

<b>Board of Directors Policy</b>	Policy Number: PA-1001
Last Reviewed: 2020/07/25	Next Review: 2021/07/25

**Purpose:** Charitable and not-for-profit organizations must have a governing body that is responsible for reviewing and approving the organization's mission and strategic direction, annual budget, and key financial transactions, practices and policies, and fiscal and governance policies.

**Policy Statement:** This policy conveys the board of directors' responsibility for the transparent, responsible and effective governance of Pinnguaq Association. The board of directors has an established set of bylaws registered federally. The board's bylaws, as amended from time to time, supersede any differences between this policy and the bylaws document.

**Guiding Principles:**

1. The board will consist of three voting members, and the CEO of the Association acting as ex-officio officer (non-voting).
2. The three board members should be independent and at arm's length of each other, meaning they should not:
  - a. be compensated by the organization as employees, or independent contractors;
  - b. have compensation determined by individuals who are compensated by the organization;
  - c. receive, directly, or indirectly, material financial benefits from the organization except as a member of the charitable class served by the organization; or
  - d. be related to or reside with any individual described above.
3. The board shall meet on a quarterly basis. One of these meetings should occur face-to-face (if safety measures allow), while the remainder being in person via videoconference, teleconference, or a combination of thereof.
4. Board members shall receive notice of meetings 45 days in advance of proposed meeting, in writing by standard mail, or electronically by email.
5. An agenda shall be sent to board members at least 15 days prior to the scheduled meeting, by the same form, with board members free to propose additional agenda items.
6. The board should include members from diverse backgrounds, including women, BIPOC and others to encompass a variety of perspectives and skills.

7. The board shall annually evaluate the performance of the Executive Director of the organization, and should conduct such an evaluation prior to any change in the officer's compensation.
8. The board should evaluate their performance as a group and as individuals no less frequently than every two years, and should have clear procedures for removing board members who are unable to fulfill their responsibilities.
9. The board should review its organizational and governing instruments no less frequently than every five years.
10. The board should establish and review regularly the organization's mission and goals and should evaluate, no less frequently than every five years the organization's programs, goals, and activities to be sure they advance its mission and make prudent use of its resources.
11. The board should ensure that the positions of board chair, and treasurer are held by separate individuals.
12. Independent board members (3/4 of membership) serve without compensation, but may be provided a per-meeting honoraria of an amount determined by unanimity of the board and may receive reimbursement for expenses incurred to fulfill their board duties.
13. Employee/contractor board members (1/4 of membership) serve without additional compensation, other than reimbursement for expenses incurred to fulfill their board duties.
14. Board member terms will be three years, and filled when needed, with terms active to the next three year term. The next board term expires on April 1 2021, when a new board will be selected. Board member terms can be rolled over into new terms.

### **The Type of Board We Need**

The PinguAQ Association seeks dynamic and diverse board members looking to build upon the work we've done to date and bring unique perspectives to S.T.E.A.M learning in rural and remote communities.

Our board should be the agents of standards for the organization, the foundation builders, and strategic planners. Their expertise will help guide the direction of our organization and their support will be critical to our success. This board exclusively acts as stewards and bearers of standards and devotes its attention to overseeing and supporting the planning and implementation of strategic direction of the organization.

We want a diverse board that will be committed to the growth of our organization while keeping our communities best interest at the heart of our work.

We want board members with broad knowledge and experience that they can apply to discussions and decisions. Our board should have the courage to ask the tough questions and voice their opinions. At the same time it is important our board can work together. They must have a willingness to learn and listen and be oriented to resolve conflict and support board decisions once they have been made.

### **Procedure for board applicants:**

We will recruit board members through a combination of Community Outreach and Personal Outreach.

#### *Community Outreach*

To best serve our community and ensure we build a diverse board we will be building out a community outreach plan to open our BOD job openings up to our community members and partners.

#### *Personal Outreach*

In addition to a community outreach strategy our Senior Leaders are encouraged to bring forward applicants they believe would be a strong fit for our board. All applicants will have to go through the same interview process to ensure we achieve an effective board.

1. The board shall evaluate and recommend candidates for the board and/or post publically for new board members.
2. Candidates will submit an application to the board.
3. In evaluating candidates, consideration shall be given to
  - a. organizational needs
  - b. board balance and diversity
  - c. leadership ability
  - d. availability to serve and
  - e. other factors the board may specify, including financial literacy.
4. Candidates will be screened and those selected will be invited for interviews. The interview process will include conversations with the existing board of directors, the CEO and any other participants as needed. Upon a selection, a successful candidate will be provided with a contract and training.



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## Training for Board Members

Training for board members will be provided within 30 days of a new board member joining. An orientation manual/package will be provided by the Director of Human Resources and an introductory session will be run with the CEO and other members of the team as needed.

Key components of the training will include:

- Mission and vision statements
- Organizational history
- Bylaws and policies
- Strategic plan
- Financial summaries
- Board information
- Committee information
- Meeting processes

The board will establish an effective system for educating and communicating with board members to ensure they are aware of their legal, and ethical responsibilities, and are knowledgeable about the programs and activities of the organization, and can carry out their oversight and functions effectively.