



AGENDA REPORT TO BOARD OF DIRECTORS

MEETING DATE: SEPTEMBER 12TH, 2014

Item:	Board Corporate Policy – Updates and Improvements
Presenter:	Andrew Lalka, Secretary-Treasurer
Purpose of Report:	For Information
Item #	8 a)

Recommendation:

That the Board of Directors receive this report and provide feedback.

Background:

This is the first year the USC has a Board of Directors that is independent of the Executive. For many years the Board was primarily a political body, which meant that corporate governance responsibilities were not made a priority.

We are now in the first year of a new corporate governance model; there is much work to be done to bring our corporate governance up to standards that exists elsewhere in the non-profit sector. Part of that work involves strengthening our corporate governance policies.

The Secretary-Treasurer and the Managing Director, Government Services did a review of existing corporate governance policies at the USC, and compared them against policies that the Pillar Non-Profit Network recommends that every non-profit Board have on the books. The review found that we are missing some key governance policies, or that the policies we do have on the books require updates.

The best practice scan also identified that putting all corporate policies into a single 'Corporate Governance' policy manual would make it easier for the Board to understand the areas of policy they are responsible for maintaining. It would also create a clearer separation between the 'corporate' policies of the Board and the 'political' policies of the Council.

Report:

We recommend the creation of a Corporate Governance Policy. We have modelled the format after the Pillar Non-Profit Network and London Public Library Board policy manuals, as they are recognized as 'best practices' in London.

Below details a Table of Contents for the completed product, which we will work to complete over the next 12-18 months:

Table of Contents

1.0 Governance Processes

The Board establishes policies which define how it will manage the work delegated to it by the By-Law and the Act. It does so to maintain consistency, promote efficiency, improve performance, and ensure members uphold their fiduciary responsibility to the organization.

- Board Rules of Procedure (amend)
 - o How the board operates. Agenda creation, rules of order, etc.
- Summer Authority (new)
 - o How the board makes decisions during the summer months when it can't meet in person.
- Board Committee Terms of Reference (new)
 - o Mandates of Board committees; what they do, why they do them, who is on them.
- Board Performance and Self-Evaluation (new)
 - o A process for the Board to identify where it is strong, and where it can improve – including how it is supported by the Government Services department.
- Board Code of Conduct (new)
 - o Expected decorum, and dispute resolution.
- Conflict of Interest* (done)
 - o Clear definition of what conflict of interest means, and how Board members are to handle conflict situations.
- Annual Agenda
 - o A best guess of when routine business will be on agendas: audit approval, financial reports, annual budget approvals, etc.

2.0 Board-General Manager Linkage

The Board is responsible for supervising the management of the affairs of the corporation, and it does so by delegating appropriate authority to the General Manager and monitoring her performance against direction established in the long-term plan and annual budget. As such, the Board maintains a set of policies that delegate authorities to the GM, and establish a process to review the GM's performance.

- By-Law #4: Role of the General Manager* (done)
 - o Defines the GM's authority to manage staff and resources, and how she delegates her authority to others.
- General Manager Performance Review Appraisal Process (new)
 - o Defines a process to evaluate GM performance and compensation, and how the Board as the GM's employer is involved in that process.
- General Manager Hiring Process (new)
 - o You never want to develop a hiring process on the fly, so something good to have on the shelf.
- Long-Term Plan* (under review)
 - o Organizational priorities for the next three years.

3.0 Financial and Human Resources

The Board is responsible for ensuring corporate resources are managed in a prudent manner. As such, the Board maintains a set of policies that outline its expectations regarding the use and management of resources.

- Signing Authority (new)
 - o Who gets to sign what kinds of documents.
- Budget Process* (amend – take out of by-law)

- o How the budget process works. It is currently in By-Law, but is more appropriate in policy so it can be more easily tweaked year to year.
- Travel (review/amend)
 - o Details how travel costs are approved and paid out.
- Grants Fund* (done)
 - o Process for USC grants.
- Student Fees* (split from financial statements)
 - o What annual fee adjustments we are able to recommend at budget time.
- Financial Statements (split from fees)
 - o When and how we publish audited financial statements each year.
- Health and Safety Policies (annual review by HR)
 - o This is a very extensive set of policies that come to the Board each year.
- Fund Policies (new)
 - o Targets and rules around use of reserves and other funds outside of the annual operating budget.
- Workplace Conduct (done)
 - o Expectations of conduct of employees and volunteers in the workplace.
- Workplace Wellness (done)
 - o USC commitment to employee and volunteer wellness.
- Commercial Activities (new/amend?)
 - o What kinds of commercial activities the USC may engage in within the UCC.
- Procurement (new)
 - o Process for when we're engaging services or buying capital so we get best value for money.
- Building Usage (review/amend)
 - o Policies around use of space within the UCC.

4.0 Administration Limitations

The Act empowers the Board, if it so chooses, to set limitations on methods the General Manager and her staff may use as they work to achieve the outcomes established by the Board and Council. These policies establish boundaries and expectations for staff and management.

- Media Spokesperson (done)
 - o Direction to staff if they are contacted by the media for quotes or information.
- Social Media (done)
 - o Responsibilities of staff who maintain social media accounts as part of their job.

*Policies that the Board of Directors should review and recommend changes, but given our unique culture, the final approval rests with the Council.

Timeline for Revisions:

Meeting Date	Policy Revisions (subject to change)
September 12 th , 2014	- Board Committee Terms of Reference
October 12 th , 2014	<ul style="list-style-type: none"> - Procurement Policy - Student Fees Policy - Financial Statements Policy
November 14 th , 2014	<ul style="list-style-type: none"> - Board Code of Conduct - Conflict of Interest Policy - Commercial Activities Policy

December 12 th , 2014	- Fund Policies
January 16 th , 2015	- Board Self-Evaluation Procedure - General Manager Performance Appraisal Procedure
February 13 th , 2015	- USC Long-Term Plan
March 13 th , 2015	- Health and Safety Policies
April 10 th , 2015	- General Manager Hiring Procedure

Legislative History:

- None

Next Steps:

- Assuming general agreement from the Board that we're on the right track, we'll bring a policy development work-plan to the next meeting for the Board's information. The work-plan will prioritize the work to be done, and will indicate when policies will be brought forward to the Board for approval.

Project Team:

Andrea Lalka, Secretary-Treasurer

Scott Courtice, Managing Director, Government Services

Nick Soave, Advocacy Services Officer (we're growing his policy writing skills.)

Sign-Offs:

Board Chairperson Review:	TBA, Chairperson	
USC General Manager Review:	Cathy Clarke, General Manager	
USC Human Resources Review:	Karla Pacheco, Human Resources Manager	
Financial Review:	Carrie Passi, Managing Director Financial Services	
Legislative Review:	Andrew Lalka, Secretary-Treasurer and Scott Courtice, Managing Director Government Services	