

CRANBROOK HISTORY CENTRE

BOARD OF DIRECTORS’

GOVERNANCE MANUAL

**CRANBROOK HISTORY CENTRE BOARD’S GOVERNANCE MANUAL**

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**THE CRANBROOK HISTORY CENTRE BOARD OF DIRECTORS’ GOVERNANCE MODEL**

**INTRODUCTION AND OVERVIEW**

1. Organizations and their boards, to be effective, require the establishment of an effective governance model. Good governance is based on the legislative framework for the organization and a definition of the roles and responsibilities of the person(s) responsible for the organization. Typically, in Canadian society, a committee, board and/or council is established to provide for the governance of the organization. This group draws it authority from legislation, which gives it the power to act on behalf of the organization.
2. The CRANBROOK HISTORY CENTRE (CHC) is established pursuant to the Societies a Act of the Province of British Columbia. The Act provides for a board composed of various constituencies. The board is empowered to establish Bylaws and policies for the effective governance and conduct of the College within the constraints of the Act and other applicable statutes. The Board of Directors (the Board) for the CHC has developed and adopted a set of Bylaws in compliance with the Act. In addition, the Board has developed and adopted governance policies to guide its activities and the activities of the CHC.
3. The Board has determined that it will use Policy Governance as the framework to guide its role and function within the CHC. The Policy Governance model defines the responsibilities of the Board and the interface with its staff through the Office of the Executive Director. The focus of Policy Governance is on the important role of governance rather than on operational decisions and activities.

4. The responsibilities of the Board are as follows:

4.1. linking with the ownership

4.2. developing Ends Statements

4.3. developing Governance Process Policies

4.4. developing Executive Limitations Policies

4.5. establishing Board-Staff Relationship Policies

4.6. assuring executive/organizational performance

4.7. assuring the Board’s own performance

4.8. self-renewal

5. Linking with Ownership

5.1. Under the Policy Governance model, the Board serves on behalf of an identifiable “ownership” to which it first owes moral accountability. The staff, employees, volunteers and contractors along with the residents of the Region defined as the City of Cranbrook and the East Kootenays and included municipalities: To fulfill this responsibility, the Board must design mechanisms through which it can communicate with and listen to its ownership.

5.2. The Board also owes legal accountability to the Government of British Columbia through the Office of the Ministry responsible for such Societies. As such, the Board is responsible for ensuring that the CHC carries out its legal mandate; that is, what the CHC is required to do and not do by legislation and other relevant external agencies.

6. Ends Statements: Ends Statements are the core of the Policy Governance model. Policies identify what an organization believes, what it stands for and what it values. Ends Statements describe the purposes of the CHC and the results to be achieved. Within the Policy Governance model, Ends Statements identify the benefits to be achieved, the people for whom the benefits are intended and the costs of providing the benefits. The effective performance of the organization requires the development and regular review and improvement of Ends Statements.

7. Governance Process Policies

7.1. Governance Process Policies clarify the Board’s own role and functions. These policies are complementary to the legislation governing the CHC and the Board’s own Bylaws. Governance Process Policies describe how the Board will conduct its affairs as a Board.

7.2. Included within this set of Policies will be policies describing how the Board will assure its own performance. This performance assessment includes regular meeting assessment and the Board’s broader governance role as defined in its policies.

8. Executive Limitations Policies. Executive Limitations Policies describe the ethics and prudence boundaries or limits on acceptable staff activities, practices and methods. Executive Limitations Policies define what are unacceptable means for the Executive Director and through him the staff to pursue in the attainment of the Board’s Ends Statements. By defining that which is unacceptable, the Board leaves the Executive Director and staff to be creative and innovative in the achievement of the Board’s Ends Statements. Any reasonable interpretation of the Executive Limitations by the Executive Director is an acceptable interpretation of the policy.

9. Board-Staff Relationship Policies

9.1. Board-Staff Relationship Policies describe how the Board delegates its authority and power to the Executive Director who is the Board’s only staff employee. These policies define the Executive Director’s accountabilities for achieving the Ends Statements within the constraints of the Executive Limitations Policies.

9.2. Within the Board-Staff Relationship Policies the Board will address the mechanisms for assuring executive and/or organizational performance. Monitoring of executive and/or organizational performance is critical to good Policy Governance. Within the model, the Ends Statements and Executive Limitations Policies of the Board guide monitoring of performance. Thus, the Board will monitor only against the policies that it has established.

The foregoing summarizes the Policy Governance model adopted by the CHC. The remaining sections of the Board’s Governance Manual will provide the specific policies under each category. The Policy Governance model requires each Board member to become familiar with the contents of this Manual, the Board’s Bylaws and Board responsibilities as defined in legislation. To assist Board members and the Board, all of these components have been brought together within this Manual.

**LINKING WITH OWNERSHIP**

The ownership for the CHC is the residents within the region defined for the institution.

1. Linking with the ownership provides the Board with an opportunity:

1.1. to review the CHC’s accomplishments.

1.2. to ascertain the validity of the Board’s Ends Statements.

1.3. to determine the museum needs the community may require.

1.4. to develop supporters and advocates for the CHC.

1.5. to host community meetings in a central location which will meet the challenge of reaching its ownership, financial and otherwise.

1.5.1. A community meeting consists of individuals who can represent the different interests in the community. They include municipal, school, health, labour, business and media representatives. Additional sectors include but are not limited to economic, political, social and cultural life of the communities. These include the tourism, mining, forestry, education, health, seniors and/or similar groups from the region.

2. The Board will include a minimum of one community meeting in its Annual Calendar.

3. The Board will link with interest groups over a multi-year cycle.

4. The purpose of the meeting will be to address the following:

4.1. accomplishments

4.2. validation of Ends Statements

4.3. identification of new needs, programs and displays

4.4 advocacy

5. The Board will advocate on behalf of the CHC with appropriate representatives of the Municipal Provincial, and Federal governments.

6. The Board will maintain a linkage with the other museums and museum advocacy groups.

7. The Board will annually review its own performance in linking with its ownership

**ENDS**

Ends Statements: The effective performance and success of the organization requires the development and regular review and improvement of Ends Statements. Included within Ends Statements are the Mission, Vision and Value Statements that provide direction to the programs, services and activities of the institution. Other Ends Statements describe the benefits that are to be pursued in support of the foregoing foundation statements.

Mandate Statement refers any umbrella organization, legislative or statutory enabling statements that permit the CHC to exist and function. The Mandate Statement for the CHC is specified in the Societies Act and formally expressed through appropriate documentation. The Mandate Statement indicates that the CHC is to provide comprehensive:

1. Collection, preservation, curation and display of artifacts, archives and historical material pertinent to the community and region as a whole.

b) continuing education, training and significance of artifacts, archives and historical material;

1. maintenance of buildings and property necessary to house said artifacts, archives, displays and historical material
2. allow the scientific and cultural study of said artifacts, archives, and historical materials to academia, stakeholders and interest groups.

MISSION STATEMENT. The Mission Statement flows from the CHC’s “Mandate” and provides an interpretation of the Mandate Statements.

***Our Mission is: To attract tourism, research, and communicate the need to preserve our rich and diverse heritage and natural history and to enrich lives by its exposure.***

VISION STATEMENT. The Vision Statement, as used in this Manual, is a statement about how the CHC wants to be seen or understood by the ownership and stakeholders.

***Our Vision is: To be a spectacular museum, inspiring and enriching lives through the interaction with human and natural history of the region.***

VALUES STATEMENT. Values are the fundamental beliefs that shape the CHC’s culture and philosophy. We value excellence in everything we do: administration, collection, curation, display archiving and education.

***A Community-Centred Institution We value our donors, employees, volunteers and stakeholders and keep their needs and best interests foremost in any decisions we make.***

***Accountability We value fiscal prudence and accountability, and good stewardship of CHC resources. We endeavour to use our financial resources responsibly and deliver a wide variety of programs, displays and events for our community and tourism.***

***Diversity We value a culture of harmony and understanding that celebrates our heritage and diversity.***

***Ethical Behaviour We value a culture where individuals act ethically, conduct themselves with integrity and fairness, and practice open communication.***

***Flexibility We value flexibility and openness to change in our programs and services to meet the evolving needs of our communities.***

***Innovation We value creativity and innovation.***

***Positive Organizational Culture We value an organizational culture that operates in an open and honest manner, is based on mutual trust and respect, fosters creative and responsible risk taking, encourages innovative strategic thinking and affirms excellence.***

***Quality We value a visitor experience with the highest quality service, and historical experience***

***Sustainability We value financial, social and environmental sustainability.***

ENDS STATEMENTS In addition to the foregoing foundation Ends Statements, the Board has adopted the following Ends Statements. Taken together these Ends Statements provide direction to the staff through the Executive Director regarding the results to be achieved by the CHC.

The Executive Director, with the involvement of staff, is responsible for developing specific operational plans and performance indicators that support the intent of the following Ends Statements. In developing these operational plans, the Executive Director may use any reasonable interpretation of the Ends Statements developed by the Board.

As a result of the presence of Cranbrook History Centre, the East Kootenay region has:

***1. A museum staff who possess the knowledge, skills and attitudes to make a significant contribution to the local, provincial, national and global community of the historical values of the region.***

***2. An increased awareness and respect for all forms of diversity including, but not limited to natural and human history.***

***3. A valued partner that interacts effectively with local, regional, provincial, national and global communities in the museum setting.***

***4. A valued educational partner that attracts and interacts effectively with general academia and educational institutions.***

***5. A valued partner that contributes to the region’s economic, social, environmental, and intellectual well-being and development.***

***6. A museum that is attractive, efficient, productive, accessible and accountable.***

**I - GOVERNANCE PROCESS POLICIES**

***The objective of the Governance Process Policies is to assist the Board to carry out its role and responsibilities with effectiveness and with excellence. They describe how the Board will conduct its affairs as a Board and the style and approach it will use to support its governance role.***

**POLICY GP-1: GOVERNING STYLE**

1. The Board will govern with a style and manner which:

a) emphasizes an outward vision

b) provides strategic leadership

c) invites diversity in viewpoints

d) is based on collective decisions

e) embraces pro-activity

f) exemplifies ethical behaviour

g) articulates a clear distinction of Board and Executive Director roles

h) maintains accountability to its ownership

2. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as:

a) attendance

b) preparation for meetings

c) policy-making principles

d) full and open debate and discussion of policy issues

e) respect of roles

f) communications with one voice

g) continuity of governance capability

3. The Board will direct, control and inspire the organization through the careful establishment of Board policies reflecting the Board’s values and perspectives. The Board’s focus will be on the development, monitoring and review of its policies and not on the administrative or programmatic means of attaining these results.

4. The Board will create and maintain a cooperative and supportive relationship with its Executive Director.

5. The Board will welcome staff initiative and cultivate a sense of group responsibility.

6. The Board will support regular and ongoing Board development and continuous improvement including the orientation of new members in the Board’s governance model.

7. The Board will monitor and discuss the Board’s process and performance at each meeting. Attention will be given to ensure consistency with the principles of the Policy Governance model.

8. The Board will publicize the adoption of new Board policies or major changes to existing policies in order to invite specific input from the internal staff or community at a subsequent regular meeting if deemed necessary.

9. The Board will make minor amendments to clarify or improve its policies at any of its regular meetings. Individual Board members may submit amendments to the Chair or Executive Director Assistant by Agenda deadline. Proposals for improving the Board’s policies can be made by any person or group having an interest in these policies.

**POLICY GP-2: BOARD JOB DESCRIPTION**

1. The Board represents the public in determining and demanding appropriate institutional performance. The Board’s role and responsibilities in support of this objective are as follows:

a) linking with ownership

b) developing, monitoring and updating Ends Statements

c) developing, monitoring and updating Governance Process Policies

d) developing, monitoring and updating Executive Limitations Policies

e) developing, monitoring and updating Board-Staff Relationship Policies

f) assuring executive/organizational performance

g) assuring the Board’s own performance.

2. Board members are encouraged to attend and participate on various CHC program and advisory committees in an ex official capacity.

**POLICY GP-3: CHAIRPERSON’S ROLE**

The responsibilities of the Chairperson are, primarily, the integrity of the Board’s Governance Process and, secondarily, serving as spokesperson when required to outside parties.

1. The Chairperson is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in specifically authorized instances.
2. The Chairperson ensures that the Board and its members behave consistently with its own policies and rules and those imposed upon it by the Cranbrook History Centre, other applicable legislated statutes and its own Bylaws.

2.1. The Board will discuss only those issues that according to Board policy clearly belong to the Board to decide.

2.2. Deliberations will be fair, open and thorough, but also efficient, timely, orderly and kept to the point.

1. The authority of the Chairperson consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Staff Relationship policies, except where the Board specifically delegates portions of its authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.

3.1. The Chairperson is empowered to chair Board meetings with all the generally accepted power of that position consistent with the Board’s Bylaws and policies.

3.2. The Chairperson is empowered to represent the Board to outside parties in announcing Board-stated positions and instating Chairperson decisions and interpretations within the area delegated to her or him.

3.3. The Chairperson has no authority to supervise or direct the ED unless specifically directed by the Board in exceptional circumstances.

1. The Chairperson is to ensure the Vice-Chairperson is informed of current and pending Board issues and processes.
2. The Vice-Chairperson, in the absence of the Chairperson, shall preside at meetings of the Board.

**POLICY GP-4: ANNUAL BOARD PLANNING CYCLE**

1. To accomplish its responsibilities with a governance style consistent with the Board’s Governance Process policies, the Board will follow an annual agenda/calendar that annually addresses:

1.1. Board activities to link with its ownership

1.2. Board activities to address the Board’s role and responsibilities

1.3. reviews of the Board’s Bylaws and policies

1.4. measures to be taken to improve its performance.

2. Board education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year.

**POLICY GP-5: BOARD MEMBERS’ CODE OF CONDUCT**

1. Board members shall conduct themselves in accordance with generally accepted ethical standards for institutes of post-secondary education and in accordance with standards of conduct established in the Bylaws of the Board.

2. The Board and its members shall exercise appropriate decorum in their deliberations and actions.

3. Board members shall not attempt to exercise individual authority over any officer, employee, program, service or other function of the Cranbrook History Centre, but shall at all times confine the exercise of their authority within the limitations established through the Bylaws and Governance Manual of the Board. Board members have no individual authority to provide direction to employees, officers or volunteers of Cranbrook History Centre.

4. Other than the Chairperson, Board members may only speak on behalf of the Board when specifically authorized to do so. Board members shall refrain from commenting publicly on any matter of controversy or any unsettled or confidential matter affecting Cranbrook History Centre, including the staff or volunteers of CHC, unless expressly authorized to do so on behalf of the Board.

5. Board members shall be free to comment on matters of an informational nature to stakeholders in their community provided that they have taken the necessary steps to fully and completely inform themselves as to such matters.

6. Board members, to the extent reasonably possible, shall endeavour to make themselves available to stakeholders and members of the community to hear and discuss matters affecting the Cranbrook History Centre.

7. Board members shall observe the following protocol when approached individually by stakeholders of members of the community with a concern:

7.1. If the concern is a Board policy issue, the member shall refer the matter to the Chairperson of the Board for consideration and determination.

7.2. If the concern is of an operational nature, the member shall refer the matter to the Executive Director.

7.3. If the concern is raised by an employee, the member shall suggest that the employee contact, in the following order, their supervisor, then the Executive Director. If the employee is not prepared to take further action, the member shall advise the Executive Director and shall maintain such confidentiality and discretion as the member deems appropriate.

7.4. If the matter concerns the conduct of an employee, staff or member, volunteer or contractor, the member shall refer the matter to the Executive Director

7.5. If the matters concerns the conduct of the Executive Director, the member shall refer the matter to the Chairperson of the Board.

7.6. If the member refers the matter to the Executive Director or Chairperson of the Board, the member shall so inform the person who raised the concern.

7.7. Members shall not attempt to resolve concerns raised by stakeholders, staff, employees volunteers or contactors or any other person on their own initiative.

8. Board members shall endeavour to attend all Board meetings unless illness, family matters or other emergencies may intervene. Board members who fail to attend three consecutive regular Board meetings will be deemed to have resigned unless reinstated in accordance with Board policy or consensus of the Board.

9. All requests to attend meetings, conferences or activities on behalf of the Board must be approved by the Board.

10. Any Board member attending such an activity shall, at the option of the Board, present a report on the activity at the next meeting of the Board.

**POLICY GP-6: CONFLICT OF INTEREST**

1. Board members owe a duty of loyalty to the Cranbrook History Centre and the Board, which supersedes conflicting loyalties to other advocacy or interest groups or the personal interests of any Board member, including any interest relating to participation in the life of the Cranbrook History Centre as an employee, or volunteer.
2. Board members shall not seek to use their position for personal gain.
3. Appointed Board members who seek employment with the Cranbrook History Centre shall be required to temporarily withdraw from all Board activities until their application has been either accepted or rejected.
4. Board members shall not seek to use their influence to promote the employment of family,

friends or relatives with the Cranbrook History Centre.

1. Board members who seek to offer personal services to the Cranbrook History Centre or who wish to engage in any commercial transaction or to enter into any contract that would confer a benefit, either directly or indirectly, on such Board member, shall declare a conflict of interest in accordance with the Bylaws of the Board.
2. Board members shall not seek to use their position to obtain preferential admission to any program, service or activity of the Cranbrook History Centre for themselves or their family, friends or relatives.
3. Board members shall familiarize themselves with the Conflict of Interest provisions of the Bylaws of the Board and shall abide by them.

**POLICY GP-7: BOARD COMMITTEES**

1. The Board, by resolution, may establish a Board committee to carry out a function or responsibility of the Board as defined in the Act, Bylaws or Board policies.

2. Board committees will make their recommendations to the Board.

3. Once established, Board committees will have their terms of reference approved by a resolution of the Board. The terms of reference will include the following:

3.1. Purpose—a clear statement defining the role and function of the committee.

3.2. Committee status—a statement whether or not the committee is “standing” or “ad hoc” and if the latter, the expected length of time the committee is expected to serve.

3.3. Membership—the people to be appointed to the committee and their appointment term.

3.4. Chair—the process to select a chair for the committee.

3.5. Meetings—a statement on who will call meetings.

3.6. Rules of Order—a reference to the Rules of Order currently used by the Board.

3.7. The committee may reach decisions by consensus unless otherwise requested by a member of the committee.

3.8. Agenda—a statement regarding the assigned responsibility for the preparation of the agenda and its circulation.

3.9. Access—a statement indicating whom to contact should individuals wish to address the committee.

3.10. Minutes—a statement on the appropriateness and circulation of minutes and the submission of resolutions in writing to the Board.

3.11. Support—a statement regarding the level of support to be provided by Cranbrook History Centre.

4. The Chair and Executive Director shall serve as Ex-Officio members of all Board committees.

**POLICY GP-8: AUDITORS, COUNSEL, CONSULTANTS**

1. The Board may, by resolution, retain the services of individuals or firms consistent with legislation and regulations and the Bylaws and policies of the Board.

2. The Board may establish the terms of reference for such retainers including review dates for the renewal of such retainers.

**POLICY GP-9: EMPLOYEE, VOLUNTEER AND PUBLIC ACCESS TO THE BOARD**

1. Members of the Cranbrook History Centre community and the general public may attend the public sessions of the regular meetings of the Board of Governors.

2. At the discretion of the Chair, the Board may hear submissions from members of the Cranbrook History Centre Community and the public at large in the Public Session where possible, or the item may be referred to a Committee of the Board. Notice of any such submission must be made through the Secretary to the Board at least 5 business days before the meeting.

3. The Board will not take any action on any submissions before the Executive Director has had an opportunity to study the submission and make recommendations to the Board thereto.

4. Any presentation shall normally be limited to 15 minutes.

5. At the discretion of the Chair those making submissions and other visitors at a Public Session may in the discussion, offer points of information and ask questions on a specific submission.

6. The Executive Director advises the Board of dissenting opinion of consequence on recommendations he/she brings forward.

7. Notwithstanding any of the above at each public session, there will be an agenda item for a Public Input period. At the Chair's discretion, input may be accepted from the floor and questions may be responded to or referred to the Executive Director.

**II - POLICY TYPE: EXECUTIVE LIMITATIONS**

***Executive Limitations Policies are boundaries or limitations placed on the Executive Director and through him, on the staff. They indicate actions, behaviours and methods, which are not acceptable to the Board. They are expressed in the negative, thus empowering the Executive Director to undertake, that which has not been restricted by the limitation. The Executive Director may exercise any reasonable interpretation of the limitation.***

**POLICY EL-1: GENERAL EXECUTIVE CONSTRAINT**

The President/CEO will not cause or allow any practice, activity, decision or organizational circumstance which is either illegal, imprudent or in violation of generally accepted business and professional ethics.

The President/CEO will not:

1. deal with staff, volunteers, contractors and the community unfairly or in an egregious fashion.

1. discourage openness in the decision-making process.
2. compromise or deviate substantially from the Board’s policies.

1. risk fiscal jeopardy.
2. fail to follow generally accepted accounting and budgeting practices.
3. provide information and advice to the Board that is untimely, incomplete or inaccurate.
4. fail to maintain or protect the physical assets of the institution.
5. be in a conflict of interest.
6. impede the vision or prohibit the achievement of the Ends Statements of the Cranbrook History Centre.
7. fail to maintain and make available a Policy Manual for the operations and activities of

the Cranbrook History Centre.

**POLICY EL-2: PEOPLE TREATMENT**

The Executive Director will not deal inappropriately with staff, volunteers, contractors and the community.

The Executive Director will not:

1. operate without personnel procedures which clarify personnel rules, provide for effective handling of grievances and protect against wrongful conditions.

2. discriminate against anyone for expressing a dissenting opinion.

3. prevent staff from appealing to the Board when it is alleged that internal policies and appeal procedures have not been followed.

4. fail to institute processes to acquaint staff to a reasonable extent with their responsibilities and rights.

**POLICY EL-3: PLANNING**

The Executive Director may not impede the vision or prohibit the achievement of the Ends Statements of the Cranbrook History Centre.

The Executive Director may not develop plans which:

1. do not take into consideration the opinions of the Board and other relevant internal planning committees.

2. do not take into consideration regional demographic, economic and social trends.

3. do not take into consideration the views and opinions of employees, volunteers, employers, contractors and advisory committees.

**POLICY EL-4: BUDGET/FINANCIAL FORECASTING**

The Executive Director may not deviate substantially from the Board’s policies or fail to follow generally accepted accounting principles.

The Executive Director may not cause or allow fiscal forecasting which plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period, including any surplus or deficit carried forward from previous years.

**POLICY EL-5 FINANCIAL CONDITION**

The Executive Director may not allow the financial conditions at any time to incur fiscal jeopardy or compromise the Board’s policies.

The Executive Director may not:

1. plan to expend funds that will result in a deficit of more than 1% of the operating fund at the end of the year without prior Board approval.

1. prevent the Treasure from fulfilling his advisory role to the Board on all financial matters or other responsibilities established through a Board resolution.

1. settle legal claims exceeding anticipated liability or benefit to the Cranbrook History Centre for amounts in excess of $100,000 without first consulting with the Board and receiving its direction.

4. make any purchase:

4.1. without following prudent purchasing policies.

* 1. without ensuring that suppliers from within the Region have access to the CHC’s acquisition process.

4.3. that includes the solicitation and/or acceptance of gratuities by individual employees of CHC.

1. fail to advise the Board when the sum of all cash and investments falls below the equivalent of the monthly financial commitments (payroll, utilities, leases. etc.) of the CHC.

1. use the CHC’s funds to support other agencies or organizations unless in the direct interests of CHC.
2. issue tax receipts for donations acceptable to the CHC that do not reflect the fair market value of the gift.

**POLICY EL-6 COMMUNICATION AND COUNSEL TO THE BOARD**

The President/CEO will not provide information and advice to the Board that is untimely, incomplete or inaccurate.

The President/CEO may not: 1. neglect to submit monitoring data required by the Board.

2. neglect to inform the Board of anticipated adverse media coverage, actual or anticipated legal actions or changes in the assumptions on which a Board policy was established.

3. fail to advise the Board of concerns that the Board or Board members are not in compliance with Board policies on Governance Process and Board-Staff Relationship.

**POLICY EL-7 ASSET PROTECTION**

The Executive Director may not fail to maintain or protect the financial and physical assets of the institution.

The Executive Director may not:

1. fail to ensure sufficient control mechanisms are provided.
2. unnecessarily expose the organization, its Board or staff to claims of liability.

3. permit the use of CHC equipment or resources (telephone usage, data communications, facilities, tools and supplies) for personal gain or business.

**POLICY EL-8 COMPENSATIONS AND BENEFITS**

The Executive Director will not provide for compensation and benefits for employees that deviate materially from market.

The Executive Director may not:

1. change his or her compensation or benefits.

2. establish current compensation and benefits for employees which:

* 1. deviate substantially from the geographic or employment market for the skills employed.

2.2. deviate from the guidelines most recently provided by the Board of Directors.

* 1. compensate any employee beyond the terms of his/her individual contract or collective agreement by way of perquisites or special arrangements (personal loans, non-CHC travel and entertainment, gifting of CHC supplies and equipment).

**BOARD-STAFF RELATIONSHIP**

**POLICY SR-1: PRESIDENT/CEO’S ROLE AND RESPONSIBILITIES**

The Executive Director is accountable to the Board acting as a body. The Board will instruct the Executive Director through written policies.

The Executive Director’s responsibilities include the following:

1. accomplishing the Board’s Mission, Vision, Values and Ends Statements
2. operating the Cranbrook History Centre with prudence and in accordance with ethical standards established through the Board’s Executive Limitations Policies
3. carrying out other responsibilities pursuant to the Cranbrook History Centre, the CAMAL Foundation and any relevant legislation.

**POLICY SR-2: DELEGATION TO THE EXECUTIVE DIRECTOR**

The staff is accountable to the Executive Director. If the Board delegates authority to staff, it shall do so through the Executive Director.

1. The Board, through Board policy, will direct the Executive Director to achieve certain results, within approved budgets. The Board will limit the discretion the Executive Director and staff may exercise through Executive Limitations Policies.
2. The Executive Director may use reasonable discretion to interpret the Board’s Statements and Executive Limitations, to establish further policies and procedures, to make decisions, take actions and develop activities.
3. The Board may change Board policies and Executive Limitations and may expand or restrict the discretion given to the Executive Director. The Board will respect and support the Executive Director’s choices subject to the Board’s monitoring authority.
4. Decisions of the Board are binding upon the Executive Director, but instructions from individual Board members are not, unless the Board has specifically authorized an individual to instruct the Executive Director on behalf of the Board.
5. The Executive Director shall attempt to accommodate reasonable requests for assistance or information from members of the Board acting in their capacity as Board members, but may refuse any request for assistance or information from Board members or committees if unreasonable staff time or resources would be required, or if responding to such a request would be disruptive to the operation of the Cranbrook History Centre.
6. The Executive Director shall serve as the agent of the Board to receive the advice of the CAMAL Foundation, City Council, Government Agencies, the Columbia Basin Trust and other relevant agencies in those areas that are not the responsibility of the Board and will implement policies that these agencies has authority to establish.

**POLICY SR-3: MONITORING EXECUTIVE PERFORMANCE**

1. The Board will monitor the Executive Director’s performance against the Board’s End Statements and Executive Limitations Policies.
2. In monitoring the performance of the Executive Director, the Board may utilize such tools as periodic reports from the Executive Director to the Board, reports from external consultants or assessors, or direct inspections by the Board as a whole or by members of the Board appointed for that purpose.

**POLICY SR-4: EVALUATION OF THE PRESIDENT/CEO**

1. The Board will evaluate the Executive Director annually based on the performance requirements established in the Board’s Ends Statements and Executive Limitations Policies. The Board will primarily consider the health and performance of the Cranbrook History Centre when assessing the performance of the Executive Director
2. The Board will establish a Executive Director Evaluation Committee (the “Committee”) that will include the Chairperson of the Board and will appoint a Chairperson of the Committee.
3. The Committee will consult with a spectrum of groups and individuals who have worked with the Executive Director, including representatives from the CHC community and with groups and individuals from the region served by the CHC. The Executive Director will be consulted on whom the Committee intends to contact.
4. The Committee will select the tools and procedures for evaluation in consultation with the Executive Director at least two months prior to the completion of the evaluation. The Committee, however, must consider any monitoring reports prepared for the Board.
5. The Executive Director will be invited to prepare a self-evaluation as part of the evaluation process.
6. The Committee will prepare a draft report that will be discussed with the Executive Director. Following this discussion with the Executive Director, the Committee will present a draft report to the Board.
7. The Committee will submit its final report to the Board for approval. On approval by the Board, the Board shall provide the report to the Executive Director.
8. The final report and all drafts shall remain confidential. A copy of the final report shall be kept in the Executive Director’ personnel file.
9. The Committee may prepare a summary report for Board approval for subsequent tabling at an open session of a regular Board meeting.