



The “Governance Document”

Volume 1 – The Board & its Committees

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1. Board of Directors & Officers

A. The Board of Directors

Responsible for:

- Exercising fiduciary responsibilities (financial & others).
- CEO/Executive Management issues including recruitment, compensation, evaluation, termination and mentoring.
- Board succession and member recruitment.
- Upholding and when necessary reshaping the mission and bylaws.
- Protecting the organization from external threats.
- Ensuring the organization is in compliance with laws and regulations.

Participating in establishing:

- Strategic direction and priorities

Approving:

- Strategic Plans
- Operational Plans
- Annual Budgets
- Annual and Quarterly Financial Reports
- Committees Terms of Reference, Chairs, and Members

Recommending:

- To the membership on matters requiring consideration

B. Directors

Responsible for:

- Regular and active participation in Board meetings
- Participation in Annual General Meeting and Conference
- Active involvement in at least one Core Committee
- Active support of the mission, vision, and values
- Make a personal financial commitment
- Share in making representations to stakeholders
- Facilitate introductions of staff to centers and individuals of influence
- Participate in fund development activities
- Participate in EWB events and activities, from time to time, particular those involving members and volunteers
- Represent the external world to the organization and the organization to the external world.

C. Chair

Responsibilities:

- Chairs Board Meetings
- Conducts annual reviews with each Director
- Provides leadership, along with the CEOs, on reviewing and updating vision, mission, values and strategic priorities
- Provides advice and counsel to the CEOs
- Serves, along with the CEOs, as a principal spokesperson for the organization
- Is an ex-officio voting member of all committees
- Establishes, with the CEOs, the Board's annual and meeting agendas

D. Vice Chair

Responsibilities:

- Is well versed with the duties of the Chair
- Acts in the absence of the Chair

E. Co-CEO'S

Responsibilities:

- The Co-CEO's are responsible for the management and the results of the organisation.
- They are members of the Board and report to the Board.
- They are responsible for providing, with the Board, strategic direction to the organization.
- They are ex-officio voting members of all committees (a single vote) except the Audit Committee.

F. Treasurer

Responsibilities:

- Reviews quarterly and annual financial statements and performance with CEOs and accounting staff.
- Chairs the Finance & Audit Committee
- Presents quarterly and annual financial statements to the Board
- Assists and advises the CEO's concerning financial information systems, controls and reports.
- Provides oversight of financial management and controls, and accounting decisions.

G. Secretary

Responsibilities:

- Ensures that the following documents are filed once in each fiscal or calendar year, as required by various government bodies where EWB is registered:
 - A list of members of the Board, with their addresses and occupations
 - A copy of any resolution made in the preceding year required to be filed with the Registrar.
 - Charity information return.
 - Current copy of the by-laws is filed with the Registrar of Corporations.
- Ensure the following are done:
 - The execution of formal documents is done properly.
 - Notices of Board meetings are sent to all Directors.
 - Minutes of the Board of Directors meetings are kept and archived properly.
 - The certification of resolutions and other corporate documents is done in a timely way.
 - Membership records are kept and complete.
 - Proper notice is given of the Annual General Meeting

H. Committees

The Board establishes a number of Committees to through which it carries out its responsibilities.

Standing (Core) Committees:

- Finance and Audit
- Governance
- Human Resources
- Fund Development

Ad Hoc Committees:

These committees are established for a particular purpose and cease to exist once the purpose has been served. These committees report to the Board.

Advisory Committees:

These committees operate as advisors to management and/or the Board at the discretion of management.

2. Committees

A. General

- Core and Ad hoc committees are created by and responsible to the Board
- The Board and Committees act as a whole; positions of individual Directors or Committee members during deliberations are confidential and for internal use only, as are minutes and notes of all Board and Committee meetings, unless authorized by the Board to be otherwise handled.
- Committee meetings are held quarterly, agendas are prepared, suitable notice is provided, notes recorded. Committee Chairs report to the Board at Board meetings.
- Membership of committees is decided by the Board and reviewed annually.
- The Chairs of Core and Ad Hoc committees must be members of the Board
- Committee members need not be Board members

B. Finance and Audit Committee

1. Purpose

The finance and Audit Committee assists the Board of Directors in meeting its financial oversight responsibilities by ensuring the adequacy, integrity and effectiveness of accounting, budgeting and financial reporting, internal controls and risk management.

2. Composition

- a. The Treasurer is the Chair of the Finance and Audit committee
- b. There must be at least a majority of “financially literate” members of the Committee (defined below), and at least one member having accounting or related financial expertise (also defined below). The CEOs and Chief Financial Officer shall provide management support to the Committee and attend all meetings.

3. Duties and Responsibilities

Audit

- a. Reviews with management and the external auditor, and recommends to the Board for approval, the annual audited financial statements.
- b. Reviews, and recommends to the Board for approval, the quarterly and annual financial statements.
- c. Reviews and reports to the Board on EWB’s internal control systems to ensure compliance with legal, ethical, accounting and charitable registration requirements.
- d. Evaluates the performance of the external auditor
- e. Recommends the appointment of external auditors
- f. Works with management to oversee both external and internal auditors of EWB’s internal control systems.
- g. Reviews the organization’s compliance with charitable registration requirements.

Finance

- a. Review the annual budget with management.
- b. Review with management and assess quarterly financial performance, with specific focus on fundraising performance.

- c. Review and report to the Board annually on management’s strategies of risk assessment and management, including insurance coverage.
- d. Review, and recommend to the Board for approval, any changes in significant accounting or financial policies and procedures.

Definitions

“Financially literate” means the ability to read and understand a set of financial statements that presents breadth and level of complexity of accounting issues that are generally comparable to the Corporation’s financial statements.

“Accounting or related financial expertise” means the ability to analyse and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

C. Governance Committee

1. Purpose

The Committee is responsible for ensuring that an appropriate governance system is in place which enables the Board to discharge its overall stewardship responsibilities.

The Committee is also responsible for proposing nominees to the Board and the committees of the Board.

2. Composition

- a. There must be at least one member with a legal background, particularly in companies or charities law.

3. Duties and Responsibilities

- a. Periodically consider the size and composition of the Board and recommend any appropriate changes to the Board for approval
- b. Ensure that new Directors are provided with an appropriate orientation program
- c. Periodically conduct an assessment of the effectiveness of the Board and the committees of the Board and report the results there of the Board.
- d. Recommend to the Board, when and as required, candidates for appointment as Chair, Vice Chair, Treasurer and Secretary of the Board.
- e. Lead the process, when required, to identify a candidate for appointment as CEO.
- f. Ensure that the policies of the Board included in the Governance Documents are reviewed, and updated as required, on a regular basis.
- g. Review and revise as required the governance roles of the Board and its officers included in the Governance Documents.
- h. Ensure that the terms of reference for each committee, as set forth in the Governance Documents, are reviewed and updated as required at regular intervals.
- i. Maintain a Board skills inventory
- j. Review all proposals for changes to the Terms of Reference for committees, for establishment of new committees or for the disbandment of existing committees.
- k. Review proposed changes to all governance documents.

3. Board and Committee Nominations

The Committee shall recommend to the Board:

- The criteria, profile and qualifications for nominees to fill vacancies on the Board and its committees.
- Candidates for appointment to the Board and Committees
- The appointment of Chair of Committees
- In consultation with the chairs of committees, candidates for membership of committees

D. Human Resources Committee

1. Purpose

The Human Resources Committee of the EWB Board of Directors is in place to ensure that EWB adopts and follows the best practices in the management, evaluation and development of its people as the critical asset to the EWB mission.

2. Composition

- a. There must be at least one member with senior management experience in companies or organizations with 100 or more employees.

3. Duties and Responsibilities

- a. Ensure that the roles and responsibilities of the CEOs are aligned with the requirements for the EWB to meet its mission and strategic objectives.
- b. Review, on a regular basis, the performance of the CEOs against the goals and objectives set for them and provide constructive feedback on the achievement and shortcomings.
- c. Put in place a compensation structure that retains key skills, has integrity with the EWB mission and values, and is viewed as responsible by external agencies.
- d. Work with management to ensure that all HR practices, policies and processes (hiring, compensation, development, and organization) contribute to the building of a strong organization aligned with the mission and values of EWB.
- e. Ensure that EWB is in compliance with the relevant laws and regulations governing people management in Canada and other relevant jurisdictions.
- f. Develop plans and lead a succession process related to the CEOs.

B. Fund Development Committee

1. Purpose

This committee directly supports EWB's fundraising activities, through building relationships and broadening the organization's network, making "asks", hosting events, and contributing to strategic and tactical planning. Its activities are integrated with, and generally coordinated by, EWB fundraising staff. It recommends fundraising policies to the Board. A key outcome for this committee is the achievement of the annual budgeted revenue for individual and corporate donations.

2. Composition

- a. There must be at least one member of the committee with a broad personal network in Canada's business community.

3. Duties and Responsibilities

- a. Members of the committee provide support to fundraising staff by:
 - a. Developing relationships with key constituencies through communications and personal contacts.
 - b. Seeking out opportunities to highlight the work of the organization.
 - c. Identifying, cultivating, and stewarding prospective donors.
- b. Provide input and feedback for fundraising strategy and plans, communication materials, or any other areas identified by fundraising staff.
- c. Establish and monitor policies regarding fund development.

E. Advisory Boards

The Advisory Board(s) of the organization have no formal or fiduciary responsibility. They are created at the discretion of management for the purposes of providing advice, direction, representation and credibility to EWB's work.