



Board Governance Policies

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 Rainy River District Social Services Administration Board	SECTION: Governance
	POLICY TITLE: Asset Protection
ORIGINAL DATE: January 14, 1999	POLICY AREA: Executive Limitations
REVISION DATE: July 19, 2018	POLICY NO: G-1.0
NEXT REVIEW DATE: June, 2021	APPROVED BY: Board Resolution #68/18

Policy

In order to ensure appropriate risk management measures are established for property, personnel, and the corporation of Rainy River District Social Services Administration Board (RRDSSAB) resources, the Chief Administrative Officer will ensure that:

1. A clear segregation of duties exist to ensure that more than one individual is required to complete financial transactions;
2. RRDSSAB funds are deposited in institutions where they are protected as permitted by legislation and regulation. Returns must be maximized and costs minimized;
3. RRDSSAB property will be inventoried and a security system established to ensure adequate safeguards to prevent loss, damage, misuse or theft of property;
4. Insurance coverage of property, equipment, furniture, and fixtures are maintained above 90 percent of replacement value; and
5. Liability insurance for public officials, staff & the corporation is established and maintained.

 Rainy River District Social Services Administration Board	SECTION: Governance
	POLICY TITLE: Financial Condition
ORIGINAL DATE: January 14, 1999	POLICY AREA: Executive Limitations
REVISION DATE: July 19, 2018	POLICY NO: G-1.1
NEXT REVIEW DATE: June, 2021	APPROVED BY: Board Resolution #68/18

Policy


The RRDSSAB will operate in a sound and prudent fiscal manner in accordance with legislation and applicable financial controls. The Chief Administrative Officer (CAO), unless otherwise directed by the Board will:

- a) Not cause the RRDSSAB to incur indebtedness other than trade payables incurred in the ordinary course of doing business;
- b) Not use restricted contributions for any purpose other than that required by reserves;
- c) Settle payroll and debts in a timely manner; and/or
- d) Not allow expenditures to deviate materially from Board-stated priorities.

Procedures

1. The CAO and Management staff ensure that:
 - a) financial policies and procedures are developed, implemented and adhered to;
 - b) staff are properly trained for their assigned duties; and
 - c) mechanisms are in place to ensure compliance with policies.
2. All personnel are responsible for ensuring that fiscal controls exist and are used to prevent abuse or misuse of RRDSSAB resources. Fiscal controls will include:
 - a) approval authority;
 - b) asset management;

- c) the financial system; and
 - d) the separation of duties.
3. The accounting system will provide internal controls for safeguarding assets, ensuring that bills are processed for goods and services sold, promoting the accuracy and reliability of financial data, and encouraging adherence to approved policies. The system of checks and balances will be sufficient to disclose conditions and transactions not in conformance with legal, administrative and accounting requirements, and to ensure that funds are disbursed for the purposes for which they are legally available and administratively authorized.
 4. The RRDSSAB develops and adheres to specific policy relating to the spending and accounting of reserve funds.

 Rainy River District Social Services Administration Board	SECTION: Governance
	POLICY TITLE: Delegation to CAO
ORIGINAL DATE: January 14, 1999	POLICY AREA: Board-Executive Relationship
REVISION DATE: July 19, 2018	POLICY NO: G-2.0
NEXT REVIEW DATE: June, 2021	APPROVED BY: Board Resolution #68/18

Preamble


The Rainy River District Social Services Administration Board's (RRDSSAB) authority to staff is delegated through the Chief Administrative Officer (CAO). All authority and accountability of staff translates to the authority and accountability of the Chief Administrative Officer.

Policy

The Chief Administrative Officer is authorized to make decisions, take actions and develop activities, which are consistent with existing RRDSSAB Board policies and the approved budget. At any time, the Board may request information regarding activities in the delegated areas.

The Board reserves to itself, the authority to make decisions on specific matters requiring Board approval, in accordance with Board policies and procedures.

The Chief Administrative Officer may not perform, allow, or cause to be performed, any act which is unlawful and/or insufficient to meet commonly-accepted business and professional ethics, the "prudent person's" test in violation of funding source requirements or regulatory bodies, or contrary to explicit Board constraints on executive authority. The Chief Administrative Officer will monitor and ensure that staff adhere to the Acts, Regulations, Standards, Policies, Directives, Guidelines and best practices.

 Rainy River District Social Services Administration Board	SECTION: Governance
	POLICY TITLE: Monitoring Executive Performance
ORIGINAL DATE: January 14, 1999	POLICY AREA: Board-Executive Relationship
REVISION DATE: July 19, 2018	POLICY NO: G-2.1
NEXT REVIEW DATE: June, 2021	APPROVED BY: Board Resolution #68/18

Policy

Though the Rainy River District Social Services Administration Board (RRDSSAB) has many opportunities to observe and evaluate the Chief Administrative Officer's (CAO) performance, such informal evaluations cannot provide the Board or the CAO with a complete picture of the CAO's effectiveness. This policy establishes a process for the Board to conduct a regular, formal evaluation, at least every two years, providing the Board with the best means of assessing the CAO's total performance. The purpose of conducting the performance appraisal is as follows:

- to enhance the CAO's effectiveness;
- to assure the Board that its policies are being carried out;
- to clarify for the CAO and individual Board members the responsibilities which the Board relies on the CAO to fulfill;
- to strengthen the working relationship with the Board.

The CAO's performance will be conducted using a mutually-agreeable appraisal system and format.

Process:


The Board will conduct a formal evaluation of its CAO using clearly established procedures and standards, based on the written job description. The evaluation will be in a written format and will be discussed in a closed session of the Board, only after the CAO has had ample opportunity to see its contents.

Procedure:

- 1) Prior to the evaluation being conducted, the Board will appoint an evaluation committee consisting of three members, which will include the Chair, the Vice-Chair and one other board member. Should the Chair or Vice-Chair be unable or unwilling to participate, an alternative board member will be appointed;
- 2) The Chair of the Board, with the assistance of the evaluation committee and

Human Resources, will oversee the process;

- 3) Each member of the Board, including committee members, will complete the Performance Evaluation Form and return it to Human Resources in confidence, in a sealed postage paid, pre-addressed envelope, or by hand in a sealed envelope, by a date set by the committee;
- 4) Human Resources will assist the committee to convene a meeting to receive and consolidate the responses;
- 5) The CAO will be asked to perform a self-evaluation and meet with the Chair of the Board and at least one other member of the evaluation committee, to discuss the appraisal and provide comments or feedback on the consolidated evaluation;
- 6) Following the meeting with the CAO, the committee will finalize the evaluation, after which it will be provided to the CAO for signature and final comment;
- 7) Once the final evaluation is completed, the individual board evaluation forms will be destroyed;
- 8) A verbal report will be presented by the Evaluation Committee to the full Board during an in-camera session.

 Rainy River District Social Services Administration Board	SECTION: Governance
	POLICY TITLE: Board Conflict of Interest
ORIGINAL DATE: January 14, 1999	POLICY AREA: Board Process
REVISION DATE: July 19, 2018	POLICY NO: G-3.0
NEXT REVIEW DATE: June, 2021	APPROVED BY: Board Resolution #68/18

Policy

Under the *Municipal Conflict of Interest Act R.S. O. 1009, chapter M.50, as amended*, members of local boards must declare a conflict of interest when potential personal gain may interfere with their ability to make objective decisions.

Under the Act a District Social Services Administration Board is defined as a local board.

Definition

A conflict of interest refers to a situation in which private interests or personal considerations may affect a Board member's judgement in acting in the best interests of the Rainy River District Social Services Administration Board. Board members may not use their position or confidential information for private gain or the expectation of private gain or advancement.

Procedure


- (1) Board members may not accept indirect or direct gifts, money, discounts, or favors including a benefit to family members, friends or business associates for doing work that they are paid for or otherwise empowered to do already. Benefits can arise from any situation in which a Board member:
 - is a shareholder, director or senior officer of a private corporation;
 - has a controlling interest in or is a director or senior officer of a publicly traded corporation;
 - is a member of a body that has a pecuniary interest in the matter; or
 - is a partner or employee of a person or body that has a pecuniary interest in the matter.
- (2) Each Board meeting or Board committee meeting must publish an agenda with the first item being a declaration of conflict of interest.
- (3) Board members must state those agenda items for which they have a conflict at the onset of the meeting or prior to the order of business and refrain from participating in any discussion, voting on, or attempting to influence decision making on those items.

Note:

Where a conflict of interest reduces the number of voting members below quorum for a Board meeting, a minimum of two (2) members is deemed to constitute a quorum under the *Municipal Conflict of Information Acts, Section 7(1)*.

In a circumstance where the remaining number of members are less than two; the Board may apply to a judge without notice for an order authorizing the Board to give consideration to, discuss and vote on the matter, out of which the interest arises (*MCIA Section 7(2)*).

For a Board committee meeting, where there are less than two (2) members the matter(s) which cause the interest to arise will be referred to the Board of Directors for disposition.

 Rainy River District Social Services Administration Board	SECTION: Governance
	POLICY TITLE: Confidentiality
ORIGINAL DATE: January 14, 1999	POLICY AREA: Board Process
REVISION DATE: July 19, 2018	POLICY NO: G-3.1
NEXT REVIEW DATE: June, 2021	APPROVED BY: Board Resolution #68/18

Policy

All employees and Board members will use confidential information only in their line of duty and will ensure that sufficient security practices are utilized to prevent inadvertent disclosures of personal or other confidential information.

Procedure

All employees and Board members will sign an *Oath of Confidentiality* form annually.

Rainy River District Social
Services Administration Board
(RRDSSAB)
(the "Corporation")

Confidentiality, Loyalty and Conflict of Interest Policies and Agreement

I, the undersigned, hereby acknowledge, undertake and agree as follows:

Policies

In order to ensure compliance with applicable laws and to protect the Corporation, its members, officers, directors and representatives from potential legal issues regarding confidentiality, loyalty, conflicts of interest and violation of fiduciary obligations, the Corporation has endorsed and adopts the following policies:

1. *Confidentiality.* In order to encourage and foster open and candid discussion at its meetings, the Board of Directors (the "Board") of the Corporation, the Corporation requires that confidentiality must be maintained and, accordingly, it is the policy of the Corporation that each Director on the Board shall keep strictly confidential any and all information and documentation acquired by such Director through or by virtue of his or her position on the Board, unless compelled by legal process to disclose such information or documentation, or as otherwise specifically authorized by the Board.
2. *Loyalty.* The Directors of the Corporation owe a fiduciary duty to the Corporation, including a duty of loyalty to the Corporation. This fiduciary duty includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by the Board. As representatives of the Corporation, it is the policy of the Corporation that all Directors are obligated to maintain this fiduciary duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it; discourage debate within Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.
3. *Conflicts of Interest.* All Directors of the Corporation have a fiduciary duty to avoid actual or perceived "conflicts of interest". A conflict of interest is conduct, a transaction or relationship that presents or may be reasonably perceived to conflict with a Board member's obligations owed to the Corporation and the Board member's personal, business or other interests. Board members have a fiduciary duty to conduct themselves without conflict to the interests of Corporation. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the Corporation.

Confidentiality

4. As a member of the Board, I owe a fiduciary duty of care to the Corporation, including a duty of confidentiality.

5. I will keep and maintain all information and documentation (collectively, the “Confidential Information”) that I receive from the Corporation and others in connection with my service on the Board in strict confidence, including without limitation all information relating to discussions at meetings of the Board.
6. I will not share the existence or content of any Confidential Information with any other person, including my spouse and immediate family members, unless specifically compelled by legal process to disclose such Confidential Information, or as otherwise specifically authorized by the Board.
7. If I have any questions regarding my confidentiality obligations, I will direct them to the chairperson of the Board.
8. Any violation of my obligations under this Confidentiality, Loyalty and Conflict of Interest Policy and Agreement is likely to cause harm to the Corporation and to frustrate Board deliberations.
9. If I violate the Corporation’s confidentiality policy or my obligations under this Confidentiality, Loyalty and Conflict of Interest Policy and Agreement, my position on the Board shall be subject to review and reprimand.

Loyalty and Conflicts of Interest

10. I owe a fiduciary duty of loyalty to Corporation. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of Corporation.
11. I have a duty to and I shall disclose all actual and perceived conflicts of interests to the Board.
12. All conflicts of interest are not necessarily prohibited or harmful to Corporation. However, full disclosure of all actual and potential conflicts and a determination by the disinterested members of the Board – with the interested Board member recused from participating in debates and voting on the matter – are required.
13. Disinterested members of the Board shall make a determination as to whether an actual or perceived conflict of interest exists and is prohibited and what action, if any, is required. The Board shall inform the individual board member of any such determination and required action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
14. The following are all of the actual and perceived conflicts of interest existing on the date hereof of which I am aware:

15. If, at any time following my execution of this form, I become aware of any actual or

potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, then I will promptly notify the Board in writing of such actual or perceived conflicts of interest.

16. I acknowledge and agree that my selection for service on the Board and the opportunities made available to me by serving on the Board constitute good and valuable consideration for entering into this Confidentiality, Loyalty and Conflict of Interest Policy and Agreement, the receipt and sufficiency of which I hereby acknowledge.
17. I have read, understand and agree to fully comply with all of my obligations set forth in this Confidentiality, Loyalty and Conflict of Interest Policy and Agreement at all times during my service as a Director of the Corporation.

DATED this _____ day of _____, 2018.

SIGNED, SEALED AND DELIVERED

In the presence of:

_____	}	_____
Witness	}	Name
	}	Title

The Corporation acknowledges receipt of an executed original of this Agreement.

RAINY RIVER DISTRICT SOCIAL SERVICES ADMINISTRATION BOARD

Per: _____ c/s
Name
Title