

CANADIAN HARD OF HEARING ASSOCIATION-
NEWFOUNDLAND AND LABRADOR (CHHA-NL)



Canadian
Hard of Hearing
Association
NEWFOUNDLAND & LABRADOR

CHHA-NL BOARD OF DIRECTORS
GOVERNANCE POLICY & PROCEDURES MANUAL

(Final Version – Approved June 2012)

CANADIAN HARD OF HEARING ASSOCIATION- NEWFOUNDLAND AND LABRADOR (CHHA-NL)

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3. Board of Directors Code of Conduct Form
4. Board of Directors Equipment Loan Form
5. CHHA-NL By-laws (Revised – September 2011)
6. CHHA-NL Strategic Plan (2010-2012)
7. CHHA-NL Strategic Plan Progress Report (January 2012)
8. CHHA-NL Annual Report (2010-2011)
9. CHHA-NL Audited Financial Statements (2010-2011)
10. CHHA-NL Annual Budget (2011-2012)
11. CHHA-NL Risk Management Plan (2011-2012)
12. CHHA-NL Advocacy Plan (2011-2012)
13. CHHA-NL Policies & Procedures Manual (2011-2012)
14. CHHA-NL Communications Plan (2011-2012)

CANADIAN HARD OF HEARING ASSOCIATION- NEWFOUNDLAND AND LABRADOR (CHHA-NL)

Section 1

Policy Revision Form

CHHA-NL	Approved Policy Revision Form	Revision: HR Policy Manual Page 1
Policy Section:		

Revision #	Page #	Description of Policy Change	Revised by:	Date of Revision
Rev. # 1				
Rev. # 2				
Rev. # 3				
Rev. # 4				
Rev. # 5				
Rev. # 6				
Rev. # 7				
Rev. # 8				

SECTION 1

INTRODUCTION

Objectives of this Manual

The CHHA-NL Governance Policy & Procedures Manual has been developed to provide board and staff with information and knowledge regarding the association's governance policies and procedures for the Association. It is essential that all Directors understand and comply with all of the provisions of this Manual.

The CHHA-NL Governance Policy & Procedures Manual supports the following goals:

- Compliance with legislation and regulatory requirements
- Accountability and transparency
- Sound stewardship of funds and resources
- Organizational clarity and consistency
- Reduction of risk and potential liability
- Guidance for ethical conduct and decision making

The CHHA-NL Board of Directors reserves the right to modify, revise or supplement governance policies and procedures and any other portions of this manual as appropriate. Employees and Directors will, of course, be notified of any such changes to the policy and procedures manual as they occur. The CHHA-NL Governance Policy & Procedures Manual will be reviewed and updated annually or as needed, and will take place before April 1st of any given year, as this date marks the beginning of the association's fiscal and operational year.

CANADIAN HARD OF HEARING ASSOCIATION- NEWFOUNDLAND AND LABRADOR (CHHA-NL)

Section 2

Policy Revision Form

CHHA-NL	Approved Policy Revision Form	Revision: HR Policy Manual Page 1
Policy Section:		

Revision #	Page #	Description of Policy Change	Revised by:	Date of Revision
Rev. # 1	10	Board of Directors List Updated	Leon Mills	October 17, 2012
Rev. # 2				
Rev. # 3				
Rev. # 4				
Rev. # 5				
Rev. # 6				
Rev. # 7				
Rev. # 8				

SECTION 2

GENERAL ASSOCIATION INFORMATION

An Introduction to

The Association

CHHA-NL is an association, a not-for-profit, charitable agency and self-help organization that provides a variety of programs and services for hard of hearing and late-deafened consumers across the province of NL, but whose primary operations and provincial offices are located in St. John's. Previously known as the Newfoundland Hearing Association (NHA) and the Canadian Hard of Hearing Association-Newfoundland Chapter (CHHA-NC), the name was changed to the Canadian Hard of Hearing Association-Newfoundland and Labrador (CHHA-NL) in 2004 to reflect the official name change for the province. The association officially joined CHHA in 1994 and has helped to form CHHA Branches in Exploits Valley, Gander, Happy Valley-Goose Bay, Labrador City, and Humber Valley. Efforts are ongoing to form Branches in other areas of the province.

The Canadian Hard of Hearing Association-Newfoundland and Labrador (CHHA-NL), is the Provincial Chapter of the Canadian Hard of Hearing Association (CHHA). CHHA-NL was formed in 1984, and 2009 marked the 25th Anniversary of the association which was a significant milestone. This occasion was celebrated in May 2009 with the hosting, by CHHA-NL, of the CHHA 2009 AGM & Conference and official opening of its new office building. The association provides an extensive range of programs and services to other organizations, its clients and members and various allied health professionals. These include, but are not limited to, the following:

Advocacy - individual and systemic issues (telephones, accessibility in public places, etc.)

Awareness - presentations, workshops, seminars, speech reading courses, public displays

Supports - individual and family advice, information, referrals, education

Loans Program - assistive technical devices (hearing & alerts), videos, books, magazines

Quarter Newsletter - Sound Waves (Members, Health Professionals, General Public)

Monthly E-Newsletter - Sound Ripples

Resource Library - Internet access, articles, books, magazines, videos

Post-Secondary Supports - Intervention, education, presentations, scholarship, bursary

Special Projects - HUSHH-UPS, Donations of OAE Units, Hearing Helpers

Networking Groups - Families, Meniere's & Tinnitus, HOH Youth, Cochlear Implant

A Brief History

CHHA-NL was founded in 1984 under the name of the Newfoundland Hearing Association (NHA). Despite the devastating setback of the Harvey Road Fire in 1992, in which the association lost all of its resources, it grew again to deliver its programs services to hard of hearing people who have what is commonly referred to as, 'the invisible disability.' In 1994, the NHA became the Canadian Hard of Hearing Association-Newfoundland Chapter (CHHA-NC) when it became part of the Canadian Hard of Hearing Association (CHHA). Then, in 2002, when the province changed its official name to Newfoundland and Labrador, the association changed accordingly to its current name of the Canadian Hard of Hearing Association-Newfoundland and Labrador (CHHA-NL).

The association is run by and for hard of hearing people of the province. Its operations are guided and conducted through the efforts of a Board of Directors, an Executive Director, a Director of Fund Development, Director of Programs and Services, Coordinator of Outreach Services, Coordinator of Programs and Services, Coordinator of Fund Development, an Administrative Assistant, a half-time Bookkeeper, and other contractual staff who are employed as needed. It should be noted that all staff positions of the association have been created and funded through the fundraising efforts of the association.

Mission, Vision, Guiding Principles

The following are the Mission, Vision and Values statements that reflect the aims and work of the association and provide the foundation for the development of its programs and services.

Mission

The Canadian Hard of Hearing Association Newfoundland and Labrador (CHHA-NL) is a non-profit charitable organization committed to advocacy, awareness, prevention and the provision of programs and services that promote a better quality of life for hard of hearing and late deafened people of all ages and their families in Newfoundland and Labrador.

Vision

Better Hearing for Everyone, Everywhere.

Guiding Principles

We are committed to:

Our clients, members and volunteers right to be treated with dignity and respect and to be involved in all decisions that affect them.

Diminishing the barriers to accessibility in our communities, our work places and our homes

Our clients right to confidentiality and privacy

The provision of programs and services that are focussed on positive outcomes, are client centered and are evidence based.

Being accountable to our clients, our members, and the community at large.

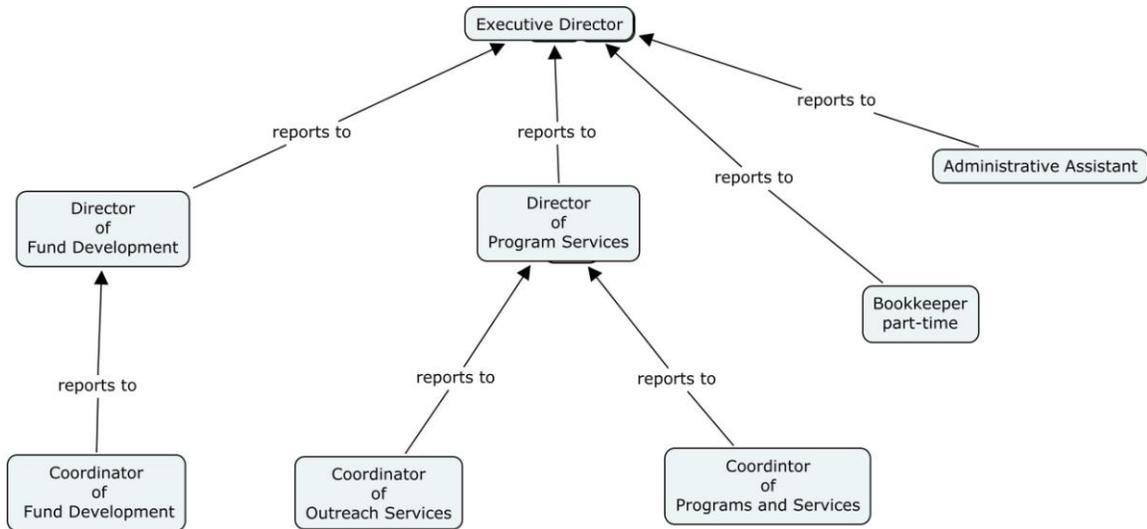
The empowerment of all hard of hearing and late deafened individuals in achieving well being, and inclusion as equal members of our society.

Working in partnership without clients, our members, our volunteers and other organizations to promote better hearing for all.

2012--2013 CHHA-NL Board of Directors

Bob Young	President
Glenn Kolonel	Vice - President
Mike Devine	Secretary
Art Norris	Treasurer
Sergio de Leon	Director
Noreen Brazil	Director
Leanna Rowe	Director
Andrew Edwards	Director
Cal Carter	Director (Provincial)
Myrtle Barrett	Past-President
Leon Mills	Ex-Officio

STAFF ORGANIZATION CHART



CHHA-NL Contact Information

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1081 Topsail Road, Mount Pearl, NL A1N 5G1

Phone: Toll Free: 1-888-753-3224
Text: 725-3224
E-mail: info@chha-nl.ca

Voice/TTY (709) 753-3224
Fax: (709) 753-5640
Web: www.chha-nl.ca

CANADIAN HARD OF HEARING ASSOCIATION- NEWFOUNDLAND AND LABRADOR (CHHA-NL)

SECTION 3

Policy Revision Form

CHHA-NL	Approved Policy Revision Form	Revision: HR Policy Manual Page 1
Policy Section:		

Revision #	Page #	Description of Policy Change	Revised by:	Date of Revision
Rev. # 1				
Rev. # 2				
Rev. # 3				
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Rev. # 6				
Rev. # 7				
Rev. # 8				

SECTION 3

GOVERNANCE POLICIES

Governance is the exercise of authority, direction and control of an organization in order to ensure its purpose is achieved. It refers to who is in charge of what; who sets the direction and the parameters within which the direction is to be pursued; who makes decisions about what; who sets performance indicators, monitors progress and evaluates results; and, who is accountable to whom for what. Governance includes the structures, responsibilities and processes that the board of an organization uses to direct and manage its general operations.

These structures, processes and organizational traditions determine how authority is exercised, how decisions are taken, how stakeholders have their say and how decision makers are held accountable.

Governance policies formalize the roles and responsibilities of the board and establish its functions and practices. They outline how governance is required to work.

The policies detailed in this document are formulated to reflect the governance style currently being used by CHHA-NL, however, should the governance style be changed, these policies would also need to be changed.

3.1. BOARD STRUCTURE & RESPONSIBILITIES

The structure and mandate of CHHA-NL are defined by the Charter it received from the Canadian Hard of Hearing Association (CHHA), the federal and provincial legislation under which it is registered, and any special legislation governing its mandate, the letters patent, the by-laws, and these governance policies enacted under the authority of the by-laws. In this document, the terms CHHA-NL Board of Directors, the Board and board of directors are all of the same meaning and authority. The same principle also applies to Directors, directors and directors of the board.

3.1.1 Board Structure

The CHHA-NL Board of Directors is comprised of eight to ten Board members, of whom fifty-percent plus one shall constitute a quorum, however, by 2012, the number of directors will be reduced to eight as approved by the membership at the Annual General Meeting in 2009. Details applying to Board membership and CHHA-NL Officers are detailed more fully in the CHHA-NL By-laws. The officers of CHHA-NL are the immediate President, Vice-President, Secretary, Treasurer, and Past President, and such other directors as the Board of Directors may by by-law determine.

3.1.2 Committees

The CHHA-NL Board of Directors has the authority to appoint standing committees of the board as it deems fit. Two such current committees are the Finance and Nominating Committees. Ad hoc committees or working groups may also be established by the Board from time to time to carry out certain tasks or make recommendations to the Board on specific issues. Ad hoc committees are to be automatically disbanded by Board motion when the task is completed or no longer relevant. One such ad hoc committee is the Building Committee.

Committee Terms of Reference outlining committee membership, mandate and procedures are required for all committees and are currently approved by the Board of Directors. The Board President is an ex-officio member of all committees.

The association also has operational standing and ad hoc committees that are appointed by the Executive Director and are his/her responsibility. These committees are also required to have Terms of Reference, which are currently approved by the board of directors.

3.1.3 General Responsibilities of the CHHA-NL Board of Directors as an Association Body

The Board's mandate is to govern the affairs of CHHA-NL within the framework of relevant legislation and standards. The Board of Directors, representative of CHHA-NL's membership and the community, is given the legal association authority and responsibility for the achievement of the organization's mission, for its stability and for

provision of systematic linkage with other organizations engaged in the pursuit of similar objectives and the community at large. It is responsible for ensuring that it has adequate information to monitor major areas of association performance.

The CHHA-NL Board of Directors, in discharging its responsibilities for the governance of CHHA-NL, oversees the management of CHHA-NL's finances. The Board ensures the proper and adequate discharge of this duty through its Treasurer acting on behalf of and reporting to the Board. The Board delegates financial management and operational responsibilities to the Executive Director but she/he remains accountable to the board of directors and works closely with the Treasurer on all financial matters, including the budget, reports, investments, audits, loans, lines of credit and the use of other financial documents.

3.1.4 Authority and Accountability

The Board as a whole is responsible to the membership and those government and individual or association donors who provide funds for the operation of CHHA-NL. The Board is also accountable, in a more general sense, to exercise good stewardship of CHHA-NL on behalf of the trust placed in it by its partners, clients, the general public, consumers, staff, volunteers and other stakeholders.

Directors of the board are elected and/or appointed under the authority of the by-laws and are responsible to the members of CHHA-NL who elect or appoint them. However, they have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee; however the Board retains ultimate responsibility and accountability.

The Board provides accountability to CHHA-NL's members, funders and other key stakeholders through annual and periodic reports on the activities and finances of CHHA-NL, annual audited financial statements, providing access to minutes of Board meetings (except in-camera portions), receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

3.1.5 Major Duties of the Board

- Oversee development and approval of a long-term association plan and approve annual budgets and strategic plans;
- Define and/or safeguard the organizational mission, the values framework and operating principles within which it expects CHHA-NL to be administered, and to review these periodically;
- Govern CHHA-NL through governance and operational policies and planning objectives approved by the Board, formulated with the Executive Director and staff, and reviewed periodically;
- Select and support the Executive Director to whom the responsibility for administration of CHHA-NL is delegated;

- Review and evaluate regularly the performance of the Executive Director on the basis of a specific job description and approved objectives;
- Seek and secure sufficient resources for CHHA-NL to adequately finance its programs and services;
- Account to the public and funders, for the services of CHHA-NL and expenditures of funds;
- Ensure prudent and proper management of CHHA-NL's resources;
- Establish the general values framework in which CHHA-NL's human resources will be managed and quarterly and annually monitor key human resource performance indicators;
- Approve and periodically review personnel policies within which human resources will be managed;
- Establish guidelines within which the board will set compensation and benefits for staff;
- Regularly review CHHA-NL's programs and services to ensure that they are consistent with the purpose of CHHA-NL and that its programs are effective and relevant to community needs;
- Ensure that the assets of the association (human, financial, technical, etc.) are protected with the establishment and regular review of prudent and appropriate Risk Management Policies and Procedures.

3.1.6 Due Diligence - Responsibilities of Individual Board Members

Each Board member is expected to become an active participant in a body that functions effectively as a whole that makes decisions and acts with 'one voice'. In addition to assisting in the exercise of the major duties of the Board outlined above, members are responsible to exercise due diligence in the performance of their duties. They are responsible to:

- Be informed of the articles of association and legislation under which the Association exists, its by-laws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
- Keep generally informed about the activities of CHHA-NL and the community, and general trends in the sector in which it operates.
- Attend Board meetings regularly, serve on committees of the Board if requested, and contribute from personal, professional and life experience to the work of the Board.
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
- Offer their personal perspectives and opinions on issues that are the subject of board discussion and decision.
- Voice, clearly and respectfully at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith in a legally constituted meeting, by directors in reasonably full possession of the facts.

- Ask the directors to review a decision, if she/he has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before a special meeting of the membership as defined in the association's by-laws.
- Work with the staff of CHHA-NL on operational committees, or working groups;
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with CHHA-NL's By-laws, Policies or Procedures.

3.1.7 Oath of Office and Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. CHHA-NL Board of Directors members must, at all times, respect the confidentiality of any member, supplier or client names and/or circumstances that might identify same. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board. Board members shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors.

CHHA-NL OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT

I *insert name*, a director of the *name of association*, declare that, in carrying out my duties as a Director of CHHA-NL, will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of CHHA-NL.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support CHHA-NL's by-laws, policies, Code of Conduct, and decisions of the Board and membership.
4. Keep confidential all information that I learn about clients, personnel, and any other matters specifically determined by board motion to be matters of confidence including matters dealt with during in-camera meetings of the Board.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of CHHA-NL.
6. Immediately declare any personal conflict of interest that may come to my attention.
7. Immediately resign my position as a Director of CHHA-NL in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Oath of Office'.

Signature:

Date:

3.1.8 Code of Conduct

Board members are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The Code of Conduct should be a succinct statement of essential principles intended to govern the conduct of the Board and staff of the organization.

CHHA-NL CODE OF CONDUCT

Board members and staff of the organization will at all times conduct themselves in a manner that:

- Supports the objectives of CHHA-NL
- Serves the overall best interests of CHHA-NL rather than any particular constituency
- Brings credibility and good will to CHHA-NL
- Respects principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of CHHA-NL
- Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of CHHA-NL
- Ensures that the financial affairs of CHHA-NL are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Avoids real or perceived conflicts of interest
- Conforms with the by-laws and policies approved by the Board, in particular this Code of Conduct, the Oath of Office and Confidentiality and Conflict of Interest policies
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of CHHA-NL's business.

3.1.9 Conflict of Interest Policy

Members of the CHHA-NL Board of Directors shall act at all times in the best interests of the association. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the association in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from her/his position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

3.1.9.1 Definition of Conflict of Interest:

Members of the CHHA-NL Board of Directors are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board. A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. Full disclosure in itself, does not remove a conflict of interest.

3.1.9.2 Principles for Dealing with Conflict of Interest:

a) The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.

b) If the Board member is not certain she/he is in a conflict of interest position, the matter may be brought before the President, or Board for advice and guidance.

c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.

d) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.

e) The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.

f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

3.1.9.3 Examples of Conflict Of Interest On The Part Of a Board Member:

a) Any circumstance that may result in a personal or financial benefit to a director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to CHHA-NL, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.

b) Personal interests which conflict with the interests of clients or are otherwise adverse to the interests of CHHA-NL;

- c) Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with CHHA-NL;
- d) Being a member of the board or staff of another organization which might have material interests that conflict with the interests of CHHA-NL or its clients; and, dealing with matters on one Board which might materially affect the other Board;
- e) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;
- f) Individuals who serve as directors on the same board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

3.1.10 Disposition of Complaints and Disputes involving Directors

- a) The CHHA-NL Board of Directors, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of CHHA-NL's By-laws, Governance Policies, Code of Conduct, Oath of Office & Confidentiality Agreement.
- b) The Board of Directors shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- c) Complaints of a grave nature may be referred to an independent arbiter.
- d) Allegations of illegal activity shall be immediately referred to police, child welfare or other appropriate authorities for investigation. Any director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- e) The review of such complaints or disputes shall include an opportunity for the members concerned to present their positions. Board of Directors members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- f) Every attempt should be made to resolve such matters expeditiously and fairly.
- g) The recommendations regarding resolution of such matters shall, once approved, be carried out in an expeditious manner.
- h) The ruling of the Board shall be final. Should the member refuse to abide by the ruling the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the board, suspension or a request for the member's resignation.

3.2. ROLES OF THE OFFICERS OF THE BOARD

Officers of the CHHA-NL Board of Directors are in the service of the Board. Individual officers may not act in place of the Board except in accordance with the by-laws. Officers of the Board are expected to accept appointments to Board Committees as requested.

3.2.1 President

The role of the President is to ensure the integrity of the Board's processes. The President is the only Board member authorized to speak for the Board of Directors, unless this is specifically delegated to another Board member.

a) The President presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the work is conducted efficiently and effectively..

b) The President will set the agendas for meetings of the Board with input and ratification of the Board members and the input of the Executive Director.

c) The President, with the support of the Executive Director, will plan and conduct Board meetings in conjunction with the by-laws/policies of the organization.

d) The President will ensure that the Board is properly informed about the operations of the Association and has the information and opportunity necessary to come to decisions on matters within its purview.

e) The President and, at appropriate instances, the Human Resources Committee, will be the Board's primary liaison with the Executive Director, who is responsible for the execution of Board policy and directives, and for determining the , organizational structure and management processes necessary to achieve the association objectives.

f) The President and the Executive Director will act as public and media spokespersons for the Board and Association as required.

3.2.2 Vice President

In addition to assuming the duties of the President during his/her absence, the Vice-President shall perform other duties prescribed from time to time by the Board, coincident to the office.

3.2.3 Treasurer

The Treasurer shall be the Chair of the Finance Committee, and to establish and oversee a process for review of the association's financial processes to ensure best practices. This includes, but is not limited to: monitor the financial activities of CHHA-NL; ensure that

complete and accurate records are kept of all of CHHA-NL's financial matters in accordance with generally accepted accounting practices; oversee adherence to CHHA-NL's signing authority practices as approved in the By-laws or by resolution of the Board; provide the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of the Association; recommend a competent auditor to be appointed annually; and, collaborate with the auditor and Executive Director in review and presentation of annual audited financial statements.

3.2.4 Secretary

The Secretary shall ensure that all secretarial functions are performed for the Board and Officers, and that records are kept of all proceedings and transactions. The Secretary is the custodian of the association seal and of all official books, papers, records, documents and correspondence of CHHA-NL. She/He shall:

- Oversee the keeping of records of meetings, policies, membership and any other records required by law.
- Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- Ensure that copies of minutes and agendas are circulated to Board members prior to each meeting.
- Ensure that a record is kept of all motions passed by the Board, so that the motions can be retrieved in a timely manner for review as required.
- Maintain, or ensure the maintenance of, the files and records of CHHA-NL to be passed on to future officers and ensure the security and confidentiality of all such files and records.

3.2.5 Past-President

The Past-President shall use his/her experience and knowledge to provide advice and assistance to the President as requested and any other duties assigned by the President or the Board of Directors.

3.3. ROLE OF COMMITTEES

Committees of the Board have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes.

They do not have any authority to direct staff although they may, through the board, ask the Executive Director to allocate resources in support of committee activities. The Board appoints committee members annually or longer as needed.

3.3.1 Composition

A member of the Board can serve as liaison to all board committees. The composition of the committees can be representative of the Board and, where possible and appropriate, Board committees can have representation from staff of the association, association members, and members of the general public at large. This is an effective way to add expertise, involve more of the community in the work of CHHA-NL and bring to CHHA-NL a reflection of public opinion. It can also serve as a means of recruiting, orienting and screening prospective candidates for the Board. The President of CHHA-NL and Executive Director are ex-officio members of all operational committees, however, the Executive Director is not automatically an ex-officio member of board committees, but serves at the behest of the President or the Board.

3.3.2 Function

Committees of the Board are of two types – standing committees and special committees. Special committees of the board are established under a Terms of Reference (TOR), and for a specified time frame. Standing committees are also established under a Terms of Reference (TOR), that is reviewed annually and that members of these committees are appointed annually. A committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of CHHA-NL's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications and make recommendations to the Board for decision. The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

3.3.3 Relationship to Staff

Board and staff work co-operatively to carry out the objectives of CHHA-NL. The board relies upon the ability, training, expertise and experience of staff to plan for and provide services within CHHA-NL's mandate. Committee and board meetings are the generally recognized avenues for board and staff to think and plan together.

The attendance of the Executive Director, or designate, at all committee meetings as a resource and staff support is essential to the effective work of the committees. Committees may advise the Board or the Executive Director but do not exercise authority over staff, and will ordinarily have no direct dealing with staff operations, unless it is in a volunteer capacity. Committee members must know and respect the distinction between Board and staff responsibilities.

Communications between Board and Staff, outside of committee meetings, shall be through the Executive Director. This includes:

- Any assignments or directives;
- Requests for organizational resources or staff time;
- Staff performance concerns or policy infractions;
- Concerns regarding any aspect of programs or administration.

3.4. STYLE OF GOVERNANCE

The CHHA-NL Board of Directors represents the "ownership" or membership of CHHA-NL. It is the legally constituted authority responsible directly to the funders and the community for prudent oversight of CHHA-NL's operations. It is responsible for the articulation (and/or safeguarding) of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage the Association's operations.

The Board will focus on strategic leadership rather than administrative detail, important policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit the Board will:

- a) Direct, control, and inspire the association through careful deliberation and establishment of strategic direction and general policies.
- b) Monitor and regularly discuss the Board's own processes, progress and performance.
- c) Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of CHHA-NL.
- d) Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- e) Ensure that all business of CHHA-NL is conducted in a transparent, legal and ethical manner.
- f) Board members will at all times conduct their business in accordance with the principles of fair play and due legal process.
- g) Enforce upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies. It will allow no officer, individual, or committee of the Board to neither usurp this role nor weaken this discipline.

3.5. BOARD RESPONSIBILITIES

Primary Board responsibilities generally fall within eight general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and, Complaints Review.

3.5.1 Planning

One of the most important responsibilities of the CHHA-NL Board of Directors of Directors is to provide general guidance and direction for the association. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of the association work together to produce desired results.

3.5.1.1 Strategic Plan

The CHHA-NL Board of Directors, with the assistance of staff and in consultation with key stakeholders, establishes CHHA-NL's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for CHHA-NL's direction and activities for a three year operational cycle based on a scan of internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the association and set specific goals for each of these areas.

3.5.1.2 Annual Operating Plan

CHHA-NL's management team, under the authority of the Executive Director, develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of association activity. The association's annual operating plan will be the basis of its yearly budget containing revenues and expenditure forecasts related to planned activities. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the time period during which those results will be sought; and, criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment and approval.

3.5.1.3 Planning Cycle

The development and approval of the Strategic Plan takes place in a three year cycle with progress monitored regularly against targets set in the annual Operating Plan and Budget.

Performance against interim targets is monitored each quarter of the fiscal year. The third quarter review begins a thorough analysis of performance and produces projections of the expected year-end results. Preliminary planning for the coming year's operating goals takes place during the third quarter and is completed in the fourth quarter with refinements based on actual prior year results concluding in the first quarter. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

3.5.2 Financial Stewardship

The CHHA-NL Board of Directors is responsible to review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and, ensure the establishment of proper financial controls and policies. The board delegates financial operational authority to the Executive Director with oversight provided by the Finance Committee under the authority of the Treasurer.

3.5.3 Human Resources Stewardship

The CHHA-NL Board of Directors is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting and evaluating the performance of the Executive Director; providing guidelines for staff compensation; succession planning to ensure smooth transition in both board and senior staff positions; and, monitoring compliance with legislative and regulatory requirements. The board delegates oversight authority to the Human Resources Committee and operational authority for human resources to the Executive Director, except in matters directly related to him/her. In these instances, the Human Resources Committee has operational authority.

3.5.4 Performance Monitoring and Accountability

The CHHA-NL Board of Directors is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization; and reporting to funders and other key stakeholders. The board assumes responsibility for these matters or delegates tasks to the Human Resources Committee or others to perform these tasks on its behalf.

3.5.5 Risk Management

The CHHA-NL Board of Directors is responsible to ensure that by-laws are current; that governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and board from potential liabilities; resources are sufficient to minimize risk to employees and volunteers; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate

contingency plans are in place to protect against reasonably anticipated crises. These responsibilities are outlined in the association's Risk Management Policies and Procedures.

3.5.6 Community Representation and Advocacy

The function of public relations is to assist CHHA-NL in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The CHHA-NL Board of Directors is responsible to represent the organization positively to the community; to fairly represent community perspectives to the organization; to ensure community input to its planning; and, to advocate for adequate resources to fulfill the organizational mandate. Authority to speak on behalf of CHHA-NL shall rest with the President and the Executive Director. This authority may be delegated by either of them or to others in CHHA-NL within their special fields of competence or knowledge.

In general, the President will represent CHHA-NL on matters of Board policy and the Executive Director will represent CHHA-NL on operational issues. Either may represent the association on issues related to advocacy on behalf of the mandate of CHHA-NL. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but care should be taken by individual directors to distinguish these from official positions of CHHA-NL.

3.5.7 Management of Critical Transitional Phases

The CHHA-NL Board of Directors is responsible for management of critical transitional phases and events. These include turnover in key positions in the board and senior management; rapid growth or decline in resources; labour relations disputes; and, issues of significant public controversy.

3.6. EXECUTIVE AUTHORITY

The CHHA-NL Board of Directors contracts with the Executive Director for the management and administration of the Association. The Executive Director is responsible, within parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved.

The Executive Director is employed by the board of directors and is, therefore, responsible to the board as a whole rather than to individual members of the board. She/He is required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations. In the exercise of these responsibilities, the Executive Director is:

- a) Authorized to expend funds within the limits of the annual budget and operating plan approved by the board;

- b) Responsible for bringing to the attention of the board, the need for special and exceptional expenditures not included in the budget;
- a) Required to report to the board if it is not possible to operate within the limits of the budget approved by it;
- b) Expected to serve as an advisor to the board on policy and program issues which affect the services provided by CHHA-NL;
- c) Required to provide the Board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of CHHA-NL in achievement of approved goals.
- d) Responsible for employing staff members within the classifications and salary ranges approved by the board. Board members should bear in mind that the staff are responsible to the Executive Director or to a person designated by him or her, not the board as a whole or any individual officer or director. In the supervision, direction and deployment of personnel, the Executive Director is governed by the documented personnel practices and procedures approved by the board. Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of President, of other Officers and individual members, and in the job description of the Executive Director.

3.6.1 Delegation to the Executive Director

The Board's job is generally confined to establishing broad policies for achievement of Association objectives. It delegates responsibility for execution of those policies to the Executive Director. All Board authority delegated to staff is delegated through the Executive Director, so that the authority and accountability of staff derives from the authority and accountability of the Executive Director.

The CHHA-NL Board of Directors as a group, rather than individual directors, officers or committees is responsible for providing direction to the Executive Director within the context of Board policies, however, in most instances, this responsibility is delegated to the President to act on its behalf.

3.6.2 Appointment of the Executive Director

Recruitment, selection and appointment of the Executive Director are, along with performance monitoring, among the most important responsibilities of the Board. Appointment of the Executive Director requires the approval of majority (50% plus one) of the incumbent directors. Ideally, the Executive Director's appointment should be made with the confidence of the full Board.

In the event that the Executive Director's performance is deficient or there is loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, that performance is improved to an mutually agreed and acceptable level of performance or the relationship may be terminated with the dismissal of the Executive Director. Dismissal of the Executive Director shall require fifty-one percent (50% plus one) of the full Board of Directors (all director positions normally filled,

regardless that some of these positions may be vacant) voting in favour of dismissal at a meeting duly called to consider such action.

3.6.3 Executive Director's Performance Evaluation

3.6.3.1 General

The Executive Director is the sole official link between the CHHA-NL Board of Directors and the organization that it governs. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives.

Consequently, the Executive Director's job contributions can be expressed as performance with respect to six components:

- a. Executive Director's Job Description
- b. Annual performance objectives negotiated with the Board through its Officers.
- c. Organizational achievement of operating plan and association objectives.
- d. Organizational operation within the boundaries established in Board policies.
- e. Quality of relationship with its staff.
- f. Quality of relationship with major community stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the Executive Director.

3.6.3.2 Procedure

The Executive Director will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the President and the Human Resources Committee, prior to presenting them to the Board for approval.

The Executive Director shall, at the end of the fiscal year: (i) complete a written self-evaluation of progress on meeting objectives so approved by the Board; (ii) complete a report on overall association performance for the preceding year. These reports will be provided to the President and the Human Resources Committee. The essential elements of this material, along with Board members' observations of the Executive Director's interactions with key stakeholders throughout the year shall form the basis of the evaluation.

The President and the Human Resources Committee will obtain input from the officers of the Board, committee chairs and other Board members and prepare a written evaluation of the Executive Director's performance. The President and the Human Resources Committee will provide a summary of the performance review to the Board at its last

meeting in the fiscal year or immediately thereafter. The Board will meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.

The President and the Human Resources Committee will bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the Executive Director to his/her attention in writing. The President and the Human Resources Committee shall meet with the Executive Director alone or, at the request of either, along with the Officers of the Board or full Board, to discuss the evaluation. The Executive Director shall be provided with a reasonable opportunity to redress any deficiencies in performance.

The President shall provide the Executive Director with more informal feedback on his/her performance on a regular basis as issues may arise and at least once per quarter between formal appraisals.

3.7. BOARD DEVELOPMENT

3.7.1 Recruitment and Screening of New Board Members

The CHHA-NL Nominating Committee will, as director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board. The Nominating Committee shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board or members of CHHA-NL in a manner consistent with the CHHA-NL By-laws and these policies. The Nominating Committee will maintain a file of all interested candidates who have been so reviewed. The Nominating Committee will be appointed by the President of CHHA-NL.

3.7.2 Orientation of New Members of the CHHA-NL Board of Directors

New CHHA-NL Board members shall receive a thorough orientation to their position within one month of becoming a member of the Board. Each new member shall also be assigned a more experienced member as a mentor or guide to help integrate the new member and answer any questions he or she may have about Board procedures. Orientation includes but is not limited to:

- The history, mission and purpose
- Constitution, by-laws and governance policy
- An overview of funding sources
- An overview of key policy areas and copies of policies to review
- Role, structure and functions of the Board
- Board member Oath of Office & Confidentiality Agreement, Code of Conduct and Conflict of Interest policies
- Procedural guidelines for Board meetings
- Procedures for Board member expenses

- Overview of Strategic Plan
- Orientation to Financial Statements
- A tour of facilities and introduction to key staff.

3.8. BOARD MANAGEMENT

3.8.1 Board Meetings

Meetings of the CHHA-NL Board of Directors will, unless otherwise determined by the Board, be held five times annually at CHHA-NL's offices or other location as determined by the Board. These will be held on Saturday mornings from 9:00 am to Noon.

Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, efficient and confidential. All decisions made by the Board at its meetings will be recorded in minutes, verified and approved at its next meeting and a formal record kept of all minutes in a secured location at its offices. A backup copy will be kept in a secure location off site for security purposes.

3.8.2 Board Member Attendance

Carrying out the work of the CHHA-NL Board of Directors effectively requires a commitment to attend all Board meetings unless excused by the President or the Board. Board members who are absent, without excuse, from two consecutive meetings are automatically considered to have resigned their position. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

3.8.3 Board Work Plan/ Objectives

The Board will develop a plan and objectives for its own work in support of the CHHA-NL's Goals as articulated in the approved Strategic Plan and the annual operating or business plan. Board members can volunteer to participate in various committees or programs and services offered by the association to its clients and members. However, this participation would be as a volunteer only and which has no relevance to their position or authority as a board member.

3.8.4 Board Self-Evaluation

The Board shall periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance annually at the

same time that it reviews the performance of the Executive Director and shall take any steps for improvement in its governance practices suggested by such review.

3.8.5 Conflict Resolution

Board members are commonly recruited to bring diverse views on issues to board debates and decision-making. Constructive disagreements between board members are encouraged in a well-functioning board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities.

The Board President is responsible for managing such conflicts. A neutral board member or third party should be selected if the board President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

3.8.5.1 Managing Issues-Based Conflict

The following techniques are suggested to assist in managing issue-based conflicts:

- Acknowledge the value and importance of divergent views in informing decision making.
- Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have their say, listening to understand, group ownership of problems and solutions, focus on issues rather than personalities or personal attacks.
- Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem!
- Seek agreement on the objectives, outcomes or decisions sought by placing this item on the board agenda.
- Assist the disputants to identify and expand points of agreement.
- Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
- Ask each to ‘step into the other’s shoes’ and ‘role play’ the debate from the other’s perspective.
- Paraphrase or summarize the discussions repeatedly until they’ve reached consensus on points of agreement and disagreement.
- Encourage both parties and other board members to suggest new insights or compromises. Seek agreement on a compromise.
- Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
- Table the item to be dealt with after a ‘cooling off’ period either later in the meeting, at a future meeting of the board or privately with the parties outside a board meeting.

8.5.2 Managing Personality-Based Conflict

The following techniques, in addition to those suggested for managing issue-based conflicts, are offered to assist in managing conflicts based on personality, personal or political agendas, or other more deeply rooted factors too time-consuming and disruptive to deal with during board meetings:

1. Do not waste valuable board time and energy in attempting to resolve such conflicts at the board table.
2. Meet with the parties individually outside the board meetings to express concern about the negative effect of their conflict on board deliberations, attempt to define the issues and seek a resolution of the conflict.
3. Meet with the parties together to determine whether an accord can be reached between them that will allow the board to function effectively with their continued membership. Seek to mediate their conflicts.
4. In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of CHHA-NL.
5. Recommend disciplinary action to the board in the event that resignations are not forthcoming.

3.9. BOARD DECISION-MAKING

3.9.1 Decision-Making Process

Decisions of the Board are made as a group at Board meetings at which 50% plus one of the directors shall constitute a quorum of the Board. A quorum is required for the transaction of any business of the association. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all, or at least the largest possible majority of, board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favourable vote of a majority of the members present, regardless of abstentions, is required for approval. According to Roberts Rules of Order, the President is entitled to have a vote, but may choose not to vote, however, the President will vote to break a tie or to create one, however, in the event of a tie vote, the motion being proposed is considered defeated.

Directors have the right to discuss questions before the board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

3.9.2 CHHA-NL Board of Directors In-Camera Meetings

The following items may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual (i.e. member or employee)
- Acquisition or sale of land
- Labour relations or employee negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under the *PIPEDA(Personal Information Protection and Electronic Documents Act)*
- Matters of personal conflict between members of the Board as outlined in this governance policy
- Any other matters which, the public discussion thereof, the Board, by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of CHHA-NL or its members.

List of Appendices:

Note: Due to the number and length of the documents in the list of appendices, hard copies are not included in this document. However, if a board member would like to access any or all of the appendices, please contact the Executive Director who will forward an electronic version to same.

Board of Directors Personal Information Form
Board of Directors Confidentiality Form
Board of Directors Code of Conduct Form
Board of Directors Equipment Loan Form
CHHA-NL By-laws (Revised – September 2011)
CHHA-NL Strategic Plan (2010-2012)
CHHA-NL Strategic Plan Progress Report (January 2012)
CHHA-NL Annual Report (2010-2011)
CHHA-NL Audited Financial Statements (2010-2011)
CHHA-NL Annual Budget (2011-2012)
CHHA-NL Risk Management Plan (2011-2012)
CHHA-NL Advocacy Plan (2011-2012)
CHHA-NL Policies & Procedures Manual (2011-2012)
CHHA-NL Communications Plan (2011-2012)