

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Global Governance Process **Number:** GP-1
Policy Type: Governance Process **Date Approved:** February 20, 2002

The purpose of the Board, on behalf of the people in Yellowknife and NWT communities who are concerned about improving community wellness, is to assure the accountability of the YWCA of Yellowknife by ensuring that:

YWCA Yellowknife achieves appropriate results for specified persons at an appropriate cost and in doing so avoids unacceptable activities, conditions and decisions.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Governing Style **Number:** GP-2
Policy Type: Governance Process **Date Approved:** February 20,2002

The Board will govern with emphasis on organizational outcomes rather than on operational issues. The Board will commit to obtaining community input, encourage diversity of viewpoint, provide strategic leadership more than administrative detail. There shall be a distinction between roles of Board and Executive Director. The Board shall make decisions collectively. The Board shall focus on the future, rather than the past or present, and shall be proactive rather than reactive.

More specifically, the Board will:

1. Direct, control and guide organizational thinking and behaviour through the establishment of clearly stated broadly written policies reflecting the Board's values and perspectives.
2. Focus on organizational outcomes, not on the administrative means of achieving outcomes.
3. Act collectively and will use the expertise of individual members to enhance the ability of the Board as a body to establish policy.
4. Adhere scrupulously to policies while they are in force, but may change its Governance Process at any time.
5. Ensure that its obligation to be accountable is neither usurped nor hindered by the Board as a whole, by a committee of the Board, or by any individual Director.
6. Regularly monitor and evaluate its own process and performance.
7. Ensure the continuity of its governance capability by training and development.
8. Initiate policy development, not merely respond to staff proposals. The Board, not the staff, is responsible for governing.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Board Job Contributions

Number: GP-3

Policy Type: Governance Process

Date Approved: February 20, 2002

The job of the Board, as an informed agent of the ownership, is to ensure appropriate organizational performance. The Board's specific contributions are unique to its trusteeship role, and necessary for effective governance and management.

The job contributions of the board shall be:

1. The link between the Association and its "ownership".
2. Written governing policies which, at the broadest levels, address:
 - 2.1. **Ends:** what good or benefit the organization is to achieve, for which people or need, at what cost.
 - 2.2. **Executive Limitations:** Constraints on Executive Director authority which establish the boundaries of prudence and ethics within all executive activity and decisions must take place.
 - 2.3. **Governance Process:** The description of how the Board conceives, carries out and monitors its own job.
 - 2.4. **Board-Executive Director Relationship:** How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
3. Assurance of organizational performance through structured monitoring of the Executive Director as outlined in policies on Board-Executive Director Relationship.
4. The link between the board and elected politicians.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: President's Role

Number: GP-4

Policy Type: Governance Process **Date Approved:** February 20, 2002

The result of the President's effort is primarily the integrity of the Board's process, and, secondarily, representation of the Board to outside parties. The President is the only Director authorized to speak for the Board other than in rare and specifically authorized instances.

1. The assigned result of the President's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization, and in doing so fulfills its legal fiduciary responsibilities.
 - 1.1. The agenda and meeting content will be concerned with issues that belong to the Board to decide.
 - 1.2. Information which is neither for monitoring performance nor for board decisions will be avoided or minimized and always noted as such.
 - 1.3. Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
 - 1.4. Board meetings will be conducted according to Robert's Rules of Order

2. The authority of the President is limited to making decisions on behalf of the board which fall within, and are consistent with, any reasonable interpretation of the Board policies on Governance Process and Board-Executive Director Relationship, with the exception of (a) employment or termination of a Executive Director and (b) instances where the Board specifically delegates portions of this authority to others.
 - 2.1. The President has no authority to make decisions about policies created by the Board within *Ends* and *Executive Limitations* policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.

- 2.2. The President may represent the Board to outside parties in announcing Board-stated positions and in stating President's interpretations within the area delegated to the President (consistent with policies in *Governance Process* and *Board-Executive Director Relationship* areas). Specifically, the President shall represent the YWCA of Yellowknife in a manner consistent with the policies of the board on specific occasions that significantly affect the profile of the Association in the community.
3. The President may delegate this authority, but remains accountable for its use.
4. The President shall present a periodic written report outlining the results of her representation of the board to external parties.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Board Committee Principles

Number: GP-5

Policy Type: Governance Process

Date Approved: to be reviewed

The Board may establish committees to help carry out its responsibilities. To preserve and reinforce the integrity of the "wholeness" of the Board, committees will be used sparingly to do pre-board work. Committees will not interfere with delegation from Board to Executive Director.

1. Committees will assist the board by preparing policy alternatives and implications for board consideration.
2. Board committees may not speak or act for the Board except when formally given such authority for specific purposes. Board Committees will not be delegated expectations or authority which has already been assigned to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board Committee before an executive action. Because the staff work for the Executive Director, board committees are not designed to help or advise the staff.
4. Terms of reference shall be established by the board for each standing and ad hoc committee. Terms of reference shall normally include the following elements:
 - 4.1. Accountability to the board
 - 4.2. Products or results that the board expects from the committee
 - 4.3. Authority of the committee
 - 4.4. Time line
 - 4.5. Membership of the committee
5. Board committees present an opportunity to access the thinking and contributions of those outside the board and consequently, their membership may include past Directors or volunteers, and other competent and interested individuals in the community, as well as current Directors.

6. Board committees are to avoid over-identification with organizational parts rather than the whole. A Board Committee which has helped the board create policy on some topic will not be used monitor organizational performance on that same subject.
7. The Board shall evaluate, annually, all standing and ad hoc committees to determine if each is still the most effective method for the Board in that area of responsibility.
8. This policy applies to any group that is formed by the Board, whether or not it is called a committee, and whether or not it includes Directors. It does not apply to committees formed under the authority of the Executive Director, whether or not these latter committees include Directors.
9. All committee members shall abide by the same Code of Conduct as governs the Board.
10. Except as defined in written Terms of Reference, no Committee has authority to commit the funds or resources of the YWCA of Yellowknife.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Nominations Committee
Terms of Reference

Number: GP-5.1

Policy Type: Governance Process

Date Approved:

1. Purpose/Product

1.1. A full slate of qualified candidates for board membership to be presented at the Annual General Meeting. Candidates on the slate shall possess the characteristics outlined in Policy GP-15. The slate shall also consider balanced representation of the ownership and current needs of the board.

1.2. Recommendations for Board officers.

2. Authority

2.1. The committee has no authority to expend or commit resources of the Association.

3. Composition and Term of Office

3.1. The Nominating Committee shall be a standing committee of the Association. It shall consist of a maximum of five (5) voting Members of the Association in good standing of whom no more than two (2) shall be members of the Board of Directors.

3.2. The President and Executive Director shall be members of the Nominating Committee, ex officio, without vote.

3.3. The Chairperson and one (1) other member of the Nominating Committee shall be appointed by the Board of Directors. No less than two (2) additional members shall be elected at the Annual General Meeting by the membership.

3.4. Committee members shall be appointed or elected for a one (1) year term and may be reappointed or re-elected for two (2) further terms.

3.5. The Nominating Committee shall report to the Board of Directors at least once in every quarter.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Finance, Audit and Investment
Committee Terms of Reference

Number: GP-5.2

Policy Type: Governance Process

Date Approved: Feb 2010

1. Purpose/Product

1.1. Assisting the Board of Directors in fulfilling its oversight responsibilities by reviewing:

- a. all periodic financial reports that will be provided to the Board including periodic internal reports, annual audited financial statements, annual budgets and strategic plans
- b. the system of internal controls that have been established by management and the Board
- c. all audit processes
- d. the process for identifying and recruiting services in the areas of audit, legal, banking and borrowing services
- e. the investments of the YWCA consistent with the Association's objective to achieve its vision and mission; the Committee assesses and makes recommendations regarding investment issues and develops and leads the process for investment policy and strategy.

1.2. Providing an open avenue of communication among management, employees, external auditors and the Board of Directors.

2. Authority

2.1. The Committee has no authority to expend or commit resources of the Association.

2.2. The Committee has access to the YWCA's senior management and documents as required to fulfill its responsibilities and is provided with the resources necessary to carry out its responsibilities.

2.3. The Committee shall meet with the external auditors as it deems appropriate to consider any matter that the Committee or auditors determine should be brought to the attention of the Board. The Committee will work with the auditors prior to initiation and upon completion of the audit to review any issues that arise from the audit activity.

2.4 Discussions held during all Committee meetings and the minutes thereof, are all confidential in nature and not to be shared outside the Committee.

3. Composition and Term of Office

3.1. The Committee shall consist of not less than three (3) individuals, of whom no fewer than one (1) shall be members of the Board of Directors.

3.2. The President and Executive Director shall be members of the Nominating Committee, ex officio, without vote.

3.3. The Chairperson of the Committee shall be appointed by the Board of Directors.

3.4. Any Committee member may be removed by the Board.

3.5. Committee members shall be financially literate, or shall become financially literate in a reasonable amount of time following appointment. Financial literacy means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that can reasonably be expected to be raised in the organization's financial statements.

3.6. The Committee shall meet at least quarterly and report to the Board of Directors at least once in every quarter.

4. Duties and Responsibilities

4.1. The Committee will review and recommend for approval to the Board financial information that will be made publicly available as well as key internal financial information. This includes:

- a. monthly and quarterly financial statements
- b. the Association's audited financial statements and annual report
- c. annual operating and capital budgets
- d. any long-term financial plans.

4.2. The Committee will be involved in the Association's external audit:

- a. review and recommend to the Board, for approval by the membership, the engagement of the external auditor
- b. review and recommend to the Board the annual audit fees
- c. meet with the external auditor to discuss the Association's annual financial statements and the auditor's report, including the appropriateness of accounting policies and underlying estimates
- d. review and inform the Board with respect to planning, conduct and reporting of the annual audit

- e. meet at least annually with the external auditors without management present
- f. review and discuss the appropriateness of accounting policies and financial reporting practices used by the Association, and
- g. review and discuss any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the Association

4.3. The Committee will review and obtain reasonable assurance that the risk management, internal control and information systems are operating effectively to produce accurate, appropriate and timely management and financial information. The includes:

- a. reviewing the Associations' risk management controls and policies
- b. obtaining reasonable assurance that the information systems are reliable and that the system of internal controls is properly designed and effectively implemented through discussions with and reports from both management and the external auditor
- c. approving and monitoring compliance with levels of spending authority, and
- d. monitoring compliance with applicable laws and statutory requirements.

4.4. The Committee will:

- a. review, monitor and make recommendations to the Board with respect to the status of the Association's instruments of borrowing
- b. review insurance coverage for significant risks and uncertainties
- c. review material litigation and its impact on financial reporting
- d. establish procedures for:
 - the receipt, retention and treatment of complaints received by the Association regarding accounting, internal accounting controls, auditing matters or other activities inconsistent with the policies of the YWCA Yellowknife
 - the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters or other activities inconsistent with the financial policies of the YWCA.
- e. review policies and procedures for the review and approval of officers and senior management expenses and perquisites.

4.5. The Committee will, not less than every three (3) years, review the selection of external auditors, legal counsel, and banking services.

4.6. The Committee has the responsibility to review and develop an investment strategy for the YWCA Yellowknife.

5. Accountability

5.1. The Committee chair has the responsibility to make quarterly reports to the Board, as requested, on financial matters respecting the Association.

5.2. The Committee shall report its discussions to the Board by maintaining minutes of its meetings, distributing minutes at the next Board meeting, and providing an oral report where required at the next Board meeting.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Resource Development Committee **Number:** GP-5.3
Terms of Reference

Policy Type: Governance Process **Date Approved:** June 19, 2007

1. Purpose/Product

1.1. An on-going array of ways for the corporate sector, foundations, staff associations, service clubs, general public and individuals to contribute to the work of the YWCA Yellowknife through the donation of money, goods, or services.

1.2 Recommendations for major campaigns will be made to the Board prior to their implementation.

2. Authority

2.1. The committee has authority to expend or commit resources of the Association as dictated by the budget for fund development.

3. Composition and Term of Office

3.1. The Resource Development Committee shall be a standing committee of the Board of Directors. It shall consist of a maximum of ten (10) Members of the Association.

3.2. The President and Executive Director shall be members of the Committee, ex officio, without vote.

3.3 The Resource Development Committee shall be staffed by the Director of Community Relations.

3.3. The Chairperson of the Resource Development Committee shall be appointed by the Board of Directors for a one (1) year term and may be reappointed or re-elected for two (2) further terms.

3.4. The Resource Development Committee shall report to the Board of Directors at least once in every quarter.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

| | | |
|---------------------|--|-----------------------------|
| Policy Name: | Advocacy Committee Terms of Reference | Number: GP-5.4 |
| Policy Type: | Governance Process | Date Approved: Draft |

1. Purpose/Products

1.1. Advocacy and social justice leadership for the Association on issues of concern to women and girls, in a manner which is congruent with the vision and mission of YWCA Yellowknife, YWCA Canada and the World YWCA.

1.2. Educate the Board of Directors, YWCA staff and members, and the public regarding critical issues facing women and girls in the northern Canada.

1.3. Opportunities for community engagement regarding lessening the impacts of northern social conditions, such as poverty, homelessness and violence against women.

1.4. Recommend actions and priorities for annual work plan and regularly inform the Board of Directors about progress on advocacy issues for women and girls.

1.5. Develop processes to allow immediate responses on urgent/emergent issues and undertake actions within guidelines established by the Board of Directors.

2. Authority

2.1. The committee has no authority to expend or commit resources of the Association without approval.

3. Composition and Term of Office

3.1. The Advocacy Committee shall be an ad hoc committee of the Board of Directors. It shall consist of two (2) board members and volunteers to a maximum of ten (10) members of the community.

3.2. The President and Executive Director shall be members of the Committee, ex officio, without vote.

3.3. The Advocacy Committee shall be staffed by the Executive Director or her designee.

3.4. The Chairperson of the Advocacy Committee shall be a current board member who is appointed by the Board of Directors for a one (1) year term and may be reappointed or re-elected for two (2) further terms.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Board and Committee Expenses **Number:** GP-6

Policy Type: Governance Process **Date Approved:** Oct 22, 2010

Directors shall be reimbursed for expenses incurred in attendance at Board and committee meetings, as well as any meeting attended at the direction of the Board.

1. Expenses shall be as follows:

1.1. Mileage allowance shall be paid at a rate of \$0.575 per kilometre.

1.2. Reasonable out of pocket expenses, including childcare, shall be supported by receipts.

1.3 Meals when on business out of town shall be \$16.10 for breakfast, \$16.65 for lunch, \$52.25 for dinner.

BOARD OF DIRECTORS POLICY

Policy Name: Code of Conduct

Number: GP-7

Policy Type: Governance Process

Date Approved: February 20, 2002

The Board expects of itself and its Members ethical, businesslike and lawful conduct. This includes proper use of authority and appropriate decorum as board members. It expects its Members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Directors must represent unconflicted loyalty to the interest of the ownership, and be committed to the mission, values and philosophy of the YWCA. This accountability supersedes any conflicting by loyalty such as that to advocacy or interest groups and membership on other boards or staff. It also supersedes the personal interest of any Director acting as a consumer of the organization's services.
2. Directors are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Directors must avoid a conflict of interest with respect to their fiduciary responsibility.
 - 3.1. There must be no self-dealing or any conduct of private business or personal service between any Director and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information.
 - 3.2. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall disclose the nature and extent of the conflict and absent herself without comment from not only the vote, but also from the deliberation.
 - 3.3. Directors must not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a director be considered for employment, she must first resign from the board.

4. Directors have authority only as part of the Board as a whole. They have no individual authority within the organization and should not attempt to exceed this limitations. This applies to interactions with the Executive Director, other staff of the organization, other directors and committee members.
 - 4.1. Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the Executive Director, Directors will not express individual judgments of the Executive Director or staff performance.
 - 4.2. Directors shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration.
5. Directors have no authority to speak for the Board or organization with the public or the press unless this authority is delegated to them by the President.
6. Directors will respect the confidentiality appropriate to issues of a sensitive nature, especially regarding finances, personnel, clients, and strategic planning.
7. Directors shall be familiar with the incorporating documents, by-laws, regulations, and policies of the Association, applicable legislation, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
8. Directors will be properly prepared for Board deliberation.
9. Directors will have a working knowledge of Robert's Rules.
10. Directors shall regularly take part in educational activities which will assist them in carrying out their responsibilities.
11. Directors must attend and participate in regularly scheduled Board meetings and the Annual General Meeting on a regular and punctual basis. Failure to participate in three consecutive Board meetings will be construed as a resignation from the Board of Directors, unless the Board refuses to accept the resignation.
12. Directors shall be individually responsible for keeping themselves informed when a meeting has been missed.
13. Directors are expected to participate at least once annually in public awareness activities sponsored by the YWCA.

14. Directors shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.

15. Directors shall participate energetically in the recruitment of new Board members. Recommendations are to be made to the Nominating Committee.

16. A Director who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Director, she and the respondent Director shall absent themselves from any vote upon resolution of censure or other action that may be brought by the board. Directors who are found to have violated the Code of Conduct may be subject to censure.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Investment in Governance

Number: GP-8

Policy Type: Governance Process

Date Approved: February 20, 2002

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

1. Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the Board's expectations of Directors.
2. The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board. Therefore, it is expected that:
 - 2.1. New Directors shall receive a complete orientation to ensure familiarity with issues, the Association's structure, and the Board's process of governance.
 - 2.2. Directors shall have ongoing opportunity for continued training and education to enhance their governance capabilities.
3. Outside monitoring assistance will be arranged so that the board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.
4. The Board will establish and be accountable for an annual budget for its own governance functions, which shall include, in addition to the costs of Board and Board Committee Meetings, funds for:
 - 4.1. Director attendance at conferences and conventions.
 - 4.2. Improvement of its governance function.
 - 4.3. Costs of fiscal audit and any other outside monitoring assistance required.
 - 4.4. Costs of methods such as focus groups and surveys to ensure the Board's ability to listen to owner viewpoints and values.
5. The Board will establish governance process policies and a governance action plan which will serve as measurable standards against which the Board's performance can be evaluated.

- 5.1. Under the leadership of the President, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will include in its governance action plan specific goals and objectives for improvement of identified areas.
- 5.2. The Board will monitor its adherence to its own Governance Process policies annually. Upon the choice of the Board, any policy can be monitored at any time.

YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY

Policy Name: Board Linkage with Ownership **Number:** GP-9

Policy Type: Governance Process **Date Approved:** February 20, 2002

The "owners" of the YWCA of Yellowknife are defined as the people in Yellowknife and NWT communities who are concerned about improving community wellness. The Board shall be accountable for the organization to its owners *as a whole*. The Board shall act on behalf of the owners as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Directors shall maintain a distinction between their personal interests as "customers" of the organization's services, and their obligation to speak for others as a representative of the "owners" as a whole. As representatives of the owners, Directors are obligated to identify and know what the owners want and need.
2. The Board shall gather data in a way that reflects the diversity of the ownership It shall meet with, gather input from, and otherwise interact with the broad base of communities, and acknowledge diversity. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.
3. Collection of input from the ownership may be accomplished through a variety of methods, including, but not limited to, community meetings, surveys, and community advisory committees.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Board Linkage with Other Organizations **Number:** GP 10

Policy Type: Governance Process **Date Approved:** February 20, 2002

The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as "owner representative" in determining the most appropriate Ends.

1. Relationships with Other Organizations

1.1. The Board shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:

- 1.1.1. Inviting representatives of the Boards of those organizations to Board meetings.
- 1.1.2. Meeting jointly with other Boards on occasion.

2. Board Membership in Other Organizations

2.1. The Board shall consider the merits of membership in other organizations annually. This consideration shall include, but not be limited to:

- 2.1.1. The degree to which participation in the organization will further the mission and goals of the YWCA of Yellowknife.
- 2.1.2. The benefits to the YWCA of Yellowknife of membership compared to the cost of membership.
- 2.1.3. The ability of the YWCA of Yellowknife to influence the direction of the organization in a measure commensurate with the YWCA's contribution.

3. Appointments to External Policy or Advisory Committees

3.1. Upon request for YWCA of Yellowknife appointments to external committees, the Board will assess whether such representation is appropriate within the Board's stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. The President and/or Executive Director shall

clarify issues of confidentiality, information sharing and administrative support for the appointee.

- 3.2. The YWCA's appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
- 3.3. Since the YWCA appointee is representing the Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the Board shall adhere to the stated policies of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Organization's Linkage with the YWCA **Number:** GP-11

Policy Type: Governance Process **Date Approved:** February 20, 2002

To accomplish its work in maintaining the membership of YWCA Yellowknife in YWCA Canada, the board will:

1. Accept and be governed by the YWCA of Canada mission statement and operational mission statements as they are from time to time amended.
2. Open the membership of any member association known as a YWCA to all women who wish to become members.
3. Open the member association to all who wish to participate without becoming members.
4. Elect to the Board of Directors members who accept responsibility for furthering the purpose of the YWCA.
5. Accept the Constitution and Bylaws of the YWCA of Canada.
6. Accept, be guided by and act in a way not inconsistent with policy decisions made at the membership meetings of the YWCA of Canada.
7. Submit to the Board of Directors of the YWCA of Canada a copy of the proposed Constitution and/or Bylaws and any subsequent amendments or revisions for approval prior to their presentation to the local membership.
8. Provide annually to the YWCA of Canada a copy of its audited financial statements, its annual report (including a list of Directors), its strategic plan and other documents as requested.
9. Pay annually such share of the expenses of the YWCA of Canada as shall be determined and fixed by the Annual Membership Meeting.
10. Notify its members of membership meetings of the YWCA of Canada.
11. Provide representation of the Member Association to National and Regional meetings of the YWCA of Canada.

12. Maintain legal and effective control over its assets, finances, personnel and program in a manner acceptable to the YWCA of Canada.
13. Involve the YWCA of Canada in the recruitment, orientation, and termination or resignation of the Executive Director of the member association.
14. Provide services, training and development of women.
15. Fulfill other responsibilities of membership:
 - a. Make policy decisions and to give direction to the work of the YWCA of Canada. Member associations and the Board of Directors shall be guided by such policy.
 - b. Elect the Directors of the YWCA of Canada as prescribed in Article II, Section 1A of the bylaws of the YWCA of Canada.
 - c. Elect the officers of the YWCA of Canada.
 - d. Elect the Chairperson, who shall be a member of the Board of Directors of the YWCA of Canada, and the members of the Nominating Committee.
 - e. Elect, on the recommendation of the Nominating Committee, honorary members of the Board of Directors.
 - f. Grant and terminate membership of member associations in the YWCA of Canada.
 - g. Adopt the auditor's report and the audited financial statements of the YWCA of Canada
 - h. Appoint the auditors of the YWCA of Canada.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Organization's Linkage with the Peer Support System **Number:** GP-12
Policy Type: Governance Process **Date Approved:** February 20, 2002

In order to accomplish its work as a participating member of the Peer Support System for the Western Region, the board will, on a rotational basis, participate in the following activities:

1. Orientation of New Executive Directors and Presidents to the International, National, Regional and Local perspectives of the movement.
2. Serve in the Linkage activities of the region.
3. Provide Sensitive Issues Support to any association that requests such assistance.
4. Host a Regional or Annual Membership Meeting.
5. Participate in Executive Director/Chief Executive Officer searches as required.

YWCA OF YELLOWKNIFE

BOARD OF DIRECTORS POLICY

Policy Name: Organization's Linkage with the World YWCA Movement **Number:** GP-13
Policy Type: Governance Process **Date Approved:** February 20,2002

The World YWCA is an international women's membership movement uniting some 25 million women working in over 100 countries towards a common purpose in developing women leaders who commit themselves to work for change in their communities and beyond. The vision of the World YWCA is of a fully inclusive world where justice, peace, health, human dignity, freedom, and care for the environment are promoted and sustained through women's leadership. Individual YWCA member associations participate in the World YWCA by virtue of their membership in the YWCA Canada.

In order to accomplish its work as a participating member of the World YWCA, the board will:

1. Nominate representatives to stand for election to World Council.
2. Keep informed regarding international cooperation opportunities, and participate in these opportunities as the need arises and as our local knowledge and skills dictate.
3. Raise funds periodically for the World YWCA Power to Change fund.
4. Host staff and volunteer training or placement opportunities for members of other YWCAs around the world.
5. Welcome visits from the World YWCA staff and volunteers, or their designees.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Board Planning Cycle and Agenda **Number:** GP-14
Control

Policy Type: Governance Process **Date Approved:** February 20, 2002

To accomplish its work with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

Accordingly:

1. The Board shall maintain control of its own agenda by developing each year no later than the first quarter of the Board's term of office, an annual schedule which includes, but is not limited to:
 - 1.1. considered review of the Ends in a timely fashion which allows the Executive Director to build a budget
 - 1.2. consultations with selected groups in the ownership, or other methods of gaining ownership input, prior to the above review.
 - 1.3. scheduled time for education related to ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).
 - 1.4. scheduled time for monitoring of the Board's own compliance with its Governance Process policies, and for review of the policies themselves.
 - 1.5. scheduled time for monitoring compliance by the Executive Director with Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the board to make a determination regarding compliance, or if policy criteria are to be debated.
 - 1.6. scheduled time for education about the process of governance.

2. Based on the outline of the annual schedule, the Board delegates to the President the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by the President and the Executive Director. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:
 2. 1. Clarification as to whether the issue clearly belongs to the Board or the Executive Director.
 - 2.2. Identification of what category an issue relates to - Ends, executive limitations, governance process, board-executive linkage.
 - 2.3. Review of what the Board has already said in this category, and how the current issue is related.
3. Throughout the year, the Board will attend to Consent Agenda items as expeditiously as possible. When an item is brought to the Board via the Consent Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item from the Consent Agenda for discussion.
4. Board meetings will be closed to the public except at the board's discretion, when they choose to invite guests.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Governance Succession
Board Members

Number: GP-15

Policy Type: Governance Process

Date Approved: February 20, 2002

The Board will work to support candidates for election to the Board from the membership who have characteristics which will enable them to govern, not to manage, the Association. These characteristics include:

1. Commitment to linking with the ownership of the Association, an understanding that they stand in for an ownership of diverse people, and willingness to actively seek to access and understand that diversity.
2. Ability to think in terms of systems and context, to see the big picture and to contribute to envisioning a desirable future for the women and girls of Yellowknife and the surrounding communities.
3. Interest in and capability to discuss the values underlying the actions taken in the Association, and to govern through the broader formulations of these values.
4. Willingness to delegate the operational detail to others.
5. Understanding of the duties and responsibilities of a policy making Board of Directors.
6. Ability and willingness to deal with vision, values and the long term, rather than day-to-day details.
7. Ability and willingness to participate assertively in deliberations, while respecting the opinions of others.
8. Willingness and commitment to be a team player, to honour board decisions, be accountable and answerable for the consequences of their decisions.
9. Commitment not to make judgments in the absence of previously stated criteria.
10. Diligent and perseverant in the pursuit of excellence with a willingness to demonstrate self-discipline, self-control and restraint.

11. Personal commitment to the advancement of the status of women and girls.
12. Commitment to devote the necessary time to attend and fully participate in board meetings and other board functions.
13. Conscientious in carrying out all their responsibilities.
14. Able to demonstrate personal integrity, be worthy of trust, honour and confidence.
15. Ability to think conceptually.
16. Ability to separate personal, business and Board agendas.
17. Interest in and knowledge of women's issues.
18. Commitment to the achievement of equality and social justice for women everywhere.
19. Understanding of and commitment to volunteerism and the role of the voluntary sector.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Governance Succession
Executive Members

Number: GP-15.1

Policy Type: Governance Process

Date Approved: February 20, 2002

Prior to each annual general meeting, the Board shall consider succession of executive positions for the next Board term.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTORS POLICY**

Policy Name: Policy Development Process

Number: GP-16

Policy Type: Governance Process

Date Approved: February 20, 2002

Adoption of new Board policies or amendment of existing policies is solely the responsibility of the Board.

1. The Board shall ensure that policies it develops are compliant with relevant legislation, regulations, and are consistent with existing Board bylaws, policies and agreements and reflect YWCA values and vision.
2. When developing policy, the Board shall ensure that the necessary data is gathered to understand the issue and assure the integrity of the resultant policy statement. This data may be provided by the Executive Director or a Board ad Hoc Committee. It shall consider relevant data from the following non-exclusive list.
 - 2.1. Ownership input
 - 2.2. Demographic information
 - 2.3. Statistical information about ownership needs
 - 2.4. Comparative information, e.g., provincial, national
 - 2.5. Cost information
 - 2.6. Stakeholder input
 - 2.7. Resources available or possible
 - 2.8. Limiting factors, e.g., legislation
 - 2.9. Current available research
3. Based on the data above, a policy statement shall be prepared by the Board and debated. The Board shall ensure that debate considers alternatives, including short and long-term consequences of each alternative.
4. When making its decision, the Board shall consider the following ethical principles:
 - 4.1. Fairness. This includes:
 - 4.1.1. Giving consideration to the needs of the group(s), communities, etc.
 - 4.1.2. Treating similar cases in a similar way
 - 4.1.3. Striving for equitability (allocating greater resources to areas of greater need).

- 4.2. Promoting the well-being of others. This includes:
 - 4.2.1. The impact of the board's decision
 - 4.3. Causing No Harm. This includes considering:
 - 4.3.1. The probability of harm caused by the board's decision
 - 4.4. Autonomy of Individuals Affected by Decision. This includes consideration of:
 - 4.4.1. The impact on individuals' abilities to make voluntary and intentional decisions of their own
 - 4.4.2. The opinions of those affected
 - 4.5. Self-determination. This includes:
 - 4.5.1. The impact of the decision on individuals, families and communities being encouraged to do what they can for themselves
 - 4.5.2. The provision of necessary support
 - 4.5.3. The minimization of dependency
 - 4.6. Maximizing Benefits. This includes consideration of:
 - 4.6.1. Providing the most good for the most people within available resources
 - 4.6.2. Opportunity cost: what can't we do because we are doing this?
 - 4.7. Reflects stated values.
5. Unless an effective date in the future is specifically stated to allow for orderly implementation, all policies shall be effective upon adoption.

**YWCA OF YELLOWKNIFE
BOARD OF DIRECTOR'S POLICY**

Policy Name: Handling Complaints

Number: GP-17

Policy Type: Governance Process

Date Approved: February 20, 2002

To ensure that the Board fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the Executive Director, the following process shall be followed in the case of a board member receiving a complaint from a member of the community, excluding complaints about the Board.

1. The Board Member should not offer any evaluative comments or solutions.
2. The Board Member should explain to the person that the Board has delegated certain responsibilities to the Executive Director, and that the Board holds her accountable. Indicate that the Executive Director or her delegate will be asked to look into the matter and respond directly.
3. The Board Member should ask the individual to contact her again if the matter has not been resolved within a reasonable period of time.
4. The Board Member should inform the Executive Director, or the person designated by the Executive Director, of the complaint, and request that it be handled.
5. The Board Member shall then assess whether or not the incident appears to be a violation of Board policy.
 - a. If the incident appears to be a potential violation of policy:
 - i. Board member shall inform the President that the complaint has been received.
 - ii. The President shall request the Executive Director to provide her interpretation of the policy to the Board.
 - iii. The Board as a whole shall determine whether the Executive Director's interpretation falls within 'any reasonable interpretation' of the policy.
 - iv. If the Executive Director's interpretation falls within 'any reasonable interpretation,' the matter should be dropped at the Board level. The Executive Director will handle the issue directly with the complainant according to Executive Limitations policy.
 - v. If the Executive Director's interpretation falls outside of 'any reasonable interpretation,' the Board should determine the

degree of seriousness of the issue and take appropriate action.

- b. If the incident does not appear to be a potential violation of policy:
 - i. The Board Member should consider if she believes the policy should be tightened to prevent a future occurrence of a similar situation.
 - ii. If an amendment is not considered necessary, the matter should be dropped at the Board level.
 - iii. If the Board Member considers that a policy amendment should be made, the Board Member should ask the President to put the item on the next agenda.
 - iv. The Board as a whole then debates whether or not the policy should be amended, making the reported even or situation explicitly unacceptable in the future.