



# Governance Policy

## Part 1: Introduction

### Definition

The South Saskatchewan Ready (SSR) Board has adopted the policy governance style of Board leadership.

A policy-governance board accepts the responsibility to lead the organization by making decisions about outcomes, strategic directions, and policies. Policy-governing boards draw the line there, focusing their energy on leadership decisions, and delegating implementation and operational decisions to Administration.

### Purpose

The purpose of the policy-governance model is to:

1. Provide a clear framework of values and directions, and a stated set of authorities, for Directors, Board committees and Administration;
2. Provide a set of benchmarks for evaluating Administration;
3. Focus Board attention, energy and effort on the bigger picture and strategic direction.

### Principles

The following principles will guide the Board in governing the SSR:

1. The Board focuses attention and effort on the big picture;
2. The Board governs the SSR's affairs in the best interest of the region;
3. The Board sets policies to guide decision-making and to guide the actions of Administration;
4. The Board decides "What and Why" and Administration determines "How, Where & When";
5. The Board focuses on strategic leadership by maintaining an outward vision rather than being preoccupied by internal issues and administrative detail.

## Functions of the Board

Within the policy-governance-model, the key functions of the Board are to:

1. Govern, guided by the mission, values, and vision of the SSR;
2. Hire, monitor, encourage, support and evaluate Administrative personnel;
3. Ensure the stability and viability of the SSR;
4. Develop and set strategic directions and major new initiatives;
5. Promote a better public understanding and awareness of the SSR;
6. Maintain Board/Member communications;
7. Advocate on behalf of and for the interests of the SSR.

## Part 2: Policy Development, Compliance, and Monitoring

1. The Board will ensure its policy governance framework is responsive to changing circumstances and emerging issues.
2. The Board has responsibility for the development and approval of all policies;
3. The Board has the responsibility to review policies on a consistent basis and to amend the policies as required to ensure ongoing policy relevance;
4. The Board is responsible for monitoring implementation of, and ensuring compliance, with the governance policy framework and ensuring that new Board members are oriented to the framework;
5. Administration must be involved in any policy discussions which impact the Board/Administration relationship.

6. Directors are expected to be fully aware of the SSR's policy governance framework and are expected to make decisions, conduct themselves, and carry out their duties within that framework;
7. Administrative management is expected to ensure that any staff are aware of and are oriented to the SSR's governance policy framework.
8. The Board will monitor compliance with the governance policy framework in its annual self- evaluation.

### Part 3: Governance Policies

#### Section 1: Organizational Outcomes and Directions

##### 1.1 Vision

1. All members are considered equal partners in the organization;
2. All members of the SSR consistently achieve excellence as defined by best practices;
3. All members of the SSR must take a regional view of all plans and actions;
4. The members work respectfully together towards the viability and sustainability of the region.

##### 1.2 Mandate

1. All members of the SSR have access to the information available they need to achieve their goals, within the context of best practices; and, to develop the operational aspects they desire;
2. The SSR is independent, and increasingly financially self sufficient;
3. Members respond to regional needs within the context of the SSR workplan;
4. The public is more informed of the importance of regional cooperation;

5. The organization concretely influences Federal, Provincial, Municipal, and public agency legislation, policies, standards, and funding allocations in line with the vision and the interests of the members of the SSR.

### 1.3 Mission

The work of the SSR is to lead and support its members in the context of regional economic improvement as it relates to the approved work plan through attractions of services, economic opportunities, and advocacy.

## Part 4: Governance Process

### Section 1: MANDATE AND ROLE OF THE BOARD

#### Mandate

The mandate of the Board of Directors is to act on behalf of SSR member communities as it relates to the SSR Work plan (formally DESP Work Plan) to:

1. Ensure the SSR fulfills its mission;
2. Advocate for the interests of the SSR and its members;
3. Protect the assets and reputation of the SSR.

#### Role

The role of the Board is to:

1. Govern, guided by the mission, values, and vision of the SSR;
2. Hire, monitor, encourage, support and evaluate Administration;
3. Maintain a current succession plan for Administrative Management;
4. Ensure the stability and viability of the SSR;
5. Develop and set strategic directions and major new initiatives;
6. Promote a better public understanding and awareness of the SSR;
7. Maintain Board/Member communications;

8. Advocate on behalf of and for the interests of the SSR.

Policy Type: GOVERNANCE PROCESS

## Policy 2.2 GOVERNING STYLE

The Board will govern with:

1. An emphasis on strategic leadership;
2. A pro-active awareness of and approach to emerging issues;
3. A clear distinction between the Board and Administrative roles and responsibilities;
4. An acceptance of diversity in viewpoint.

The Board will:

1. Be aware of the issues and concerns of members and the needs of affected Coal Transition Communities;
2. Ensure co-operative responsibility for decision-making, utilizing the expertise and knowledge of all Directors, while not allowing undue influence by any individual directors, officers, committees or communities;
3. Establish and follow governance policies and practices that focus on long-term, sector-wide impacts and outcomes;
4. Avoid direct involvement and intervention with administrative policies, procedures, methods or programs employed by Administration;
5. Ensure that new Directors are oriented to the Board policy-governance process, and provide on-going education and support for all Directors;
6. Regularly monitor and evaluate its own process and performance.

Policy Type: GOVERNANCE PROCESS

### Policy 2.3 DECISION MAKING STYLE

The Board is committed to ensuring that the perspective of each individual Director is heard and considered in making decisions.

The Board will:

1. Seek consensus in all decision-making, ensuring sufficient discussion has taken place to make certain that each Director feels their perspectives have been heard and considered;
2. Make formal decisions by majority vote;
3. Ensure that Board decisions are noted in the minutes of Board meetings.

Each Director has one vote in the Board's decision-making processes.

Policy Type: GOVERNANCE PROCESS

### Policy 2.4 FIDUCIARY RESPONSIBILITY

The Board has a particular responsibility to act as stewards of the SSR's finances and decisions.

The Board carries out its fiduciary responsibility through:

1. Requiring an annual external financial audit for any funds the SSR holds;
2. Setting Board financial policies and Administration financial boundary policies;
3. Reviewing the annual budget developed by Administration in conjunction with Administrative management;
4. Reviewing quarterly any available financial statements presented by the Administration;
5. Making decisions about the use of any financial reserves in conjunction with Administration;

6. Making investment decisions regarding the of the SSR's financial reserves in conjunction with Administration.

Policy Type: GOVERNANCE PROCESS

Policy 2.5 ROLES OF DIRECTORS

The role of each Director is to participate in the SSR achieving its mandates by:

1. Ensuring the SSR fulfills its mission and approved work plan;
2. Advocating for the interests of the SSR and its members;
3. Protecting the assets and the reputation of the SSR.

Directors carry out their role by:

1. Setting the strategic directions and priorities to advance and protect the SSR's mission, vision, and values;
2. Ensuring adherence to legal and regulatory requirements;
3. Being accountable to the membership of the SSR;
4. Monitoring the financial management of the SSR;
5. Providing guidance and input to Administration on political and public issues that have an impact on Coal Transition;
6. Working with Administration to set the SSR's policy governance framework;
7. Monitoring the performance of both the Board and Administrative Management.



Policy Type: GOVERNANCE PROCESS

Policy 2.6 ROLE OF THE EXECUTIVE COMMITTEE

Executive Committee

Each year at the first Board meeting following the Annual General Meeting, the Board elects from its number: Chair, Vice-Chair, Executive Member At-Large and Secretary. These officers, along with the immediate Past Chair, serve as the Executive Committee.

The role of the Executive Committee is to:

1. Plan Board meetings;
2. Represent the Board to government and to government agencies from time to time;
3. Between Board meetings to support the SSR in bringing urgent issues to the rest of the Board so that a timely decision can be made;
4. Effect and deliver on Administrative Management evaluation annually and make a recommendation to the full Board in conjunction with any contractual obligations.

Chair

The role of the chair is to:

1. Provide leadership to the Board, ensuring the effective functioning of the Board;
2. Coordinate, where needed, the work of the Board and Board committees;
3. Serve, where appropriate, as an ex-officio member of Board committees;
4. Chair Board meetings, ensuring that:
  - The agenda is focused on issues that are clearly within the Board's area of responsibility
  - The Board meetings are conducted according to the Robert's Rules of Order adopted by the Board

- The discussion at Board meetings is fair, open, thorough, timely, orderly and on topic

#### Vice-Chair

The vice-chair carries out the duties of the Chair during the Chair's absence or if the Chair is unable to render a decision.

#### Secretary

The Secretary reports to the members at the Annual General Meeting on the SSR's adherence to its legal obligations to provide appropriate notices and minutes of general meetings of the SSR and ensures that a quorum of members is met at such meetings.

#### Executive Member At-Large

The Executive Member At-Large shall be a member of the Board's Executive Committee and entitled to all rights and privileges any other member of the Executive Committee.

#### Limitations

Neither the Executive Committee nor the individual members of the Committee supervises or directs Administrative Management or any staff. Direction is provided through majority consensus of the Board pursuant to contractual obligations and the regional workplan.

Policy Type: GOVERNANCE PROCESS

Policy 2.7 DIRECTORS' CODE OF CONDUCT

The Board will:

1. Will comply with the Code of Conduct Policy and sign the Code of Conduct Declaration.

Policy Type: GOVERNANCE PROCESS

## Policy 2.8 BOARD COMMITTEE PRINCIPLES

This policy applies to all groups that the Board establishes, whether or not referred to as a committee and regardless of whether the group includes Directors.

### Formation of Board Committees

The Board may form committees from time-to-time to carry out specific Board tasks and responsibilities. Committees must operate according to the terms of reference approved by the Board. The terms of reference will outline the roles and responsibilities of the committee, and the authority delegated to it.

### Principles for All Board Committees

1. Board Committees assist the Board in doing its work.
2. Board Committees support the Board by preparing and making recommendations for the Board.
3. Board Committees may not act for or speak on behalf of the Board except when formally given authority for specific and time-limited purposes.
4. Board Committees may not exercise authority over or direct the Administrative Management or staff unless directed by the Board to do so.

### Committees of the Board

The Board annually appoints the following committees at the first Board Meeting following the Annual General Meeting:

1. Executive Committee
3. Tourism Committee
5. Evaluation Committee

Other committees are established from time-to-time for specific tasks or in response to specific issues.

Policy Type: BOARD AND ADMINISTRATION RELATIONSHIP

Policy 3.1: RELATIONSHIP BETWEEN THE BOARD AND  
ADMINISTRATIVE MANAGEMENT

The Board's relationship to the ongoing daily operations is solely through the SSR's Administration. All Board decisions ratified by the Directors are binding on the Administration in consideration of any contractual obligations, workplan, time and resources.

Therefore:

1. The Board and individual Directors are not involved in the day-to-day operations of the SSR.
2. Individual Directors, Officers, or Committees do not direct or supervise the Administration, except when the Board has delegated specific and limited authority to do so.
3. Administration may refuse a request for information from individual Directors or Board committees if, in the opinion of the Administration, fulfilling the request would require an inordinate amount of staff time or financial resources, be disruptive or breach the privacy of any other organization or individual. The Administration will provide the reason for denying such a request and may suggest alternative means for acquiring the requested information i.e. LAFOIP Request.

Policy Type: BOARD AND ADMINISTRATION RELATIONSHIP

Policy 3.2 AUTHORITY AND ACCOUNTABILITY FOR STAFF AND CONTRACTORS

The Board's only link to the operations of the SSR is through Administrative Management.

The Board delegates all authority for staff and contractors to Administrative Management. Administrative Management has responsibility for all staff and contractors, from recruitment through to termination.

Any staff is accountable to Administrative Management.

Therefore:

1. The Board and individual Directors may not direct or supervise staff who report directly or indirectly to Administrative Management.
2. The Board and individual Directors will not evaluate staff other than the appointed Administrative Officer appointed by the Board.
3. The Board will evaluate the Administrative Managements performance exclusively against the expected organizational performance and approved work plan as reflected by the mission, vision, Board direction, strategic directions, and governance policies.
4. The Board will not evaluate the means or methods that Administration uses to achieve the expected organizational strategic directions and outcomes. Administration is bound to act within the confines of best practices, Board policies and laws of Saskatchewan and Canada.

Policy Type: BOARD AND ADMINISTRATION RELATIONSHIP

Policy 3.3 BOARD AND ADMINISTRATION RELATIONSHIP

#### WHISTLE BLOWING

Any individual staff person, contractor, supplier, or member of the SSR may safely make a formal complaint to the Board regarding behaviours that are considered to be of serious legal or ethical concern.

Such complaints will be submitted to the Chair of the Board and will be treated in confidence. In the case where the Chair of the Board is the subject of a complaint, the Vice-Chair will receive the complaint.

The Executive Committee will investigate such complaints with due diligence. If the complaint was made and proven to be incorrect or done as part of an agenda or campaign, the Board will address the complaint with the complainant and take action to remedy on behalf of the affected individual (s).

Policy Type: BOARD AND ADMINISTRATION RELATIONSHIP

Policy 3.4: DELEGATION OF AUTHORITY TO ADMINISTRATION

The Board will direct the Administration using written governance policies that:

1. Define organizational expectations and outcomes
2. Define actions to be avoided

The Board allows Administration latitude to make reasonable interpretations of these policies in order to reach desired outcomes.

Accordingly:

1. The Board develops written strategic directions to guide Administration.
2. The Board develops written Executive Boundaries Policies describing the limits on Administration in choosing the means to achieve organizational outcomes.

3. Administration uses reasonable interpretations of the Board's strategic directions and Executive Boundaries Policies.
4. The Board authorizes Administration to establish internal policies, procedures, and controls, to establish practices, to make decisions, to take actions, and to undertake activities necessary to accomplish the expected outcomes.
5. The Board respects and supports Administration's choices.
6. The Board may amend the SSR's governance policies only in consultation with Administration.

#### Section 4:

Policy Type: EXECUTIVE BOUNDARIES

Policy 4.1 LEGALITY, ETHICS, AND PRUDENCE

Administration will provide advice to ensure that organizational conditions, practices, activities, and decisions are lawful, ethical, and prudent but can not take responsibility for decisions of the Board or individual members based on their consensus.

Policy Type: EXECUTIVE BOUNDARIES

Policy 4.2 MEMBER RELATIONS

Administration will ensure that relationships with the members of the SSR are respectful, and that procedures and decisions that affect members are fair, equitable, ethical, and legal.

Policy Type: EXECUTIVE BOUNDARIES

Policy 4.3 CONTRACTOR AND SUPPLIER RELATIONS

Administration will ensure that relationships with contractors and suppliers are respectful, and that procedures and decisions that affect contractors and suppliers are fair, equitable, ethical, and legal.

Policy Type: EXECUTIVE BOUNDARIES

Policy 4.4 FINANCIAL MANAGEMENT

Administration is responsible for the prudent financial management of the organization, consistent with the mission, vision, values, policies, and strategic directions of the SSR.



Policy Type: EXECUTIVE BOUNDARIES

#### Policy 4.5 RISK MANAGEMENT

Administration will ensure that the corporate assets (physical, financial, and reputational) of the SSR are protected, adequately maintained, and not put at risk.

Therefore, Administration will:

1. Ensure that there are sufficient financial resources to properly service and maintain the SSR's property and equipment if any.
2. Ensure that there are sufficient financial resources to cover short term and long-term financial contingencies if any.
3. Obtain adequate insurance coverage, including but not limited to theft, all perils losses, and liabilities:
  - a) Liability insurance, including director's liability, to be reviewed annually to ensure sufficient coverage.
4. Protect intellectual property, information, files, capital properties and equipment if applicable.
5. Ensure a plan is in place to protect the SSR against the immediate crisis of an unexpected loss of administrative services.
6. Administration should demonstrate prudent due process in all expenditures. This includes obtaining competitive quotes and having justifications for the award of any contract.
7. Ensure financial recordkeeping procedures, in concert with Administration, to meet generally accepted accounting principles and financial management practices recommended by any retained financial expert.
8. Endeavour to maintain the SSR's public image and credibility.
9. Obtain Board approval for the acquisition or disposal of real property.
10. Ensure compliance with the SSR's conflict of interest policy.

## Appendix A: SSR CODE OF ETHICAL CONDUCT FOR DIRECTORS

I, \_\_\_\_\_, am a director of the South Saskatchewan Ready (SSR) organization. I declare that in carrying out my duties as a director of the SSR during my term of office:

1. I will use the powers and undertake the duties of my office honestly, in good faith and in the best interests of SSR. In doing so I will exercise the care, skill, and diligence of a reasonably prudent person in comparable circumstances.
2. I will observe and honour the SSR's:
  - a) Charter and Bylaws;
  - b) Policies adopted and approved by the Board of Directors; and
  - c) Decisions taken by resolution of the membership.
3. I will keep confidential all information I learn about matters specifically determined by board motion to be matters of confidence. Where I am uncertain in determining whether something is a matter of confidence, I will seek direction by way of resolution of the Executive Committee of the Board of Directors.
4. I will, at all times, strive to place the interests of the Board of Directors and the SSR ahead of my personal interest and to declare immediately any conflicts of interest that arise.

Signed

Date

