (E.g.: Loan Review Committee (LRC) and Self Employment Committee),
- Project Steering Committees, which have a time limited mandate attached to a specific Board task. (E.g.: Board Manual Committee)

12.3 Duties of Committees

Each Committee must have specific Board approved Terms of Reference. They must keep a record of their meetings; maintain a current list of members and report to the Board through their Chair.

Each Board approved Project Steering Committee must have specific Board approved Terms of Reference. They must keep a record of their meetings; maintain a current list of members and report to the Board through their Board representative. Any documents or work produced by Committees, Project Steering Committees will remain the property of Community Futures Mount Waddington.

12.4 Authority and Limitations

Board Committees report to the Board as a whole and must request Board approval for any decisions. They have no decision-making authority except what is explicitly included in their terms of reference.

12.5 Membership of Committees

In addition to their regular Committee meetings, members attend the Annual General Meeting and the Annual Strategic Planning Session. All members are entitled to vote at these and other general meetings.

Committees have a minimum of three members.

Membership should be considered on diversity of experience and background. Members are to be aware of the community's values.

Frequency of Committee Meetings

Each committee must determine the frequency of meetings required to accomplish their mandate.

Each Board mandated Project Steering Committee will determine the frequency of its meetings required to accomplish their Board mandates.

13 Loan Review Committee – Terms of Reference

The Terms of Reference for the LRC is set by the CFMW Board of Directors as set out in the Board Policy Manual.

13.1 Type of Committee: Standing

CFMW will maintain a LRC that will provide a consultative role to the CFMW lending program. Members are drawn from the community for their knowledge and expertise.

13.2 Purpose of the Committee:

- Oversight of lending, in confidence, on behalf of Community Futures Mount Waddington
- Review business plans, financial information and potential loans for Community Futures
- Oversight of fiduciary duties as they relate to the loan portfolio
- To ensure loans are offered to appropriate clients with focus on the financial health of Community Futures Mount Waddington

13.3 Duties of LRC:

Must keep records of their meetings; maintain a list of current members and report to the Board through the Lending Program.

13.4 Authority and Limitations:

Board Committees report to the Board as a whole and have decision-making authority only as included in their Board approved terms of reference.

13.5 Authority:

The committee has the authority to request information pertinent to the committee's purpose, but must have Board approval for expenditures on behalf of the committee.

13.6 Addendum:

At times consensus regarding the approval or disapproval of specific loans may be difficult to adjudicate within the Loan Review Committee. In the event that this occurs, the Chair of the LRC will recommend that the loan be referred to the Board for a second level of adjudication. The Board of Directors will then, with clear recommendation from the LRC, decide if the loan is to be accepted. (*Revised July 2008*)

13.7 Management Resource:

Lending Program staff

13.8 Meetings:

At the call of the Lending Program staff

Agendas for the meetings are recommended by the Lending Program staff.

The Loan Review Committee reviews applications and makes recommendations on approval or rejection at the meeting with the Business Analyst circulating a summary of each application to Members prior to or at each meeting.

If an in-person meeting is not feasible or cannot be held, alternate means of meeting may be used such as telephone conference calls, and web meetings. The Loan Proposals and supplements for the LRC meeting are distributed to the LRC members available at the time and then are contacted by the Business Analyst for independent approval or total Director approval on a conference call. Minutes must be kept of all these approvals in the minute book and in each loan file.

*Distribution method must preserve information security.

Conditional Approval

The Loan Review Committee may give conditional approval if all other funding essential to the proposed project is not in place or for other reasons as they see fit. The Business Analyst upon fulfillment of all conditional requirements will provide final approval.

Special Terms and Conditions

The Loan Review Committee may recommend attaching special terms and conditions to any loan approvals.

13.8.1 Direct Presentations by Applicant:

The Loan Review Committee may allow an applicant to make his/her presentation for funding. No more than two people will be allowed before the Loan Review Committee when presenting a proposal.

After a question period, if necessary, the applicant will be requested to leave the room before any discussion takes place.

13.9 Membership of LRC:

13.9.1 Number and Composition:

The committee shall not be less than 3 members with a quorum consisting of more than 50% of the members of the committee.

- Shall be members in good standing in CFMW.
- At least one member of the LRC must be a CFMW Director
- The CFMW loan department will fill vacancies on the Loan Review Committee through nominations and elections with the final approval coming from the CFMW Board.
- Provide local knowledge regarding community conditions and/or personal knowledge of the industry in question or the applicant.
- Assist in ensuring that all considerations have been taken with regards to financial assistance.
- The Lending Program must comply with the CFMW Privacy Policy and each member must sign an Oath of Confidentiality
- In addition to their regular Committee meetings, members attend the Annual General Meeting and the Annual Strategic Planning Session. All members are entitled to vote at these and other general meetings.

13.9.2 Chair Selection:

To be elected by committee members at the first meeting after the Annual General Meeting, by ballot

Chair Responsibilities:

- Facilitates committee meetings
- Provides leadership to the committee
- Acts as a liaison between committee and Board
- Liaises with and assists the Business Analyst

14 Self-Employment Committee - Terms of Reference

14.1 Purpose of the Committee:

- Oversight of business plans and financial information from clients to the committee
- Assistance to Self-Employment Program with local knowledge and small business advice

14.2 Deliverables:

To assist residents of the service area in the start-up of their own small business.

- To review all client Business Concept applications for approval.
- To review all client Business Plans for approval.

14.3 Committee Member Number and Composition:

The committee shall not be less than 3 members with a quorum consisting of more than 50% of the members of the committee.

14.4 Management Resource:

General Manager

14.5 Chair Selection:

To be elected by committee members at the first meeting after the AGM.

Chair Responsibilities:

- Facilitates committee meetings
- Provides leadership to the committee

14.6 Meetings:

At the call of CFMW staff

14.6.1 Records and Reporting:

Meeting agenda

Meeting minutes

14.7 Authority:

The committee has the authority to request information pertinent to the committee's purpose, but must have Board approval for expenditures on behalf of the committee.

15 Role of the General Manager

15.1 General Manager Job Description

15.1.1 Core Function

The General Manager is accountable for the day-to-day management of the business of CFMW and its programs and initiatives. In addition, the General Manager assists the Board of Directors in program and policy development and implementation, and in community relations with partners and the community at large.

15.1.2 Accountability

The General Manager reports directly to CFMW Board of Directors through the Board chair.

15.2 General Manager's Duties

A) HUMAN RESOURCES

The management of all staff (regular, temporary, project and contract staff)

Standard:

To effectively manage all human resources to maximize their contributions to CFMW.

Objectives:

- i. To hire staff as needed.
- ii. To develop/maintain job outlines and performance documents for all staff.
- iii. To complete annual performance reviews and Employee Development Plans for all Regular employees.
- iv. To conduct annual compensation reviews for all staff positions with recommendations to the Board.
- v. To annually assess benefit programs and report with recommendations to the Board.

B) FINANCE

The management of all expenditures, assets and revenue streams for CFMW

Standard:

To effectively manage all revenues, expenses and assets of CFMW

Objectives:

- i. To prepare program budgets and an annual consolidated business plan.
- ii. To manage costs within allocated program funding.
- iii. To manage operations within the overall budget.
- iv. To set financial and quality performance measures for the loan portfolio consistent with the Board's annual strategic plan.
- v. To assist with the annual audit process.

C) BOARD RELATIONS:

The effective management of the flow of historical and current information and advice to the Board, and from the Board to staff and others as needed

Standard:

To provide information to the Board and to disseminate information from the Board to the staff and others that need to know in a timely manner

Objectives:

- i. To prepare reports and documentation for the Board and committees on items to be reviewed/acted upon at Board and committee meetings.
- ii. To assist the Board with preparing an annual strategic plan.
- iii. To report to the Chair or his/her delegate critical and key issues that arise without delay.
- iv. To develop and maintain framework for Board member orientation and development.

D) COMMUNITY RELATIONS

The development and nurturing of communications and relationships within the community

Standard:

To proactively establish and sustain effective relations with agencies, clients and other interests within the community

Objectives:

- i. To target organizations, communities and First Nations and develop strategies that will contribute to new opportunities for economic and community development.
- ii. To be proactive in seeking opportunities and delivering presentations which profile CFMW.
- iii. To establish and maintain important communication links between partner organizations and CFMW.

E) PROGRAM DELIVERY AND ADMINISTRATION

To manage resources through the effective delivery of programs

Standard:

To deliver in an efficient, cost-effective and successful manner all programs administered by CFMW.

Objectives:

- i. To annually assess programs and implement changes as necessary.
- ii. To proactively pursue opportunities to deliver new programs that will benefit CFMW's communities.

F) MARKETING

To establish an effective annual marketing plan

Standard:

To successfully execute the marketing plan

Objectives:

- i. To inform the community of CFMW's programs, products and services.
- ii. To enhance CFMW's position in the community.

15.3 General Manager's Authority and Limitations

The following outlines the authority and limitations of the General Manager. Limitations are based on the general principles of ethics and prudence. Any area of authority not envisioned as described below will require that the General Manager consult the Board before acting.

Specific duties of the General Manager's position are outlined in the General Manager's job description.

The General Manager is the link between the Board and the staff and as such has primary authority and responsibility for advancing the organization toward its vision and ensuring that it does so within prescribed policy. The General Manager is expected to ensure that all his/her actions are ethical, prudent and professional. The General Manager has the authority to implement the strategic plan and Board approved programs, directs the operation of the organization and is responsible to the Board for all related activities. In doing so, the General Manager must ensure that:

1. Activity is within the Board-approved vision; mission, values, end results and annual outcomes, and all activities are within Board-approved policies.
2. The Board is advised of any adverse effect that might be produced by these policies
3. Explicit Board approval is received to deviate from these policies when anticipated or report to the Board if there is any deviation from compliance to these policies
4. Compliance with the bylaws of the organization as well as all applicable legislation, regulations and contractual obligations
5. The integrity and liability of the Board is protected at all times and the Board is informed of any risk to its integrity or liability
6. The organization's conflict of interest policies are adhered to
7. Membership: The General Manager has the responsibility to support the Board in its duties pertaining to membership of the organization.

15.4 Monitoring the General Manager's Performance

Monitoring the General Manager's performance is substantially the same as monitoring organizational performance against the achievement of the Board approval direction and compliance with Board approved policies.

1. The purpose of monitoring is to determine the degree to which Board approved direction and policies are being fulfilled. Information that does not fit within these areas should not be considered in the monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. A given issue may be monitored in one or more of two ways:
 - a) **Individual, Committee or the Board as a whole:** Disclosure of compliance information to the Board from the General Manager. This is a Board inspection of

documents, activities or circumstances directed by the Board, which allows a “prudent person” test of direction and policy compliance

- b) **External Report:** Discovery of compliance information by an independent, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess General Manager Performance only against the direction and policies of the Board. This discovery takes place where it is a well-established practice and approved by the Board.
3. Upon the choice of the Board, any issue can be monitored by any method at any time. For regular monitoring, however, the achievement of the end results and outcomes will be done annually and each area of policy will be classified by the Board for the frequency and method of monitoring required.

15.5 General Manager Compensation

The Board of Directors is responsible for establishing the General Manager’s compensation.

15.6 General Manager Evaluation

The Board will conduct an evaluation of the General Manager on an annual basis. The evaluation may include input from Board members, staff and partners and will focus on the achievement of the Board approved direction and compliance with policy. It will also review working relationships with the Board, staff and partners.

Any evaluation of the General Manager’s performance, formal or informal, should only be based on these areas and should only include other expectations if they have been specifically and formally expressed by the Board as a whole to the General Manager in advance.

15.7 Staff Access to the Board

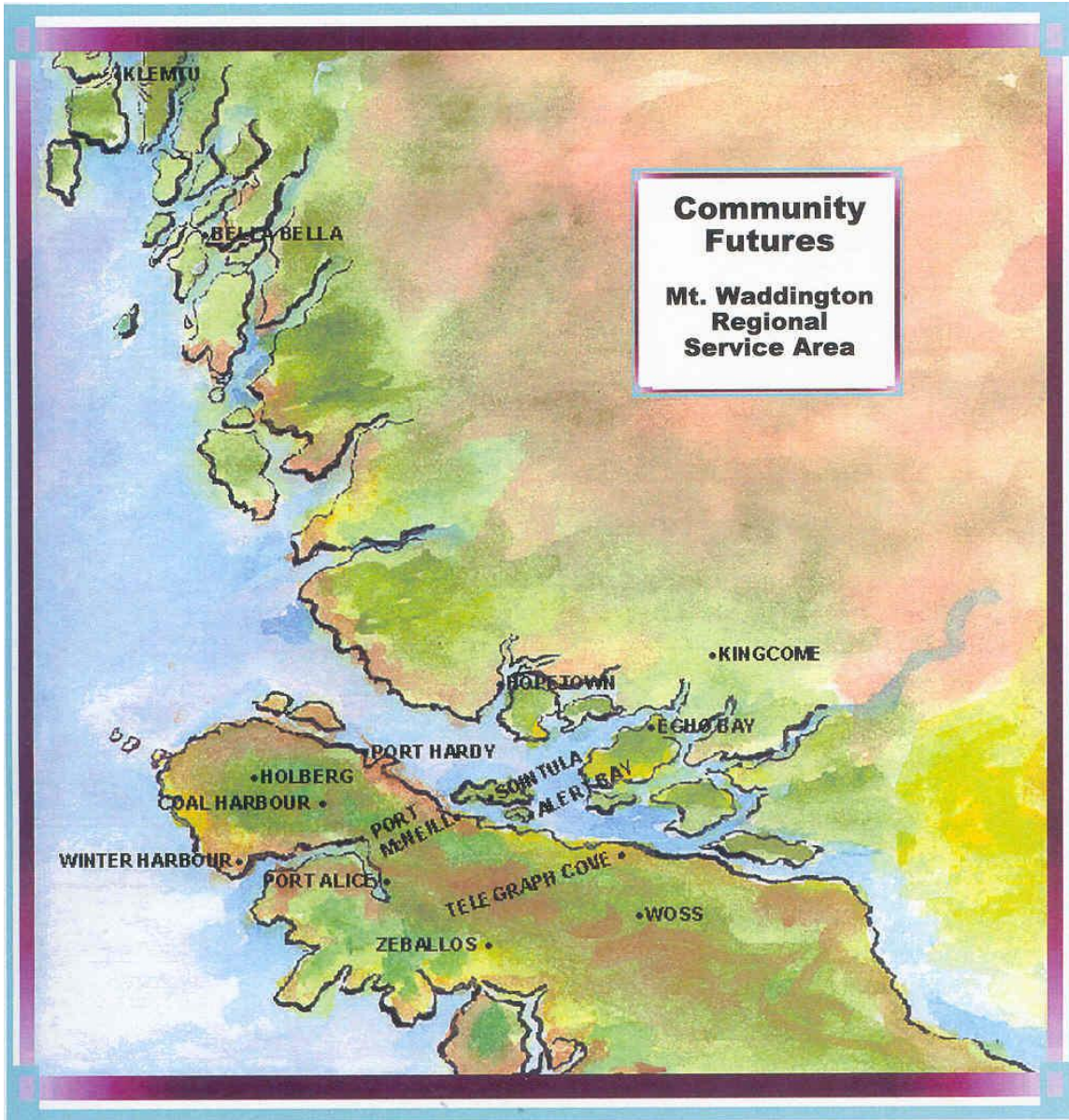
1. The General Manager is the official connection between the Board and the staff.
2. The staff may be invited to participate at Board meetings on the request of the General Manager with the consent of the Board.

All staff members are required to address problems in the work place in a positive manner and to bring unresolved issues to the attention of the General Manager. If the problem concerns the General Manager and it is of a serious nature, the staff member may bring it to the Board for resolution through the Board Chair.

Responsibilities	Areas of Authority for Board	Areas of Authority for General Manager
Board of Directors	<ul style="list-style-type: none"> Organizing the Board. Electing officers. Establishing committees. Recruiting qualified candidates to fill Board vacancies. Evaluating Board performance. Maintaining Board discipline. Setting Board training and development plans. 	<ul style="list-style-type: none"> Providing information to assist Board decision-making. Implies the key role that management plays in achieving an effective Board through leadership and a positive attitude to teamwork. Orienting new Board members. Recruit new CFMW Members.
Stakeholders	<ul style="list-style-type: none"> Facilitating two-way communication between Board and stakeholders. Identifying stakeholder needs and reporting on the Board's stewardship. Boards represent stakeholders in a trustee capacity and must adhere to fiduciary duties. Fulfill the fiduciary duty, acting with loyalty and good faith for the benefit of your organization. 	<ul style="list-style-type: none"> Identifying, managing the design, and provision of financial and other services that satisfy the needs of stakeholders as consumers or services
Human Resources	<ul style="list-style-type: none"> Selecting the General Manager. Establishing objectives of General Manager. Evaluating performance of General Manager. Allowing scope for personal development. Establishing management compensation. 	<ul style="list-style-type: none"> Staff Recruiting Training Organizing Leading Promoting Coaching Recognizing and rewarding employees so that an effective staff complement is achieved
Community	<ul style="list-style-type: none"> Establishing corporate standards that are compatible with the values and social beliefs of the people in the trading area. Focusing on community needs. 	<ul style="list-style-type: none"> Marketing and maintaining positive public and stakeholder relations by developing an image of the organization as a sound, responsive community organization
Financial Resources	<ul style="list-style-type: none"> Establishing policies and monitoring the business operations for soundness and stability by analyzing the seven 	<ul style="list-style-type: none"> Managing the financial sustainability of the Community Futures Ensuring clients' needs can be met

Planning	<p>critical areas: equity, liquidity, profitability, growth, matching, risk exposure, and productivity</p> <ul style="list-style-type: none"> • Setting the direction of the organization • Forming the vision, mission, objectives and policies • Approving of operating policies and budgets • Portions of the planning process may be delegated to management, but the Board is responsible for final approval • Boards can receive planning assistance from their central organization 	<ul style="list-style-type: none"> • Maximizing the use of resources in the best interest of the organization • Report regularly to the Board • Putting Board planning and policy decisions into action in terms of efficient operations (procedures, systems, and control)
Co-operative Relations	<ul style="list-style-type: none"> • Representing the Community Futures in development of partnering organizations 	<ul style="list-style-type: none"> • Designing and evaluating procedures, systems, and information which integrate the organization into the community
Governance	<ul style="list-style-type: none"> • Developing policies in compliance with the laws and bylaws governing the organizations and making representation for change in these laws as required 	<ul style="list-style-type: none"> • Ensuring that the implementation and application of Board and operating policies are consistent and comply with the laws and bylaws governing the organization

Appendix A – Service Area



Appendix B – Membership Application

MEMBERSHIP APPLICATION

To the Board of Directors:

I, _____ wish to be considered for membership in
Community Futures Development Corporation of Mt. Waddington (CFMW).

I wish to become a member because:

I agree that:

- I am not in any conflict of interest with CFMW
- I live or operate a business or organization within the service area of CFMW
- I am not currently in litigation against with CFMW
- I will abide by confidentiality regulations and the by-laws of CFMW

Name: _____

Address: _____

Postal Code: _____ Email: _____

Signature

Date

Please return this application with your resume addressed to the Secretary of the Board of Directors at the address above.

To the Board of Directors:

Community Futures Mount Waddington
Box 458, Port McNeill, BC V0N 2R0
Fax: (250) 956 – 2221

Appendix C – Conflict of Interest

Community Futures Mount Waddington recognizes that the Board and committees are made up of groups of independent individuals from the service area who volunteer their time and represent many different agencies and businesses. The Board and committee members will perform their duties conscientiously and will not put themselves in a position in which their private interests or the interests of the agency they are representing and those of Community Futures Mount Waddington might be or perceived to be in conflict.

A Board or Committee member has an actual conflict of interest when the Board or Committee member is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests or the interests of the agency they represent.

There is an apparent conflict of interest when a reasonably well-informed person could perceive that a Board or Committee member's ability to perform a duty or function of the position was or will be affected by the Board or Committee member's private interests.

Every Board and Committee member must avoid any situation in which there is an actual or perceived conflict of interest that could interfere or could be perceived to interfere with the Board or Committee member's judgment in making decision in Community Futures Mount Waddington best interests.

Community Futures Mount Waddington depends on the integrity of all Board and Committee members who have knowledge of a decision or activity of Community Futures Mount Waddington that involves or might involve a conflict of interest to disclose the circumstances. Assurance that no conflict of interest or other breach of this Code exists may be required, in writing, from time to time.

- a) No Director, Officer or employee of the Corporation shall enter into any transaction, including acceptance of a loan, loan guarantee or share capital and granting of a loan, loan guarantee or share capital to an Immediately Related Party, either directly or indirectly.
- b) Transactions for the purpose of granting loans, loan guarantees or share capital to Other Related Parties may be permitted provided that:
 - i) The decision is made by the Board to approve such loans, irrespective of the existing delegation of lending authority;
 - ii) The conflict of interest is declared by the Director, Officer, and employee of the Corporation or any Immediately Related Party and recorded in the minutes of the Board; and, the Director, Officer, employee of the Corporation or any Immediately Related Party does not participate in the decision and refrains from attempting to influence, lobby or persuade the Board.

"Immediately Related Parties" means the spouse and child of any director, officer or employee of the Corporation and any entities in which the director, officer or employee, or the spouse or child of any director, officer or employee of the Corporation, have a significant interest, substantial investment or control.

Some conflicts are quite clear, but others are less obvious. Community Futures Mount Waddington recognizes that its Board and Committee members have perfectly legitimate outside

interests; however, there may also be situations, which could be perceived as a conflict of interest no matter how innocent the intentions of the Board or Committee member.

Board or Committee members who find themselves in a conflict of interest must disclose the conflict. Full disclosure enables Board and Committee members an opportunity to dispose of or appropriately address conflicting interest before any difficulty can arise. Should a conflict of interest exist or be perceived to exist, the Board or Committee member will simply state the conflict. Honesty and forthrightness is each member's responsibility and obligation.

Conflict of Interest Procedure:

The member of the Board or LRC with an actual or perceived conflict may, depending on the degree of conflict:

- Abstain from voting or commenting on the issue. The member should absent themselves from the meeting.
- Take a temporary leave of absence from the Board/LRC until the issue is resolved; or
- Resign from the Board and/or LRC

If the member of the Board/LRC does not agree that there is a conflict, the Board/Committee's decision regarding the status of a conflict or perceived conflict is final.

Time Period of Conflict of Interest

Conflict of Interest guidelines apply for one year following the termination of position on the Board or LRC.

Conflict of Interest Declaration

Our contract with funding agencies requires Community Futures Mount Waddington to have an independent auditor verify that the conflict of interest guidelines have been adhered to. Excerpt from WED funding contract section 12 is as follows:

12. GENERAL Conflict of Interest

- 12.1 Each Director, Officer and employee must act in the best interest of the Corporation and disclose the material facts regarding his or her interest in a proposed transaction should it potentially give rise to a conflict of interest.
- 12.2 No Director, Officer or employee of the Corporation shall enter into any transaction, including acceptance of a loan, loan guarantee or share capital and granting of a loan, loan guarantee or share capital to an Immediately Related Party, either directly or indirectly, except as specifically provided for in this Agreement.
- 12.3 Transactions for the purpose of granting loans, loan guarantees or share capital to Other Related Parties may be permitted provided that:
- a) The decision is made by the Board to approve such loans, irrespective of the existing delegation of lending authority;
 - b) The conflict of interest is declared by the Director, Officer, employee of the Corporation or any Immediately Related Party and recorded in the minutes of the Board; and,
 - c) The Director, Officer, employee of the Corporation or any Immediately Related Party does not participate in the decision and refrains from attempting to influence, lobby or persuade the Board.
- 12.4 Notwithstanding the provisions of section 12.2 goods and services contracts between the Corporation and a director, officer or employee of the Corporation, or an Immediately Related Party are permitted provided that:
- a) The decision is made by the Board to approve such contracts, irrespective of the existing contracting authorities;
 - b) The conflict of interest is declared by the director, officer, employee of the Corporation or any Immediately Related Party and recorded in the minutes of the Board;
 - c) The director, officer, employee of the Corporation or any Immediately Related Party does not participate in the decision and refrains from attempting to influence, lobby or persuade the Board;
 - d) A minimum of three competitive bids are obtained where possible; and,
 - e) The contract offering the lowest cost or best value is selected.

Please provide the names of family members so that our auditors can verify the guidelines have been followed.

Spouse or Partner: _____

Children: _____

Parents: _____

Siblings: _____

Businesses you operate or have a controlling interest in: _____

Societies for which you are a director: _____

I declare that this information is complete and true.

Signature

Date

Print Name

Appendix D – Confidentiality

A Board member, committee member or employee should at all times maintain the confidentiality of all information and all the records of Community Futures Mount Waddington and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.

Similarly, Board members, committee members or employees may not use confidential information obtained through their association or employment with Community Futures Mount Waddington to further their private interest or the private interests of their family or relatives.

Board members, committee members or employees shall abide by the following guidelines when dealing with clients and client information in regards to technical and financial assistance:

Protection of Clients (applicants) and Proposals

- a) All material that an applicant provides to Community Futures Mount Waddington in connection with a request for financing or program or technical assistance must be considered as confidential and care must be taken to ensure that the circulation of all such material relating to financing or program or technical assistance is restricted to those officers and staff who have a direct responsibility for a specific aspect of the administration of Community Futures Mount Waddington. Disclosure of information to anyone not authorized to deal with it is strictly prohibited. This application may be waived with the written consent of the applicant.
- b) Where Community Futures Mount Waddington obtains credit and/or character references from outside sources, these are to be kept confidential. Written permission must be first obtained from the applicant prior to seeking such information.

Responsibilities of Employees

All Community Futures Mount Waddington employees are required to inform Directors/committee members of any and all information regarding the applicant that would assist the Board in the adjudication process for financing or technical assistance.

Responsibilities of Special Advisors

Advisors acting on behalf of Community Futures Mount Waddington become privy to confidential matters. Advisors are required to keep confidential all such information. Any advisor who has a conflict of interest in connection with any item put before a Board will withdraw from the proceedings.

Responsibilities of Consultants

All information that consultants working for, or retained by Community Futures Mount Waddington, or any organizational component of Community Futures Mount Waddington, which they may become privy to, must remain confidential. This point shall be noted in their Terms of Reference.

Procedure

Each Board or committee member, client, employee, applicant for employment or any other such person has the right to have all information about him/her held strictly confidential within the operating policy of Community Futures Mount Waddington. No client record or personnel file shall be made available and no reports shall be made on any person unless:

1. The person has given permission for such information to be disclosed, or;

2. It is necessary for providing services to the client, or;
3. It is necessary for the proper administration of these policies or of the organization generally, or;
4. There is nothing in the information which will identify the person, or;
5. It is information regarding employees requested by a funding body and at the discretion of the General Manager; it is necessary that such information be released.

When confidential information is requested, employees must state that they are not authorized to release any information concerning the above.

Under no circumstances will any person working for Community Futures Mount Waddington use any information gained as a result of their employment for their own personal advantage. Violation of this policy may result in disciplinary action up to and including dismissal.

Release of confidential information, when authorized, shall be on a 'need-to-know' basis.

**Community Futures Mount Waddington Board of Directors
Oath of Confidentiality**

I, _____ do solemnly declare that I will not disclose any information of any nature or kind that comes to my knowledge respecting or relating to any client, former client, employee, former employee or Board Member of Community Futures, including any programs or services provided to a client, except in accordance with my duties as a Board Member of Community Futures Mount Waddington or as required by law.

I have read and understand and agree to be bound by the:

- Board Policy Manual;

I acknowledge that this declaration shall remain in force and effect during my tenure with the Community Futures Mount Waddington Board of Directors and shall continue after my tenure as a Director.

I understand that disclosure of confidential information may result in a finding of liability against me and that Community Futures Mount Waddington shall not indemnify me for a breach of confidentiality which results in me being fined or results in an award of damages against me.

I have read this declaration in its entirety and am aware of and understand the contents of the declaration.

Signature

Signature of Witness

Print Name

Print Name

Date