



ONTARIO ASSOCIATION OF POLICE SERVICES BOARDS

POLICY MANUAL

Proposed 25 Nov 2019

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GOVERNANCE POLICIES

BOARD FUNCTION

The board's mandate includes a trusteeship role as well as to ensure proper governance and management.

Key responsibilities of the Board include:

1. Providing a link between the corporation and its "members".
2. Developing and maintaining written policies which, at the broadest levels address:
 - a) **Goals:** Organizational outcomes, service levels, priority setting;
 - b) **Financial and Administrative management and oversight:** establishing executive authority, fiduciary responsibility, and other policies as appropriate;
 - c) **Governance:** the manner in which the board organizes itself structurally and the method in which it makes decisions in order to carry out the work of the association, on behalf of the membership; and
 - d) **Board-Executive Director Relationship:** the delegation of responsibility and how its implementation is measured and monitored.
3. Review Executive Director performance in accordance with approved evaluation process and procedure.

GOVERNING STYLE

The board will approach its task in a manner which emphasizes and supports: a long term vision; open and transparent processes and meetings; a diversity of viewpoints; provides strategic leadership; the distinction between board and staff roles; decision making that enhances the future viability of the organization; service to the membership.

In this spirit, the board will:

- Focus on long term goals
- Direct, oversee and inspire the staff through a mission statement, organizational values, long term plans and policies.

- Enforce upon itself and its members behaviour which fosters governance with excellence. This will apply to board member attendance, policy making principles, respect for roles and responsibilities of others, speaking with one voice, self-policing in support of board policies and other actions/behaviours, as appropriate.
- Monitor and regularly discuss the board's own processes and performance in recognition of the fact that the board is responsible for its own performance.
- Initiate policy as appropriate and provide opportunities for staff, outside expert and member input as appropriate in this regard.
- Board members who miss three consecutive Board meetings will not be eligible to run for re-election unless the absence is due to prolonged illness and/or the absence explained in writing and excused by the Board of Directors.

ROLES AND RESPONSIBILITIES

Directors (Board Members)

Role

The role of a Director is to serve as a member of the Board of Directors, as a representative of their electorate.

Individual Responsibilities:

- Prepare for, attend and actively participate in meetings, activities and events.
- Form and articulate, in writing and verbally, proposed motions and positions of advocacy.
- Represent the applicable electorate to the Board, and represent the Board to the applicable electorate.
- Adhere to Board policies regarding procedures, conduct and ethics.
- Participate in committees as assigned.
- Stay informed about committee matters, prepare for meetings, and review and comment on minutes and reports.
- Foster friendly, positive working relationships within the Board, the membership

and stakeholders.

- Maintain confidentiality of board business as appropriate.
- Speak positively of the OAPSB to the membership and public.
- Develop a succession plan for one's own Directorial position.
- Where applicable, lead Zone activities, including membership recruitment and retention, and chair Zone meetings if elected to the position of Zone Chair.

Authority

Collectively, Directors comprise the Board with all its rights, privileges, obligations and liabilities.

Individually Directors are not authorized to make decisions, enact policies or approve positions, on behalf of the Board. Directors do not have individual authority over staff.

Directors have the authority to make decisions, enact policies and/or approve positions on behalf of their electorate as determined by that electorate.

Chair

Role

The role of the Chair is to act as Chair the OAPSB Board of Directors.

Responsibilities

- Chair Board meetings.
- Initiate Board's strategic planning activities.
- Act as official spokesperson for the Board of Directors.
- Act as a Host at OAPSB events, notably the Annual General Meeting.
- Maintain positive relations between OAPSB and key external stakeholders.
- Ensure that OAPSB is appropriately represented on internal and external committees, and at key events.
- Maintain positive relations between the Board, Corporation staff, and OAPSB members.

- Maintain target membership levels.
- Raise revenue through annual memberships, grants, donations and sponsorships.
- Maintain discipline among board members, among representatives on committees and external events, and among members at OAPSB events.
- Lead the Board's annual evaluation of the Executive Director's performance.
- Approve Executive Director invoices and expenses.
- Lead the Board's annual self-assessment.
- Proactively plan for Board succession.
- Act as a signing officer.
- Ensure Board members undergo the On-boarding program and subsequently remain aware of their responsibilities and key governance issues, and follow the code of conduct.
- Bring breaches of the code of conduct by any Director to the Board's attention for remedial action in accordance with Board Member's Code of Conduct and Ethics policy, including removal where deemed warranted.
- Report to the Board of Directors at each Board meeting.
- Report to the membership at the Annual General Meeting.

Authority

The Chair is accountable to the Board of Directors. (S)he shall take direction from the Board of Directors' policies and resolutions, and from resolutions approved at the Annual General Meeting.

The Chair is empowered to chair board meetings with all the commonly accepted powers of that position (e.g., ruling, recognizing).

The Chair is empowered to make any decision on behalf of the Board which falls within or is consistent with Board policies on Governance Process and on the Board-Executive Director relationship.

The Chair's authority does not extend to making Board policies. Should the Chair make decisions regarding OAPSB positions, new or existing, (s)he shall immediately report same to the Board at the next meeting(s).

First Vice Chair

Role

The role of the First Vice Chair is to act on behalf of the Chair in his/her absence.

Responsibilities

- In the absence of the Chair, or otherwise at his/her request, assume the Chair's responsibilities as warranted by the situation.
- Carry out responsibilities as delegated by the Chair from time to time.

Authority and Accountabilities

The First Vice Chair's authorities and accountabilities are limited to those of the Chair, and only when acting as Chair.

When acting as Chair, the First Vice Chair shall limit their authority and decisions to those time-sensitive and necessary in accordance with the circumstances and timing of the temporary appointment.

Note: The First Vice Chair is not the Chair-designate for the upcoming year.

Second Vice Chair

Role

The role of the Second Vice Chair is to act on behalf of the Chair in his/her absence and the absence of the First Vice Chair.

Responsibilities

In the absence of the Chair and the First Vice Chair, or otherwise at his/her request, assume the Chair's responsibilities as warranted by the situation.

Carry out responsibilities as delegated by the Chair from time to time.

Authority

The Second Vice Chair's authorities are limited to those of the Chair, and only when acting as Chair.

When acting as Chair, the Second Vice Chair shall limit their authority and decisions to those time-sensitive and necessary in accordance with the circumstances and timing of the temporary appointment.

Note: The Second Vice Chair is not the First Vice Chair-designate for the upcoming year.

Treasurer

Role

The role of the Treasurer is to lead the Board's fiduciary oversight activities.

Responsibilities

- Oversee the development and observation of the organization's financial policies.
- Provide financial variance reports as required by the Board (e.g. quarterly or monthly), based on financial statements prepared by the bookkeeper.
- Investigate significant variances in revenues and expenses.
- Keep the Board regularly informed of key financial events, trends, concerns, and assessment of fiscal health.
- Report the results of the annual audit to the membership at the Annual General Meeting.
- Call the motion at Annual General Meeting to appoint the Auditor.
- Review and approve Board and Committee member expenses.
- Act as a signing officer.

Authority

The Treasurer is the approving authority for Board and Committee member expenses, in accordance with Board policies and resolutions.

BOARD MEETING PROCEDURES

1. All points of order or procedure for which rules have not been provided in this policy shall be decided by the Chair in accordance as far as is reasonably practicable, with the rules of parliamentary procedure as contained in Bourinot's Rules of Order.

Meetings

2. As soon as possible after the hour of the meeting, and where a quorum is present, including those persons present by phone or video-call, the Chair shall call the meeting to order. A quorum shall be a majority of Directors appointed to the Board.

3. If a quorum for either a regular or special Board meeting is not present within thirty (30) minutes of the time fixed for the commencement of the meeting, the meeting shall stand adjourned until the next regular meeting of the Board, and the secretary shall record the names of those present.

4. If the Chair or Vice-Chair are not in attendance within thirty (30) minutes of the appointed meeting start time, then those members in attendance shall, by resolution called by the recording secretary, appoint one of themselves to act as Acting Chair for that meeting or until the arrival of the Chair or Vice-Chair.

5. Members of the Association may attend meetings.

6. The Chair, or in the absence of the Chair the Acting Chair, may cancel a regular meeting of the Board, where he or she deems it is not warranted.

Conflict of Interest Disclosure

7. Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Board at which the matter is the subject of consideration, the Director shall:

- a. (a) prior to any consideration of the matter at the meeting, disclose the interest and general nature thereof;
- a. (b) not take part in the discussion of, or vote on any question in respect of the matter; and
- a. (c) not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

8. If during the meeting a matter arises in which a Director determines they have a conflict, that member shall immediately declare such conflict and refrain from taking part in the discussion of, or vote on any question in respect of the matter, or attempt in any way to influence the voting

on any such question.

Conduct of Directors

9. No Director shall:
 - a. (a) use offensive words or unparliamentary language in meetings of the Board or against any other person present;
 - a. (b) speak on any subject other than the subject in debate;
 - a. (c) criticize any decision of the Board except for the purpose of moving that the question be reconsidered;
 - a. (d) speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender identity, gender expression, sexual orientation, age, colour, marital status, family status or disability;
 - a. (e) disobey the rules as set out in this policy or a decision of the Chair on questions of order or procedure as set out in this policy or resolution of the Board, or upon the interpretation of the rules of the Board.
10. If a Director persists in disobedience after having been called to order by the Chair, the Chair shall order them to leave the meeting of the Board.
11. Directors shall conduct themselves in accordance with the Code of Conduct and any other Board policy that may be approved.

Rules of Debate

12. Every Director, before speaking to a question or motion shall first receive recognition from the Chair.
13. When a Director wishes to speak to any question, motion or item, they shall in an orderly fashion attempt to obtain the Chair's attention to indicate that such Director wishes to speak, and the Chair shall keep a list of those members who have so indicated a desire to speak. The Chair shall then recognize the Directors who wish to speak in the order in which their intentions have come to the Chair's attention and appear on the list.
14. When a Director is speaking, no other Director shall pass information between any Director or the Chair, or interrupt that Director except to raise a point of order.
15. A Director may require the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a Director who is speaking.
16. No Director shall speak more than twice to the same question or motion without leave of the Chair, except to explain a part of his or her speech, which the Director feels may have been misunderstood, but in no instance, shall the Director be permitted to introduce any new matter. Notwithstanding, a reply may be made by the Director who has presented a motion to the Board,

following the conclusion of the speeches of the other members.

17. No Director shall speak to the same question or motion, or in reply, for more than ten minutes, without leave of the Chair.

18. After a question is put by the Chair, no Director shall speak to the question nor shall any other motion be made until after the vote is taken and the result has been declared.

19. If a Director considers that a ruling by the Chair is not in order, an appeal may be made. When challenged, the Chair may give a brief explanation of the ruling and ask the Directors "Is the ruling of the Chair upheld?" In the event of a tie vote, the ruling is upheld. The decision of the Board under this Section is final.

20. The Chair may suspend Bourinot's Rules of Order or these rules of debate, at any time, for the purposes of encouraging more lively debate in order to build consensus around a particular topic.

Motions

21. No Member shall introduce any item to the Board for its consideration unless:

- a. (a) The item relates to a matter on the Agenda for that Meeting; or
- a. (b) The matter is of an urgent nature; or
- a. (c) Leave is granted on a two-thirds majority vote.

22. A motion shall be moved and seconded before being discussed or being put to a vote.

23. After a motion has been moved and seconded, it may be withdrawn by the mover at any time before a vote is taken.

24. A motion properly before the Board for decision must receive disposition before any other motion can be received, except motions;

- a. (d) to adjourn;
- a. (e) to amend;
- a. (f) to refer;
- a. (g) to suspend the rules of procedure;
- a. (h) to table the question;
- a. (i) to vote on the question.

25. A motion to adjourn the meeting may be made at any time except;

- a. (j) when a Member is speaking or during the taking of a vote;
 - a. (k) when the question has been called;
 - a. (l) when a Member has already indicated to the Chair that he or she desires to speak on the question.
26. When a motion to adjourn the meeting is denied, the motion to adjourn cannot be made again until the Board has conducted further proceedings.
27. A motion to amend:
- a. (a) shall be relevant to the question to be decided;
 - a. (b) shall not be received if it in essence constitutes a rejection of the main questions; and
 - a. (c) only one motion to amend such amendment shall be permitted, and any further amendment shall be made to the main question.
28. No question shall be considered more than once at a meeting of the Board.

Voting on Motions

29. A motion shall be deemed to have been carried when a majority of the Directors present and voting have expressed their agreement with the question.
30. When the Chair is satisfied that a question contains distinct proposals, he or she may divide the question or upon the request of a Director, in which case the vote upon each proposal shall be taken separately.
31. When a recorded vote is requested to be taken by a Director the Chair shall call for those Directors in favour to raise their hand at which time their names shall be recorded in favour of the motion. Following completion of the recording, the Chair shall call for those Directors opposed to all raise their hand, at which time their names shall be recorded voting in opposition.
32. On any question on which there is a tie vote, including the Chair's vote, the motion shall be deemed to have been lost, except regarding procedural rulings of the Chair (article 19).

Action Register

33. The Action Register shall contain tasks assigned by the Board to either the Executive Director or a Board committee. All such tasks shall be assigned via motions.
34. The Action Register shall contain each task's motion, motion date, the person/body responsible for the task, the scheduled reporting meeting and task status. The Action Register shall be maintained by the secretary, who shall coordinate scheduling of reports related to assigned tasks,

and distribute an updated version with each Board agenda.

35. Once items are complete, they shall be removed from the Action Register

Closed Meetings

36. A meeting of the Board, or part thereof, may also be closed to the membership if the subject matter being considered relates to:

- a. (d) personal matters about an identifiable individual, including Directors, members, employees and consultants;
- a. (e) labour relations or employee negotiations;
- a. (f) litigation or potential litigation, including matters before administrative tribunals, affecting the board or its agents;
- a. (g) advice that may be subject to solicitor-client privilege, including communications necessary for that purpose;
- a. (h) advice for the purpose of educating or training of the Directors.

37. No persons other than Directors and those persons authorized by the Board from time to time as contained in Board Policy, or otherwise authorized by the Chair, shall attend closed meetings of the Board, and all other persons shall vacate the meetings if requested to do so by the Chair.

38. Matters discussed in closed meetings shall not be discussed outside of such meetings, except at the discretion of the Chair.

COMMITTEE PRINCIPLES

The OAPSB Board of Directors uses a “committee of the whole” approach to governance. There are no standing committees. Ad hoc committees are formed for specific purposes and timeframes when circumstances dictate.

The board may establish committees to help carry out its responsibilities.

1. Board committees are to help the board do its job. Committees will assist the board chiefly by preparing policy alternatives and implications for board deliberation.
2. Board committees shall not speak or act for the board except when formally given such authority for specific and time-limited purposes.

3. When a board committee is used to monitor organizational performance in a given area, the same committee will not be used to help the board create policy in that same area.
4. Board committees shall not exercise authority over staff. The Executive Director supports the work of the board, and its committees as assigned by the board.

BOARD MEMBER'S CODE OF CONDUCT AND ETHICS

1. Board members must represent the interests of the membership free of conflict of interest. This accountability supersedes any conflicting loyalty such as to advocate for interest groups or other outside organizations. This accountability supersedes the personal interest of any Board member acting as a consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. This includes:
 - No direct or indirect self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access.
 - Use of their positions as Board members to obtain for themselves, family members or business associates, direct or indirect employment or contracts with the organization.
 - Board members will not be considered for employment within the organization.
3. Board members may not attempt to exercise individual authority over the organization.
 - a) Board members' interaction with the Executive Director or with staff must recognize that authority rests with the Board and not with any individual board member or group of board members unless explicitly set out by the full board.
 - b) The Chair of the Association is the spokesperson for the Board. Board members' interaction with the press should be limited to referral to the Chair who will speak on behalf of the Board and only reflect that which is consistent with approved Board position and/or set forth in board policies.
 - c) Board members will make use of the approved Board process to provide input to the performance of staff.

4. As a condition of board membership, each Director is required to sign the following Code of Conduct. A copy of a signed Code of Conduct will be kept at the OAPSB office and each Director will receive a copy of the signed Code of Conduct for their files.

OAPSB Board of Directors' Code of Conduct

The principles underpinning OAPSB's Code of Conduct for Directors are: integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence.

1. Board members shall discharge their duties loyally, faithfully and impartially.
2. Board members shall attend and actively participate in all board meetings.
3. Board members shall not interfere with management staffs' operational decisions and responsibilities or with the day-to-day operation of the association.
4. Board members shall keep confidential any information disclosed or discussed at a meeting of the board.
5. No board member shall purport to speak on behalf of the board unless he or she is authorized by the board to do so.
6. Board members shall discharge their duties in a manner that respects the dignity of individuals and in accordance with the Human Rights Code and the Charter of Rights and Freedoms (Canada).
7. Board members are selected to represent the full membership in an open and transparent manner and shall not use their office to advance their personal interests or the interests of any single faction of the OAPSB's membership or organization/business with whom or with which they are associated.
8. Board members shall not use their office to obtain employment with the association for themselves or their family members. For the purpose this subsection, "family member" means the parent, spouse or child of the person.
9. Board members shall refrain from engaging in conduct that would discredit or compromise the integrity of the board, failure to do so will result in sanctions or removal from the Board.
10. Board members shall uphold the letter and spirit of the Code of Conduct and shall discharge their duties in a manner that will inspire OAPSB members' confidence in the abilities and integrity of the board.
11. The Board is a team. The place to debate Board decisions is in the boardroom during Board meetings when the item is up for discussion. After the matter is voted on, all Directors are expected to get behind that decision and champion its implementation, regardless of their residual views.
12. Directors are expected to be ambassadors of the OAPSB by actively: recruiting OAPSB members, participating at OAPSB events, promoting OAPSB event sponsorships, and participating at OAPSB zone meetings. Lobbying members

contrary to Board decisions, for whatever reason, or presenting OAPSB in a negative light, will not be tolerated.

13. The Board annually evaluates the Executive Director. If a Director has a concern about something staff are doing, or are not doing, they are to first contact the Executive Director to confirm the accuracy of their concern and attempt to informally resolve the matter. If the concern persists, the Director is to request that the Chair put the matter on the next Board meeting agenda, for resolution. At no time is any Director to make disparaging remarks about staff to anyone, including the Chair, except during an in-camera Board meeting where staff performance is on the agenda. Such comments would be highly unprofessional and reflect badly on the entire OAPSB Board, and will not be tolerated – particularly if such comments turn out to be unfounded, frivolous or vexatious.

14. If the board determines that a board member has breached the Code of Conduct, the board shall record that determination in its minutes and may:
 - (a) require the member to appear before the board and be reprimanded;
 - (b) remove the member from the Board including the option of disqualifying the member from any further opportunity to participate on the Board.

I acknowledge that I have read and understand this Code of Conduct. I will uphold the principles and abide by the provisions within this code and understand and agree to respect any decisions made pursuant to Section 11 of the Code of Conduct relating to breaches of its provisions.

Director's Signature

Date

EXPENSE POLICY

Board members and staff shall be reimbursed reasonable expenses for attendance at Board of Directors' meetings and committee meetings as an OAPSB representative.

Reimbursement of Board member and Executive Director expenses requires approval by either the Chair or other Officer, as appropriate. Reimbursement of expenses incurred by other staff members requires Executive Director approval. Individuals cannot approve their own expense claims.

- **OAPSB Event Registration Fees:** OAPSB shall register and cover registration fees for Directors, rather than their home boards. This does not apply to Zone meetings or events.

- **Accommodation:** After Board meetings, at the hotel as determined by the Board. Board members who wish to stay elsewhere, at a higher cost, shall make their own accommodation arrangements and may be reimbursed the equivalent accommodation cost of the approved OAPSB facility for one night. Receipt required. Board members who can reasonably travel on the day of the meeting shall do so to reduce Board member expenses.
- **Meals/Sundry:** Board members shall be reimbursed up to \$60.00 per calendar day for meals and sundry. Receipt(s) not required.
- **Air/Train/Bus:** All reasonable travel expenses shall be reimbursed by the Association. Members are encouraged to take advantage of travel discounts that may be available through early booking. Receipt(s) required.
- **Automobile:** Members travelling by car shall be paid .52 cents per kilometer traveled, effective April 23, 2008. The total reimbursement for automobile shall not be more than the amount that would normally be payable for air travel.
- **Taxi:** All expenses reimbursed. Receipt(s) required.
- **Parking:** All expenses reimbursed. Receipt(s) required.
- Board members shall use the approved Business Expense Claim Form available from the Board office.
- Board members are asked to please try to ensure that the HST number is on all receipts.

Special circumstances requiring reimbursement over and above and the entitlements stated above shall require approval of the Board of Directors. All receipts must be received for full reimbursement. The last day to submit eligible expenses for the previous year is January 31st.

ON-BOARDING

The OAPSB Board of Directors aspires to exemplify good governance to its members, by leading by example. That example starts with On-boarding. The aim of On-boarding is to ensure Directors have a thorough understanding of:

- The OAPSB Governance System, including the roles of the four OAPSB components and how they are interconnected: Membership as Owners, Board of Directors, Corporation, and Membership as Clients
- Director's key reference material:

- OAPSB Letters Patent (i.e. the Organization’s legal status and mandate)
 - OAPSB By-law
 - OAPSB policies
 - OAPSB Strategic Plan
 - OAPSB Calendar of Events
 - OAPSB budget
 - Board agendas and minutes
- Highlights of important expectations of Directors
 - The Code of Conduct

Directors are required to complete the On-boarding program prior to voting in OAPSB Board meetings, and to indicate completion by signing the following statement:

“I confirm that I have read and understand the OAPSB On-boarding Program and the associated on-line documents. I have asked any questions I had of the Chair and/or staff, and I am satisfied with the responses. I understand and fully accept my responsibilities, obligations and limitations as an OAPSB Director, and am committed to working within the OAPSB governance system. I am ready to fully discharge my duties as an OAPSB Director.”

While all Directors are responsible for maintaining their own knowledge of OAPSB issues, as leader of the Board, the Board Chair is ultimately responsible to ensure that Board members undergo the On-boarding program and subsequently remain aware of their responsibilities and key governance issues, and follow the code of conduct. It is the Chair’s responsibility to bring breaches of the code of conduct by any Director to the Board’s attention for remedial action in accordance with Board Member’s Code of Conduct and Ethics policy, including removal where deemed warranted.

BOARD EVALUATION

The purposes of Board evaluation are:

1. To continuously improve the overall effectiveness of the Board
2. To enhance communication and a sense of team among Directors.

This evaluation is not for external reporting or to evaluate individual. Rather, it is a self-assessment by Board members of how they are working as a team. The Board assessment is anonymous; individual input to the evaluation will not be identified.

It is the Chair’s responsibility to ensure that each Director complete the following assessment annually and provide it to staff, prior to the last Board meeting before the

Annual General Meeting. Staff will summarize the anonymous results and report them at that Board meeting.

The evaluation questions shall be:

	Board Evaluation Item	Strongly Agree	Agree	Not Sure	Disagree	Strongly Disagree
1	Directors have a good understanding of the Board's role.					
2	There is a clear understanding of the roles of the Board and of the Executive Director.					
3	The Board creates, revises and issues written policies in the areas where it should.					
4	The Board sets strategic direction for the Executive Director.					
5	The Board creates adequate performance goals to hold the Executive Director accountable.					
6	The Board has effective relations with the Executive Director.					
7	Board reports contain the correct amount and type of information to allow Directors to prepare for the meetings and collectively make informed decisions.					
8	The Board spends enough time at meetings on strategic and planning issues.					
9	Directors receive adequate financial information in a useful format.					
10	Directors are comfortable asking questions about financial matters during Board meetings.					
11	Board discussions are relevant to the role of the Board.					
12	Board meetings are chaired in a manner that creates full participation and the development of necessary consensus.					
13	Board members do not violate the confidentiality of in-camera discussions.					
14	Records of meetings are clear and accurate.					
15	All Board members prepare adequately for meetings.					
16	The length of Board meetings is appropriate to accomplishing the Board's tasks.					
17	The Chair conducts meetings in an effective manner.					
18	The Chair facilitates interactive team decision-making.					
19	The Chair abides by the rules as set in policy.					
20	The Chair ensures that the follow up and action items are monitored and reported upon.					
21	The Chair ensures that Board members receive on-boarding as outlined in the Policy Manual.					
22	Directors speak with one voice.					
23	Directors are active, positive ambassadors of OAPSB.					
24	The Chair ensures that the Board enforces its conflict of interest and code of conduct policies.					
25	The Board carries out its role effectively.					

Additional Comments:

BOARD-CORPORATION LINKAGE

DELEGATION TO THE EXECUTIVE DIRECTOR

The Board's job is to establish outcomes and limitations policies, leaving implementation, management, administration in achieving those outcomes, within those limitations, to the Executive Director.

Limitations policies set out the Executive Director's authority to act within acceptable boundaries of prudence and ethics.

All board authority delegated to staff is delegated through the Executive Director.

1. The Executive Director is authorized to make all decisions, take all actions and develop all activities which are true to the board's goals, directions, business plan and policies.
2. The official spokesperson for the OAPSB Corporation is the Executive Director, as part of his/her advocacy role. The Executive Director will ensure that Corporation's messages are aligned with the messages of the Board of Director's spokesperson (the Chair).
3. The Board will respect the Executive Director's choices so long as the delegation continues, but may by policy "undelegate" such authority.
4. No individual board member, officer or committee has authority over the Executive Director. Information may be requested, but if such request, in the Executive Director's judgement, requires a material amount of staff time that will effect other priorities, the Executive Director may suggest alternatives or suggest the request be referred to the Board for possible reallocation of priorities and timing.
5. The Executive Director may not perform, allow or cause to be performed any act which is contrary to explicit board policy.
6. The Executive Director shall report to the Chair and the Board in writing any external paid work (i.e., work he or she is performing in a personal capacity and not as a representative of OAPSB) involving member boards within 15 days of agreeing to undertake such work. Such written notice shall note any potential conflicts of interest.
7. Should the Executive Director violate a board policy, s/he shall immediately inform the board, who will discuss the nature of the violation and determine if corrective or disciplinary action is warranted.

As the Board’s single official link to the operating organization, the Executive Director is accountable for all organizational performance and exercises all authority delegated to the organization by the Board. Executive Director performance will be considered to be synonymous with overall organizational performance. Consequently, the Executive Director’s performance shall be evaluated on an annual basis, according to approved Board policy and procedure, which will include the establishment of set goals and performance measures.

The Executive Director shall not be the cause of, or knowingly allow any violation of commonly accepted business practices and professional ethics within the Not-for-Profit or Association sectors.

EXECUTIVE DIRECTOR PERFORMANCE EVALUATION

Process Notes: The Board as a whole is responsible for the annual evaluation of the Executive Director, while the Chair is responsible to ensure that the Board fulfills this obligation. Using the form below, the evaluation addresses performance from AGM to AGM. It is informed by the Executive Director’s reports at Board meetings as well as the Board’s response to those reports.

The Board-approved evaluation shall be provided to the Executive Director prior to the AGM which concludes the reporting period, and the entire Board and the Executive Director shall discuss the results prior to that AGM. The evaluation shall not comprise any goals not established at the beginning of the reporting period (with the exception of any goals established by mutual agreement during the reporting period), nor shall it comprise any evaluation factors not identified in this form. The Board may revise this from by way of motion for any subsequent reporting period. Annual and multi-year goals shall be established/confirmed at the first Board meeting after the AGM. Multi-year goals shall still be evaluated annually.

Accordingly, there should be no surprises.

Section 1: Achievement of Goals from last review period.			
Description of Goal & Evaluation Metrics	Exceeded Expectations	Met Expectations	Needs Improvement
Goal 1:			
Goal 2:			
Goal 3:			

Section 1: Achievement of Goals from last review period.

Description of Goal & Evaluation Metrics	Exceeded Expectations	Met Expectations	Needs Improvement
Goal 4:			

Comments regarding Goal Achievement

Section 2: Leadership

Please rate the Executive Directors mastery of modeling core values and mission, vision, continuous improvement, empowering others, and community leadership.	Exceptional	Good	Improvement Needed	Unacceptable	Don't Know
Modeling Core Values:					
<ul style="list-style-type: none"> Clearly articulates and models the organization's values and mission to the staff, board, members, provincial government and other stakeholders 					
<ul style="list-style-type: none"> Leads staff in maintaining a climate of excellence, accountability and respect 					
Vision:					
<ul style="list-style-type: none"> Shares his/her vision for OAPSB and inspires visionary thinking and action in others consistent with the mission 					
Continuous Improvement:					
<ul style="list-style-type: none"> Seeks, evaluates and acts upon opportunities for innovation to change, grow and improve the organization 					
<ul style="list-style-type: none"> Actively seeks opportunities for self-improvement and personal growth 					
Empowering Others:					

Section 2: Leadership					
Please rate the Executive Directors mastery of modeling core values and mission, vision, continuous improvement, empowering others, and community leadership.	Exceptional	Good	Improvement Needed	Unacceptable	Don't Know
<ul style="list-style-type: none"> Empowers the board and staff through sharing information and authority 					
<ul style="list-style-type: none"> Develops leadership skills in staff through delegation and sharing management and decision-making responsibilities 					
<ul style="list-style-type: none"> Inspires others by recognizing and appreciating individual contributions and excellence across the organization 					
Community Leadership: <ul style="list-style-type: none"> Identifies, develops, and maintains the key relationships among the membership and stakeholders necessary to support an effective organization 					
Comments regarding Leadership					

Section 3: Management Performance					
Evaluation of the Executive Directors performance in the following management areas of human resources, financial, philanthropy/fund development and governance:	Exceptional	Good	Needs Improvement	Unacceptable	Don't Know
Human Resources: <ul style="list-style-type: none"> Recruits, develops and retains a capable staff and manages its performance effectively through clear job descriptions, periodic feedback, training, and performance reviews 					
Finance: <ul style="list-style-type: none"> Works with the staff, finance committee and the board to prepare budgets, monitor progress, and initiate changes (to operations and/or to budgets), as appropriate 					

Section 3: Management Performance

Section 3: Management Performance					
Evaluation of the Executive Directors performance in the following management areas of human resources, financial, philanthropy/fund development and governance:	Exceptional	Good	Needs Improvement	Unacceptable	Don't Know
Members Services <ul style="list-style-type: none"> Achieves member needs and satisfaction through effective delivery of member services such as training and networking events and advocacy 					
Comments on Management Performance					

MANAGEMENT LIMITATIONS

TREATMENT OF MEMBERS

With respect to treatment of members, the Executive Director will ensure the organization operates so that all members are treated fairly and in a dignified manner. In the course of providing advice to members, the Executive Director shall:

- Reference the applicable provincial statute or regulation, or OAPSB policy or AGM resolution that applies to their concern
- Not portend to provide legal advice
- Not pass judgement on any member board's issue, either in favour or against the member board's position
- not assist in any investigation of a member board or individual board member by an legislative oversight body or other government authority, beyond providing fact-based responses to investigators' inquires;
- Not provide specialized service in his or her capacity as Executive Director or OAPSB representative to any single member board
- Connect the member board with the applicable provincial authority and/or professional advisory services most suited to helping resolve their issue
- Not speak to the media about any member board's issue, without their permission, until after matter has been resolved
- Treat the resolution of the matter as a learning opportunity for all members

The Executive Director will work to protect confidentiality of information or privileged information.

This will also apply to those stakeholders outside of the actual membership, for whom service and information is provided.

TREATMENT OF STAFF

The Executive Director shall work to ensure conditions are humane, safe, fair and dignified for both paid staff and volunteers of the organization.

The Executive Director shall not allow violation of any legislative standard including The Ontario Human Rights Code, The Employment Standards Act, The Employment and Pay Equity Program of Ontario and the Health and Safety Act.

RESPECT IN THE WORKPLACE - Anti-Harassment and Anti-Violence Policy

Published separately

COMPENSATION AND BENEFITS

Employment, compensation and benefits to employees, consultants, contract workers and volunteers shall be budgeted for, and have regard for the long term fiscal integrity of the organization.

Accordingly, the Executive Director shall not:

1. Change her/his own compensation and benefits as established by the board.
2. Negotiate or establish current compensation and benefits which:
 - a) Deviate materially from the geographic or professional market for the skills employed in like organizations.
 - b) Create obligations over a longer term than revenues can reasonably and accurately be projected, without specific ratification by the board.
3. Establish deferred or long term compensation and benefits which:
 - a) Cause unfunded liabilities to occur, or in any way commit the **Ontario Association of Police Services Boards** to benefits, which incur unpredictable future costs.
 - b) Provide less than some basic level of benefits to all full-time and regular part-time employees, although differential benefits to encourage longevity in key employees are not prohibited.

OFFICE CLOSURE

The office shall be closed during any absence of the Administrator, such as leave or illness.

FINANCIAL PLANNING

With respect to financial accountability and planning, the Executive Director must protect the fiscal integrity of the organization.

Accordingly, s/he shall budget in a manner which:

1. Contains enough detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails and disclosure of planning assumptions.
2. Seeks the approval of the Board of Directors for expenditures planned outside of the current fiscal year.
3. Does not deviate materially from board-stated priorities in its allocation among competing budgetary needs.
4. Does not jeopardize the integrity of key service priorities set by the board.

FINANCIAL CONDITION

With respect to the ongoing condition of the Ontario Association of Police Services Boards' financial health, the Executive Director shall not cause or allow the development of fiscal jeopardy.

Accordingly, s/he shall not without approval of the Board of Directors:

1. Shall not authorize any payments exceeding \$10,000.00 unless preauthorized by the Board.
2. Shall not authorize payment of his/her own invoices or expenses.
3. Expend more funds in the fiscal year to date than have been received in cash flow, cash advances, or are provided for in the authorized line of credit.

4. Use any long-term reserves.
5. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
6. Allow actual allocations to deviate materially from board priorities.
7. Shall not authorize a line of credit.
8. Not use association funds to support any single political party within the Province or Federally, either by direct contribution or through the purchase of tickets for political party events.

INVESTMENT POLICY

Purpose

To establish guidelines, governing the temporary investment of OAPSB funds.

Scope

These policy guidelines are applicable to all funds managed by the OAPSB.

Investment Guidelines

Portfolio Objectives:

The portfolio will consist of temporary cash balances, which may accumulate from time to time until the company shall dispose of such funds. Funds will be invested in such a way as to provide for the highest level of safety of principal and liquidity. Subject to the constraints imposed by the above, funds will be invested in such a way as to maximize the overall return on the portfolio.

Asset Mix:

Investments will always be limited to money market securities with a maturity of twelve months or less. The majority of the funds will be invested in 30, 60, and 90-day money market investments.

Implementation:

Temporary investments need not be held to maturity but may be bought and sold to maximize return whenever deemed appropriate in accordance with overall prudent management of the association's financial position.

Eligible Investments:

Investments may be made in:

- Government obligations (i.e. Treasury Bill Notes, Debentures and/or Bonds) issued directly or indirectly by the Federal government or an agency (Canadian) or any of the provinces that hold appropriate credit ratings.
- Canadian Chartered Bank Securities, being Bearer Discount Notes, Deposit Receipts, Term Notes, Certificates of Deposit, Bankers Acceptances, and short term bonds.

Investment Limits:

The purchase of any securities carrying a credit rating below Single A for bonds or A1/R1 for commercial paper will account for a minimum of 90% of the investments. Investments of appropriate credit quality may be made subject to the following limits:

Application:

This investment policy will be implemented, and monitored by the Secretary-Treasurer of OAPSB in consultation with OAPSB staff and/or the Executive Committee of the Board, as necessary.

ASSET PROTECTION

With respect to proper stewardship of the Ontario Association of Police Services Boards' assets, the Executive Director shall not risk losses beyond those necessary in the normal course of business.

Accordingly, s/he shall:

1. Insure related property, premises and activities against property/liability losses and insure board members and staff against liability losses arising from their Board related duties and activities.
2. Work to protect the Ontario Association of Police Services Boards, its Board of Directors or its staff from claims of liability.
3. Limit any purchases or make economic commitments to a maximum of \$5000 including:
 - a) single purchases of goods or services
 - b) rentals of equipment or premises, considering total contract value, or in the case of month-to-month rentals, one year's rent.
4. Not transfer funds within the budget from one line to another, without Board approval.

5. Ensure that all cheques written on the accounts of the Association have at least two signatures of the Board. Signing officers for the Association will be named by resolution of the Board of Directors on an annual basis.

EXECUTIVE SUCCESSION AND CONTINUITY OF EXECUTIVE SERVICES

In order to protect the Board from loss of Executive Director services, the Executive Director shall try to ensure that one staff member is familiar with board and Executive Director issues and processes, and will establish appropriate records and documentation, which will facilitate continuity of operations.

COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the board, the Executive Director shall endeavour to insure the board is well informed.

Accordingly, s/he shall:

1. Inform the board of relevant trends, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
2. Gather staff and external points of view, issues and options and advice as needed for fully informed board choices.
3. Inform the board on program changes or staff changes related to services offered to members.

RETENTION AND DESTRUCTION OF RECORDS OF THE OAPSB

The purpose of this policy is to regulate the retention and destruction of records of the OAPSB. The records retention policy applies to all records of the OAPSB, whether paper or electronic. It is designed to reduce the volume of active and dormant records

and eliminate inactive record holdings. This policy assumes the Association's records are also maintained in full compliance with all applicable law.

Of paramount consideration is the need to achieve efficiency and economy of space, equipment and staff through the destruction of records that are no longer in use and the systematic transfer of records to dormant storage, which is provided by the Toronto Police Services Board. Every effort will be made to preserve records of a historical or noteworthy value.

The collection and destruction of all records including personal information conforms with the requirements of the Municipal Freedom of Information and Protection of Individual Privacy Act and associated regulations.

It is the responsibility of the Executive Director to ensure that the retention schedules outlined below are followed; that a records inventory is maintained in accordance with this policy; that a record of destroyed files is maintained; that historical and noteworthy records are noted and archived; and that personal information is destroyed.

Retention schedule:

- Financial records shall be retained for 7 years.
- Board minutes shall be kept for 5 years.
- Corporation minutes shall be kept indefinitely.
- All other records shall be kept for 2 years.

ZONES

ESTABLISHMENT OF ZONES

Pursuant to By-law No. 1, the membership of the Association shall be organized into the following geographical Zones:

- Zone 1 (north-west)
- Zone 1A (north)
- Zone 2 (east)
- Zone 3 (central-east)
- Zone 4 (south-east)
- Zone 5 (central-west)
- Zone 6 (south-west)

Each Zone is comprised of the Members whose police services boards reside in that geographic area.

The purpose and mandate of the Zone is to provide a forum for:

- (i) the Members in the Zone to discuss and share information that is relevant to the Members in the Zone or the Association generally; and
- (ii) the provision of education sessions for the Members in the Zone.

Capacity and Powers of Zones

For greater certainty, the Zones are not separate corporations, entities, associations, or legal persons, and have no separate or autonomous powers, capacities or authority within the Association or otherwise at law. The activities and procedures of the Zones are limited to those as is expressly set out in this Policy or in any subsequent policy passed by the Board from time to time. Without limiting the generality of the foregoing, the Zones do not have any authority or power to open of bank accounts, enter into contracts, lobby governments or other organizations or make any public statements regarding policing, government policy or the Association's business. However, notwithstanding the foregoing, the Zones, through the Zone Chair, may send communications to the Members in their Zone regarding the business of the Zone and the Association generally.

Zone Chair

At the first meeting of a Zone following the OAPSB Annual General Meeting of Members, the Zone Members present at such meeting shall elect a Zone Chair who may or may not be a person who is currently serving as a director of the OAPSB Board. The Zone Chair shall:

- (i) establish the agenda for and preside over the meetings and events of the Zone (or appoint someone to act in their stead in their absence);
- (ii) prepare and request OAPSB Board approval of the annual Zone budget;
- (iii) be responsible for the submission of expense reimbursement requests to the Executive Director or his/her delegate; and
- (iv) carry out such other duties as may be prescribed by policy from time to time.

The Zone Chair may be assisted by other members of the Zone appointed by the Chair or the Zone for such purposes.

A Zone may, at any meeting, elect a new Zone Chair if there is a vacancy in such position for any reason.

ZONE PROCEDURES

Subject to the *Police Services Act* and any other OAPSB Policy, Zones shall establish their own meeting procedures, and hold and conduct their meetings pursuant to those procedures

ZONE FINANCES

Each Zone may seek voluntary contributions for the funding of their meetings and events from the Members in their Zones. All such contributions must be paid to the Association. The Association will adopt and implement such processes and procedures as are necessary or desirable to hold and account for such contributions so that such funds remain earmarked for activities of the Zone Activities and to ensure that such amounts are not used for the Association's general business, unless so authorized by that Zone.

Each Zone shall prepare a calendar-year budget each calendar year by 1 October of the preceding year, for OAPSB Board approval, which identifies:

- the amount it shall collect from each Member Police Services Board in the form of Zone Dues
- the total amount it expects to collect in the form of Zone Dues
- the number of Zone meetings for the year
- the amount it expects to spend for each Zone meeting
- any other anticipated expenses

Each Zone Chair shall be responsible to ensure that expenses do not exceed contributions, in the budget and/or actual spending, unless pre-authorized by the OAPSB Board.

Each Zone Chair shall be responsible for the submission of Zone expense reimbursement requests to the Executive Director or representative for review and

consideration. Provided the reimbursement request conforms with policy and the authorized budget, all such requests shall be actioned by the Executive Director or representative. In the event a reimbursement request does not comply with policy or authorized budget, such request shall be denied. In the event of such denial, the Zone Chair may appeal the decision to the OAPSB Board.