



# **GOVERNANCE POLICIES HANDBOOK**

**JUNE 2018**

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**GOVERNANCE POLICY OVERVIEW**

<b>POLICY AREA:</b>	Outcomes	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Mission, Vision, Values & Purposes	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	1.1	<b>DATE REVISED:</b>	May 5, 2015

The **MISSION** of Pillar Nonprofit Network is to strengthen the effectiveness of the nonprofit sector.

Our **VISION** is a stronger nonprofit sector for a more engaged, inclusive and vibrant community.

To this end, Pillar supports nonprofit organizations in fulfilling their missions in our community, while also making connections for community impact. Pillar provides leadership, advocacy and support to the nonprofit sector through the promotion of volunteerism, professional development and networking opportunities, and information sharing. Pillar also believes fostering social enterprise, social innovation and cross-sector collaboration are key strategic priorities in building stronger and more inclusive communities.

**PURPOSES**

Pillar Nonprofit Network

- Strengthens our community through increased awareness and advocacy of the nonprofit sector;
- Supports nonprofits to develop equitable organizations that are diverse, inclusive and accessible to the community;
- Promotes and models best practices and policies for an effective nonprofit sector;
- Facilitates collaboration and connects nonprofit organizations to each other and to the public and private sectors; and
- Ensures financial accountability in the management of Pillar’s resources.

We achieve these goals while embracing the **VALUES** of accountability, collaboration, inclusiveness, and integrity.

Values	Definition Statement	Behaviours that Support Values
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<p><b>Accountability</b></p>	<p>We are responsible to and act in the best interest of our members, the community and our staff.</p> <p>We are responsible to our funders.</p> <p>We are able and willing to stand behind our actions in a transparent way.</p> <p>We model this in the spirit of best practice as we encourage all nonprofit organizations to demonstrate accountability to their stakeholders.</p>	<p>We demonstrate accountability through:</p> <ul style="list-style-type: none"> <li>▪ Communication: with our members, funders, the community and staff</li> <li>▪ Appropriate reporting structures and policies</li> <li>▪ Our annual report</li> <li>▪ Soliciting member feedback annually</li> </ul>
<p><b>Collaboration</b></p>	<p>We value working together with nonprofits and the other two pillars - business and government - to accomplish common goals.</p> <p>We look first to consider opportunities for collaboration.</p>	<p>We demonstrate collaboration through:</p> <ul style="list-style-type: none"> <li>▪ Building and maintaining relationships</li> <li>▪ Facilitating collaboration amongst the membership and beyond</li> <li>▪ Local, regional, provincial and national partnerships</li> <li>▪ Respecting and valuing others ideas</li> </ul>
<p><b>Inclusiveness</b></p>	<p>We are an open and welcoming organization that values all people equally.</p> <p>We encourage governance in all nonprofits that is reflective of the communities in which they serve</p>	<p>We demonstrate inclusiveness by always striving to::</p> <ul style="list-style-type: none"> <li>▪ Have a Board that is reflective of the diversity of our community</li> <li>▪ Support organizations across all sectors in the nonprofit world</li> </ul>
<p><b>Integrity</b></p>	<p>We conduct ourselves in an honourable, ethical, professional and respectful way.</p>	<p>We demonstrate integrity through:</p> <ul style="list-style-type: none"> <li>▪ Adherence to ethical standards</li> <li>▪ Maintaining honesty in our relationships and interactions</li> <li>▪ Principal-based decision making</li> <li>▪ Operating according to our values</li> <li>▪ Transparency in our decisions and actions</li> </ul>

<b>POLICY AREA:</b>	Outcomes	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Strategic Priorities	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	1.2	<b>DATE REVISED:</b>	May 5, 2015

The following four (3) Strategic Priorities and twelve (7) Objectives were identified in Pillar’s 2018 to 2020 Strategic Plan.

<b>Strategic Direction and Goal</b>	<b>Objectives</b>	<b>Performance Measures</b>
<b>Be Ready</b>  <b>Goal:</b> <b>Be ready for future opportunities and growth.</b>	Increase the infrastructure required to be ready for future opportunities and growth.	Sustainability model completed & monitored
		Technology in place to connect the Pillar network and de-centralize support
		Established risk matrix, reviewed quarterly
		Gaps in ED succession planning identified and addressed
<b>Be Focused</b>  <b>Goal:</b> <b>Be focused to maximize our impact.</b>	Mature our core services and existing programs.	% of services and programs that have moved along the adaptive cycle
		% increase in membership
		Membership program expanded to serve all clients
		Efficiencies created throughout the organization.
		Social enterprise supports expanded to serve and prioritize nonprofits
		Organization-wide communications plan completed.
	Increase the understanding and use of impact measurement.	% of staff and Board reporting an increase in knowledge about impact measurement
Increase the awareness of impact stories in our community.	Number of attendees at PCIA Number of impact stories shared & channels used	
<b>Be Inclusive</b>  <b>Goal:</b> <b>Provoke discussion and action around equity and emerging</b>	Increase the understanding about issues around equity, and the wants and needs in the community, and how the community wants to be engaged.	Number of conversations initiated with communities that aren’t currently engaged.

Strategic Direction and Goal	Objectives	Performance Measures
cross-sector community issues.	Increase conversations, and promote community action around equity.	Number of stakeholders engaged in community conversation and action around equity
		Review of programs with an equity lens completed.
	Increase and measure the extent to which the nonprofit sector reflects the London community.	% increase of nonprofit sector's reflection of London's community
		Established baseline knowledge about what it looks like to reflect London

<b>POLICY AREA:</b>	Outcomes	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Board Action Plan	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	1.3	<b>DATE REVISED:</b>	January 4, 2018

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Aligned with Pillar’s mission, vision, values and purpose statements and flowing from our Strategic Directions for 2018-2021, the current Board-approved Action Plan is attached as Appendix A.

<b>POLICY AREA:</b>	Outcomes	<b>DATE APPROVED:</b>	January 9, 2014
<b>SUBJECT:</b>	Membership in Pillar	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	1.4	<b>DATE REVISED:</b>	January 5, 2014 May 5, 2015

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Nonprofit or charitable organizations or individuals with an interest in furthering Pillar's objectives are welcome to apply for membership in Pillar.

Routine approvals of membership are delegated to the Executive Director who will forward any exceptional applications for membership to the Board of Directors for approval.

Any individual or organization membership is valid for one year from the date that payment has been received by Pillar. Membership benefits are as posted on the Pillar website.

Memberships expire when the member resigns in writing, dies, becomes insolvent or declares bankruptcy, ceases to be a nonprofit, or at the end of the membership year as set by the Board in policy. Memberships are non-transferable. Members are entitled to one vote.

*Monitoring: Member list published on website.*

## BOARD PROCESS POLICIES

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	February 23, 2009
<b>SUBJECT:</b>	Role of the Board	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.1	<b>DATE REVISED:</b>	

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The role of Pillar Nonprofit Network is to achieve its vision in a prudent, ethical and cost-effective manner. It is essential that the Pillar Board make contributions to the Pillar Nonprofit Network which are:

- a) Unique to the Board's public trustee role and
- b) Essential for the proper governance and management of Pillar.

In this spirit, THE BOARD WILL:

- organize itself to ensure that Pillar's mission, vision and purposes are fulfilled
- provide strategic leadership
- set goals
- ensure that the behaviour of the staff, volunteers and board is legal, ethical and prudent
- uphold the VALUES of integrity, collaboration, accountability and inclusion.
- ensure that the values, perspectives and diversity of the greater community are taken into account in all decision-making

### **SPECIFICALLY, THE BOARD WILL:**

1. PRODUCE WRITTEN GOVERNING POLICES WHICH CLARIFY:
  - a) The agency's vision, purpose and values
  - b) Standards against which staff, volunteers and Board will be held accountable
  - c) Principles for delegating responsibility and monitoring results
  - d) Principles and values directing board decisions and methods
2. ENSURE EFFECTIVE PERFORMANCE OF THE EXECUTIVE DIRECTOR THROUGH:
  - a) Appropriate delegation of authority
  - b) Monitoring performance against established Board policy criteria
  - c) Leadership support to the Executive Director
3. FACILITATE LINKAGES WITH THE COMMUNITY BY:
  - a) Maintaining an awareness of social and economic factors affecting the communities served by Pillar
  - b) Formally representing Pillar to potential funders and private, public and community stakeholders
4. EXERCISE THE POWERS AND DUTIES VESTED IN IT TO:
  - a) Set strategic priorities including broad operational priorities while focusing on intended long-term impacts

- b) Assess its own effectiveness by monitoring the performance of individual board members as well as the effectiveness of the board as a whole
- c) Ensure fiscal accountability and the financial support and resources necessary for Pillar to fulfill its mission, vision and purpose

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	April 9, 2009
<b>SUBJECT:</b>	Governing Manner and Code of Conduct	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.2	<b>DATE REVISED:</b>	

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### **AUTHORITY & ACCOUNTABILITY**

The Board as a whole is accountable to the membership, funders and donors for Pillar’s operations. The Board is also accountable to exercise good stewardship of the organization on behalf of the trust placed in it by the general public, staff, volunteers and other stakeholders.

Individual members are appointed under the authority of the By-Laws. They have no authority to act or give direction individually other than in the manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual director or officer or employee or member of a committee; however the Board retains ultimate responsibility and accountability.

### **STRATEGIC LEADERSHIP**

The Board approaches its task in a manner which emphasizes strategic leadership more than administrative detail; makes clear the distinction of Board and staff roles; has a focus on the future rather than the past or present and acts proactively rather than reactively.

In this spirit, the Board:

1. Keeps its major involvement with the intended long-term impact of the organization, not on administrative, operational or program details.
2. Directs and inspires Pillar through careful deliberation and establishment of policies. Policies will be statements of values or perspectives which address:
  - a) what benefits are provided by Pillar, to whom and at what cost
  - b) boundaries of prudence and ethics for staff, volunteers, and Board
  - c) Board roles and responsibilities, and
  - d) the Board/Executive Director relationship
3. Enforces on itself appropriate discipline as needed to govern with excellence. Discipline applies to attendance, policy-making principles, respect for roles clarified in policy, speaking with one voice, and self-monitoring of Board tendency to stray from governance into operations.
4. Is responsible for its own performance through ongoing Board evaluations, Board development and Board recruitment.

### **EFFECTIVE DECISION MAKING**

Likewise, the Board is committed to effective discussion and decision making.

In this spirit, Board members:

1. Make decisions by consensus to the extent possible. Consensus means all Board members support the decision. Formal motions, as put forward, will be put to a vote.

2. Express additional or alternative points of view and invite others to contribute.
3. Bring those additional and alternative viewpoints under the appropriate agenda item and refrain from “lobbying” other Board members outside of Board meetings.
4. Support and defend Board decisions.
5. Respect differences of opinion and not discuss these differences outside of Board meetings, particularly with staff, volunteers or members.
6. Are aware of their obligations under the following policies (see 2.1 Role of the Board; 2.9 Conflict of Interest; 2.14 Confidentiality, Collection & Use of Personal Information; and 3.10 Public Relations & Advocacy).

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	April 9, 2009
<b>SUBJECT:</b>	Board Meeting Process	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.3	<b>DATE REVISED:</b>	May 5, 2015

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In order to achieve its mandate efficiently and effectively, Board meetings will be held and conducted based on the following parameters:

1. The Board meets on the second Thursday of the month from 8:30 to 10:30 a.m. Board meetings are not regularly scheduled in July or August.
2. Board materials (agenda and attachments) are delivered no later than four days prior to the Board meetings.
3. Board meetings are planned using the Annual Agenda (Policy 2.4).
4. All agenda items fall into one of the following categories:
  - a) Meeting startup procedures
  - b) Board education
  - c) Policy review and development
  - d) Strategic discussions and directions
  - e) Monitoring and other reports
  - f) Communications and inquiries
5. The Board Chair may present a consent agenda at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Board Chair or meeting Chair.
6. Agenda items are determined by the Board's objectives, established annually.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	April 9, 2009
<b>SUBJECT:</b>	Annual Agenda	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.4	<b>DATE REVISED:</b>	June 10, 2010 April 14, 2011 May 10, 2012 May 5, 2015

MONTH	AGENDA ITEM
JANUARY	<p><b>Reports:</b> Resource Development Committee (annual plan), Nominating Committee, Executive Director's Report, Annual Operation Plan, Quarterly Statistics (Q4/year end), Program Overview, Board Attendance</p> <p><b>Other:</b> Approve Annual Board Action Plan, Identify Chairs of all Board committees, Initiate GST rebate</p>
FEBRUARY	<p><b>Reports:</b> Pre-Audit Financials, Resource Development Committee, Nominating Committee, Executive Committee, Executive Director's Report, Policy Committee</p> <p><b>Decisions:</b> Auditor for next year</p> <p><b>Other:</b> Determine approach to be used to evaluate Board performance (i.e. evaluation tool), AGM, Executive to review Records Retention Schedule and annual affidavit activity (per Policy 2.8), report on GST rebate submission and sources &amp; deductions remitted to Receiver General</p>
MARCH	<p><b>Reports:</b> Resource Development Committee, Nominating Committee, Executive Committee, Policy Committee, Executive Director's Report, quarterly update on Innovation Works Committees by Project Manager</p> <p><b>Decisions:</b> Slate of Board nominees and officers, approval of policies</p> <p><b>Other:</b> Board evaluation, AGM, Board ethno-cultural diversity assessment, Life Insurance Statement Review, Review new/existing opportunities for fund development; Review Risk Management Plan</p>
APRIL	<p><b>Reports:</b> Resource Development Committee, Nominating Committee, Executive Committee, Auditor's Report, Executive Director's Report, Program Overview, Board Attendance</p> <p><b>Decisions:</b> Banking resolutions/signing officers</p> <p><b>Other:</b> AGM occurs, new Board member orientation, review of Committees</p>
MAY	<p><b>Reports:</b> Q1 Financials to March 31<sup>st</sup>, Resource Development Committee, Executive Committee, Executive Director's Report, Quarterly Statistics (Q1)</p> <p><b>Decisions:</b> Board/Ad Hoc committee assignment, date of Board summer social (July), date of extra Board meeting (October), report on GST rebate submission and sources &amp; deductions remitted to Receiver General</p>

MONTH	AGENDA ITEM
	<b>Other:</b> Board signatures on audit.
JUNE	<p><b>Reports:</b> Resource Development Committee, Executive Committee, Executive Director's Report, quarterly update on Innovation Works Committees by Project Manager</p> <p><b>Other:</b> Review new/existing opportunities for fund development; Review Risk Management Plan</p>
JULY	<p><b>Board package only:</b> Finance, Executive Committee, Quarterly Statistics (Q2), Executive Director's Report, Program Overview, Board Attendance</p> <p><b>Other:</b> Board summer social</p>
AUGUST	<b>Board package only:</b> Finance and Executive Director's Report
SEPTEMBER	<p><b>Reports:</b> Q2 Financials to June 30<sup>th</sup>, Resource Development Committee, Executive Committee, Executive Director's Report, quarterly update on Innovation Works Committees by Project Manager</p> <p><b>Other:</b> Begin process for ED performance and compensation review (ED goal check-in), Membership fee recommendation on consent agenda, report on GST rebate submission and sources &amp; deductions remitted to Receiver General, Review new/existing opportunities for fund development; Review Risk Management Plan</p>
OCTOBER	<p><b>Reports:</b> Finance, Quarterly Statistics (Q3), Resource Development Committee, Executive Committee, Executive Director's Report, Program Overview, Board Attendance</p> <p><b>Other:</b> Executive Director performance review, begin Board annual recruitment process (Nominating Committee), follow up with new Board member(s) to determine if the new Board member(s) requires additional resources (Executive Committee)</p> <p><b>Extra Meeting:</b> Set upcoming annual Board objectives, strategic planning (every third year)</p>
NOVEMBER	<p><b>Reports:</b> Q3 Financials to September 30<sup>th</sup>, Resource Development Committee, RDC Operational Plan, Executive Committee, Nominating Committee, Executive Director's Report</p> <p><b>Decision:</b> ED compensation</p> <p><b>Other:</b> Initiate annual review of Board policies (Board Policy Committee &amp; identify Chair), Draft budget for next fiscal year, date for extra Board meeting (January), report on GST rebate submission and sources &amp; deductions remitted to Receiver General</p>
DECEMBER	<b>Reports:</b> Resource Development Committee, Executive Committee, Nominating Committee, Executive Director's Report, quarterly update on Innovation Works Committees by Project Manager; Review Risk Management Plan

MONTH	AGENDA ITEM
	<p><b>Decisions:</b> Budget for upcoming year, Review new/existing opportunities for fund development</p> <p><b>Other:</b> Agency priorities for upcoming budget and year, confirm D&amp;O, Commercial Liability &amp; Property Insurance and provide overview of coverage</p>

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	June 11, 2009
<b>SUBJECT:</b>	Board Committee Structure	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.5	<b>DATE REVISED:</b>	November 12, 2009 May 10, 2012 May 5, 2015

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The Pillar Board operates with the simplest structure necessary to achieve its role. Its structure reflects that accountability for the organization resides in the Board as a whole, not within its Committees and Officers.

There are a minimum of eight (8) and a maximum of fifteen (15) Directors on the Board. The Executive Director is also a member of the Board who lacks voting privileges.

The Board assumes full responsibility for annually evaluating its own effectiveness. In addition, the Board annually develops objectives for itself, defines its own development needs, recruits new members and orientates newcomers to the Board.

### **LENGTHS OF TERMS**

1. The length of term for Directors is two years, renewable to a maximum of three (3) consecutive terms unless serving in an executive capacity. A Director serving in an executive capacity may serve a maximum of four (4) consecutive terms.
2. Directors are eligible for re-election after eleven (11) months have elapsed since their retirement after previous term(s) of service.
3. Directors can be considered for a Vice Chair role after having served for a minimum of one term.
4. The Chair serves in this role for one term only.
5. The Chair will serve as the Past Chair for one term upon completing the role of Chair.

### **THE ROLE OF BOARD COMMITTEES**

1. The function of a Committee is to bring the experience, expertise and judgement of a group of interested and informed persons to bear on a specific area of Pillar's responsibility. They assist the Board by:
  - a) Considering matters referred for more in-depth study that is not possible at the Board level; and
  - b) Considering the issues, proposing alternative actions, presenting the implications and making recommendations to the Board.
  - c) The Board will review Committee recommendations, request any additional information it deems necessary to make an informed decision, and adopt or amend the Committee's recommendations.

2. Each Committee must submit an operations plan to the Board for approval annually.
3. Committee Chairs will be appointed every second January as appropriate.
4. The Chair and the Executive Director are ex-officio or honorary members of all Pillar Board Committees.

#### **AUTHORITY AND ACCOUNTABILITY**

1. Committees have an advisory function to the Board.
  - a) They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes.
  - b) They shall take no action inconsistent with any policy established or approved by the Board.
  - c) They do not have any authority to direct staff although they may, through the Board, ask the Executive Director to allocate organizational resources in support of Committee activities.
  - d) The Board may remove any officer or member for lack of attendance, or for being absent without notice for three consecutive meetings, or for other just causes upon the recommendation of the Committee Chair.
  - e) Pillar Board and Committee members may be reimbursed for reasonable expenses incurred outside the expected scope of Board/Committee member responsibilities as outlined in policy 2.13. The administration of funds for such purposes shall be the responsibility of the Executive Committee.
  - f) Committees are encouraged to utilize the most cost-efficient means of conducting business, including the use of teleconferencing to ensure participation and to encourage membership throughout Pillar's service area.
2. All committees report to the Board of Directors via the Committee Chair - verbally or through minutes or presentation - at each regularly scheduled Board meeting as appropriate.

#### **RELATIONSHIP OF BOARD COMMITTEES TO STAFF**

1. Committee activities offer an opportunity for the Board and staff to think and plan together. Committees rely on the abilities, training, expertise and experience of staff to help plan for and provide services within Pillar's mandate.
2. The Executive Director or designate, will attend all Board Committee meetings as a resource. However, Committee members do not exercise authority over staff, and will not have direct dealings with staff operations. Committee members must understand and respect the distinction between Board and staff responsibilities.
3. The communications process between Board and staff, outside of Committee meetings, will only be through the Executive Director. This includes:
  - a) any assignments or directives;
  - b) requests for organizational resources or staff time;

- c) staff performance concerns or policy infractions;
- d) concerns regarding any aspect of programs or administration

## **STANDING COMMITTEES OF THE BOARD**

### **1. THE EXECUTIVE COMMITTEE**

#### **Mandate**

The Executive Committee shall have and exercise all the powers and duties of the Board between meetings provided that the Committee operates within the authority and accountability directives.

The Executive Committee makes policy decisions on behalf of the Board when required by urgent circumstances and the Board, as a whole, is unable to meet during the period in which a decision is required. This power is exercised only as necessary. Normally it will not make decisions on behalf of the Board without the approval of the Board.

#### **Responsibilities**

1. Carry out other functions as delegated by the Board.
2. Plan board meetings in accordance with the annual agenda.
3. Plan the Annual General Meeting (AGM) and ensure there is a Slate of Officers/Directors for approval at the AGM.
4. Appoint a Pillar Board member to liaise with the annual recipient of the Willy Van Klooster Nonprofit Governance Scholarship - usually the Board Past Chair (or designate). The appointee serves as a mentor to the Board Chair of the scholarship recipient organization.
5. The Executive Committee is also responsible for ensuring succession planning of Board leadership. The Executive Committee initiates the search for a new Vice Chair (see Policy 2.6 for role description).

Procedure as flows:

1. Board Chair issues a call for interest to existing Board members at the November Board meeting preceding a Board Chair transition year; i.e., a year in which the current Vice Chair moves into the role of Chair.
2. Executive Committee reviews Board member interest and/or approaches potential candidates who have displayed the required leadership skills, commitment to time and mission of the organization (e.g. representing Pillar in the community, etc.).
3. Through discussion and interviewing potential candidates, the Executive Committee recommends a candidate to the Board (based on agreement of the candidate to stand for the role) at the March or April Board meeting in a Board transition year.
4. If more than one qualified candidate is identified, the Board will vote by confidential ballot to determine the successful candidate.
5. Prior to a recommendation being made to the Board, all candidates will be contacted, thanked for their interest, and informed of the recommendation reached.

6. At the Board meeting, the recommended candidate(s) is excused from the room during the vote and the Board votes on the recommendation.
7. Should the Board not vote in favour of a candidate, the process recommences.

### **Membership**

The Chair of the Board, Vice-Chair/Secretary of the Board (referred to as the Vice-Chair), immediate Past Chair, Treasurer, and the Executive Director constitute the Executive Committee.

### **Terms of Reference**

The Vice-Chair of the Board chairs the Executive Committee. A majority of the Executive Committee represents a quorum for decisions and must include the Chair or Vice Chair. The Board will present all decisions of the Executive Committee for approval at its next meeting. The Executive Committee keeps minutes of its meetings and these will be distributed to the Board members in advance of the regular Board meetings.

The Executive Committee may invite other Officers, Directors and/or employees to attend these meetings to assist with discussions and items under consideration.

## **THE NOMINATING SUB-COMMITTEE**

### **Mandate**

To identify and recruit members of the community whose experience, skills, and perspectives add value to the Board.

### **Responsibilities**

1. Ensure the Board Diversity Grid is up-to-date.
2. Identify skills and characteristics needed at the Board level, based on strategic priorities.
3. Compare current Board skills and characteristics to needs, and identify gaps.
4. Identify community members who's skills fill the identified gaps.
5. Strive to maintain equitable representation relative to the city's demographics and nonprofit sector representation.
6. Develop a plan to communicate with potential Board members and determine their interest in becoming a Board member.
7. Oversee the implementation of the communication plan.
8. Recommend candidates to the Board.
9. Ensure Pillar's Board Chair and Executive Director meet the recommended candidates.
10. Present a slate of candidates to the Board for approval.

### **Membership**

The Committee is made up of three to six (3-6) members, drawn from current Board members and staff. The Chairperson will be the Past Chair of the Board. The Executive Director will be ex officio. Volunteers who may or may not be members of the Board may also participate.

### **Terms of Reference**

The Chair will be the immediate Past Chair of the Board. This subcommittee is accountable for ensuring the nomination of a slate of officers and for ensuring that the Board nominees are selected in keeping with the principle of equitable representation relative to the city's demographics and nonprofit sector representation.

### **Term**

2 years

## **2. THE RESOURCE DEVELOPMENT COMMITTEE**

### **Mandate**

To develop and implement resource development plans that help to ensure Pillar's financial viability.

In keeping with the Board's obligation to ensure Pillar's financial viability, resource development is also an obligation of each individual Board member and the Board as a whole.

### **Responsibilities**

1. To develop an annual resource development plan for approval by the Board. This includes:
  - a) Identifying the target streams of revenue and how they will be matched to Pillar's service provision (i.e., what percentage of the core budget will come from which sources and how will those monies be utilized?).
  - b) Developing the principles, values, and criteria which will guide Pillar regarding which sources of revenue are appropriate for the organization (for example, if a gift is offered to Pillar should it be accepted?).
  - c) Recommending to the Board a fund development strategy, which is achievable by Pillar and include in this strategy who will be involved in the implementation of the plan (i.e., will Pillar use a "Revenue Development Committee" concept to start the plan implementation?).
2. To put those plans into operation.

### **Membership**

The Committee comprises at least three (3) members of the Board of Directors, the Executive Director (or delegate) and other volunteers as needed.

### **Terms of Reference**

The Chair is a Board member who is selected by the Board of Directors. Work will be accomplished by the large group or assigned task groups/ad hoc committees as decided by the Committee. Task group recommendations will come to the Committee as a whole for discussion and approval.

### **3. THE POLICY REVIEW COMMITTEE**

#### **Mandate**

To review and create Board policies for recommendation to the Board.

#### **Responsibilities**

1. Update and review Board policies on an annual basis at minimum and provide recommendations for consideration by the Board.
2. Create new policy in response to changes in strategic direction, legal requirements or at the behest of the Board.

#### **Membership**

The Committee is comprised of two-three (2-3) members of the Board, the Executive Director (or delegate) and other volunteers as needed. The Committee Chair is a Board member who is selected by the Board of Directors.

#### **Terms of Reference:**

The Committee will begin meeting in January of each fiscal year, unless otherwise needed, in preparation for any policy/bylaws that need approval at the Annual General Meeting.

The Committee Chair is responsible for the organization of committee meetings and the setting of meeting agendas. The Chair will also keep track of all policy issues throughout the year for consideration by the Committee.

### **4. THE FINANCE & AUDIT COMMITTEE**

#### **Mandate**

To oversee the organization's financial and risk management, as well as the audit function. The committee investigates and recommends actions of a financial and audit nature to the Board of Directors.

#### **Responsibilities**

1. Finance Responsibilities
  - a) Review the actual, forecasted and budgeted financial position and operations of the organization, providing quarterly reporting and making recommendations, as necessary to the Board.
  - b) Review the organization's annual budget and present it to the Board for approval.
  - c) Review the adequacy of financial controls and if necessary make recommendations to improve/amend controls.
  - d) Monitor and ensure compliance with relevant statutory and regulatory financial requirements.
  - e) Review major accounting policy changes before implementation. Review proposed changes to policies or reporting guidelines proposed by the Chartered Professional Accountants of Canada, provincial or federal governments.
  - f) Recommend and comment on banking and financial arrangements annually
  - g) Review and monitor the investment policy of the organization.
  - h) Undertake such special projects as may be assigned by the Board.

- i) Recommend external investment advisors as appropriate and monitor investments being managed by such advisors, and carry out other responsibilities as noted in the investment policy statement.

## 2. Audit Responsibilities

The following responsibilities are of an audit nature:

- a) Review and approve the scope of the annual audit.
- b) Review the annual audit report and the content of proposed published report.
- c) Upon completion of the audit, attend meeting with the external auditors in order to discuss their final report and their observations on the annual audit. This includes reviewing comments related to any concerns about the organization's financial systems, adequacy of internal controls, staff and other factors that might be pertinent to the integrity of financial reports.
- d) Recommend the approval of the annual audited financial statements to the Board.
- e) Review management's assessment of the external auditors and recommend the appointment of the external auditors to the Board of Directors.
- f) Annually, review insurance coverage and claims/loss ratios from a risk management perspective.
- g) Monitor management controls to ensure that risk and liability to the organization is minimized.
- h) Create awareness and monitor enforcement of the organization's "conflict of interest" policy.

### **Membership**

The committee will be composed of the Treasurer (Chair) and at least two (2) other members of the Board. At the discretion of the Board of Directors, ex-officio members of the Board can act as Board representatives with respect to quorum.

Up to three (3) community members with experience in financial and/or relevant matters may also sit on the committee. These individuals must be independent of management and free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a committee member.

Ex-officio members Committee members include the Executive Director and Finance Manager.

### **Terms of Reference**

The Committee will meet quarterly with the option to call additional meetings as required. The Committee Chair is responsible for the organization of committee meetings and the setting of meeting agendas. The Chair will also keep track of all issues throughout the year that require consideration by the committee.

The Committee will report quarterly to the Board.

Quorum will be fifty percent (50%) of committee members, two (2) of which must be members of the Board.

## **AD HOC COMMITTEES**

The Executive Committee and Resource Development Committee are the only standing committees of the Board. However, Ad Hoc committees of the Board are appointed as needed for time-limited periods. It is the role of the Board to define Terms of Reference for all Ad Hoc committees at the time of their inception. Terms of Reference clarify mandate, scope, and membership, accountabilities, reporting requirements and deadlines for all Ad Hoc Committees, prior to their formation.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	June 11, 2009
<b>SUBJECT:</b>	Officers of the Pillar Board	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.6	<b>DATE REVISED:</b>	May 10, 2012 May 5, 2015

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All Board members share responsibility for leadership and effective governance. Although leadership is shared, several officer roles are required to ensure that the Board carries out its role in an efficient and effective manner. These roles are as follows:

### **BOARD CHAIR**

The role of the Chair is to ensure the integrity of the Board’s processes:

- a) The Chair is the “manager” of the Board’s activities. The Chair ensures that the Board follows its own rules and those mandated by legislation and regulations. The Chair has no authority to make decisions outside the Pillar by-laws or policies.
- b) The Chair provides leadership to the Board of Directors and ensures the Board’s leading role in strategic planning.
- c) The Chair leads all board meetings and the Annual General Meeting (AGM) and ensures that sound group process is used to address differences in Board members’ perspectives.
- d) The Chair, working with Pillar Standing Committee Chairs and the Executive Director as well as using the Annual Agenda format, develops the agenda for all Board meetings.
- e) The Chair ensures that the Board is properly informed about Pillar affairs and that the Board has the opportunity to come to decisions on matters within its accountability.
- f) The Chair acts as the primary liaison with the Executive Director.
- g) The Chair is the only designated media spokesperson on behalf of the Pillar board.

The Chair is **NOT** responsible for the organization or for the performance of the Executive Director. These responsibilities rest with the entire Board.

### **VICE CHAIR**

The role is responsible for assisting the Chair to ensure the integrity of the Board’s processes:

- a) The Vice Chair performs the duties and exercises the powers of the Chair when the Chair is unwilling or unable to do so.
- b) The Vice Chair serves as the automatic successor to the role of the Chair.
- c) The Vice Chair chairs the Executive Committee meetings.
- d) The Vice Chair participates closely with the Chair to develop and implement officer transition plans.
- e) The Vice Chair serves as the Secretary unless one has been appointed.
- f) The Vice Chair performs such other duties from time to time as assigned by the Board of Directors.

## **TREASURER**

This role is responsible for monitoring Pillar's financial activities. Specifically:

- a) The Treasurer is responsible for ensuring that full and accurate accounts of all assets, liabilities, receipts & disbursements are kept and follow Canadian generally accepted accounting principles.
- b) The Treasurer is responsible for overseeing the provision to the Board of quarterly and annual financial statements. He/she provides oversight to Pillar's financial situation, including investments and the submission of appropriate forms to the Canada Revenue Agency.
- c) The Treasurer, in cooperation with the Executive Director, produces the annual budget and arranges for the annual audit to be carried out.

## **SECRETARY**

This role is responsible for ensuring the integrity of the corporate records:

- a) The Secretary is responsible for ensuring that notices of Board meetings are sent and that Board meeting minutes are kept and is the custodian of the seal of the Pillar corporation when/if we decide to acquire it.
- b) The Board may delegate certain functions under this role to staff but not the accountability.

## **IMMEDIATE PAST CHAIR**

This role is responsible for supporting the Board Chair's transition into that role:

- a) The Immediate Past Chair chairs the Nominating Subcommittee of the Executive and ensures that a slate of directors and officers is in place for each AGM.
- b) Acts as a volunteer mentor (or ensures a designate from a respected board is acting in this capacity) to the Board Chair of the recipient of the *Willy Van Klooster Nonprofit Governance Scholarship* annually.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	June 11, 2009
<b>SUBJECT:</b>	Signing Authority	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.7	<b>DATE REVISED:</b>	May 5, 2015 October 13, 2016

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All cheques and financial transactions authorized by the Executive Director that are more than \$1K must be co-signed by a signing officer. Signing officers are the Board Chair, Vice Chair/Secretary, Treasurer and the Immediate Past Chair. Cheques and financial transactions that are less than \$1K can be co-signed by a Pillar staff member as identified by the Executive Director.

At least one signing officer must be readily available during regular office hours.

When signing officers co-sign financial transactions, they will:

1. Check to see that an original invoice has been provided (do not authorize copies of invoices).
2. Analyze if the expense seems reasonable and within established practices.
3. Ask for background information about the transaction.
4. Initial the invoice, once approved.

A list of all signed cheques that are less than \$1K should be brought forward to the Finance & Audit Committee quarterly on a detective control basis and to the Board as a consent agenda item.

Financial transactions initiated electronically (e.g. PayPal refunds), which therefore do not require a hard copy cheque, must be approved electronically the Executive Director and at least one (1) signing officer in advance.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	June 10, 2010
<b>SUBJECT:</b>	Board Performance & Self Evaluation	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.8	<b>DATE REVISED:</b>	March 10, 2011

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Formal self-evaluation of the Board is conducted annually (over the period from January to March).

This evaluation consists of obtaining feedback from directors in relation to:

1. Progress made towards achieving Pillar’s mission, vision and purposes
2. The extent to which the Board has fulfilled its role as outlined in Policy 2.1
  - a) Producing written governance policies
  - b) Ensuring effective performance of the Executive Director
  - c) Facilitating linkages to the community
  - d) Exercising the powers and duties vested in it
3. The extent to which Board actions have been consistent with agency values
4. Accomplishments, strengths, and areas in need of improvement

The Board chair is accountable for ensuring that this self-evaluation occurs.

The self-evaluation form is attached as Appendix A.

## 2.8 APPENDIX A

### BOARD EVALUATION

All board members and the Executive Director are to complete each section.

The results will be compiled, shared and discussed by the whole board and the average group answer to each question and overall section ratings will be analyzed. Together, as a Board we will celebrate our success and determine next steps for improvement where required.

*Circle the response that **best** reflects your opinion on the following statements. The rating scale for each statement is:*

*Strongly Agree (5)   Agree (4)   Maybe / Not Sure (3)   Disagree (2)   Strongly Disagree (1)*

#### **A. How Well Has the Board Done Its Job?**

1. I am clear on the role of the Board.
2. Our organization's vision is bold, challenging and future-oriented.
3. Our organization's mission is relevant and reflects enduring needs within the community.
4. Our organization has a three to five-year strategic plan or a set of clear long range goals and priorities.
5. The Board's meeting agenda clearly reflects our strategic plan or priorities.
6. The Board has ensured that the organization also has a one-year operational or business plan.
7. The Board gives direction to staff on how to achieve their goals primarily by setting or referring to policies.
8. The Board monitors operating performance based on a set of key indicators.
9. Pillar's Governance Policies are reviewed/revised annually.
10. Reporting of financial information is timely, accurate and useful in assessing Pillar's performance.
11. The results of the annual financial audit are timely, clear and directive.
12. The committees of the Board effectively carry out their mandates and work as effective subsets of the Board.
13. The Board ensures that the organization's accomplishments and challenges are communicated to members and stakeholders.
14. The Board has ensured that members and stakeholders have received reports on how our organization has directed its financial and human resources.

15. Our organization has effective processes in place to solicit input from donors and community.
16. It is evident in our policies and our actions that our Board is committed to inclusion, diversity of thought and seeks to build an organization that is reflective of the diversity of the community we serve.
17. The Board takes responsibility for ensuring the long-term financial health of the organization through revenue planning, fundraising and/or entrepreneurial ventures.  
Comments/Suggestions:

### **B. How Well Has the Board Conducted Itself?**

1. Board members are aware of what is expected of them.
2. The agenda of Board meetings is well planned so that we are able to get through all necessary board business.
3. There is excellent attendance at board meetings.
4. Board members come to meetings prepared.
5. We receive written reports to the Board in advance of our meetings.
6. All board members participate in important Board discussions.
7. We do a good job encouraging, respecting and dealing with different points of view.
8. The Board attends to its business in a positive and forward-thinking manner.
9. We all support the decisions we make.
10. The Board has taken responsibility for recruiting new board members.
11. The composition of the Board reflects the diversity of our community and the members we serve.
12. The Board has planned and implemented an orientation process for new Board members that clearly addresses roles, responsibilities, legal obligations and organizational mandate.
13. There are ongoing opportunities for director education and further Board development.
14. The Board's succession planning is addressed in an ongoing manner to ensure its own continuity.
15. Our Board meetings are productive and challenging.
16. The social aspects of our Board meetings are enjoyable.
17. Performance guidelines exist for the Board's executive positions as well as for general Board members.
18. The Board follows a process to assess and improve the performance of the Board and its members.
19. Comments/Suggestions:

### **C. Board's Relationship with Executive Director**

1. There is a clear understanding of where the Board's role ends and the Executive Director's begins.
2. There is good, two-way communication between the Board and the Executive Director.
3. The Board regularly receives information from the Executive Director that helps the Board to determine if organizational results are being achieved.
4. The Board trusts the judgment of the Executive Director.
5. The Board provides direction to the Executive Director by setting new policies or clarifying existing ones.
6. The Executive Director updates the Board monthly on the extent to which Board policies are being implemented and on new proposals and problems of significance.
7. The Board has developed formal criteria and a process for evaluating the Executive Director annually prior to any decision regarding compensation and employment.
8. The Board evaluates the Executive Director primarily on the accomplishment of the organization's strategic goals and priorities and adherence to policy.
9. The Board provides feedback and shows its appreciation to the Executive Director on a regular basis.
10. The Board ensures that the Executive Director is able to take advantage of professional development opportunities.
11. Comments/Suggestions:

### **D. Feedback to the Chair of the Board**

1. The Board has discussed the role and responsibilities of the Chair.
2. The Chair is well prepared for Board meetings.
3. The Chair helps the Board to stick to the agenda.
4. The Chair ensures that every Board member has an opportunity to be heard.
5. The Chair is skilled at managing different points of view.
6. The Chair can be tough on us as a group when we get out-of-line.
7. The Chair knows how to be direct with an individual Board member when their behaviour needs to change.
8. The Chair helps the Board work well together.
9. The Chair demonstrates good listening skills.
10. The Board supports the Chair.
11. The Chair is effective in delegating responsibility amongst Board members.

12. Comments/Suggestions:

**E. Final Comments**

If you could make one or two more suggestions to improve the Pillar Board of Directors, they would be:

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**Acknowledgements**

The above evaluation tool has been adapted from the following:

Board Self-Evaluation Questionnaire © 2005 Non-Profit Sector Leadership Program, Dalhousie University. May be freely copied as is or adapted by voluntary organizations for their own use.

Imagine Canada Board Evaluation

Pillar Board Evaluation draft document (prepared by Wendy Arnott)

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	June 11, 2009
<b>SUBJECT:</b>	Resolution of Conflict and Conflict of Interest	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.9	<b>DATE REVISED:</b>	September 10, 2015

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It is the duty of any person taking part in Pillar operations to act at all times in the best interests of Pillar. In order to maintain the high level of public support and respect that it enjoys, it is essential that Pillar’s affairs and business be conducted professionally, objectively and without interference, or the perception of interference, arising from personal interests of the individuals involved in making decisions for Pillar. This requires that Board members, volunteers and employees set aside personal self-interest and perform their duties in the transaction of Pillar affairs in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

Members of the Board shall serve without remuneration.

No director shall directly or indirectly receive any profit from his or her position but may be reimbursed reasonable expenses incurred in the performance of their duties as approved by the Board – either in policy or by resolution.

### **Definition of Conflict of Interest**

1. A conflict of interest arises in any situation where a Director’s duty to act solely in the best interests of the organization and to adhere to the Director’s fiduciary duties is compromised or impeded by any other interest, relationship or duty of the Director. A conflict of interest also includes circumstances where the Director’s duties to the organization are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to the organization.
2. A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the bylaws. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict or breach has occurred) may be harmful to the organization notwithstanding that there has been compliance with the bylaws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.
3. Full disclosure in itself, does not remove a conflict of interest.

### **Examples of Conflict of Interest**

- Any circumstance that may result in a personal or financial benefit to a director or his/her family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to Pillar including contracted work or honoraria; accessing financial or other resources for personal use (transportation, training costs, supplies, equipment, etc).

- Personal interests which conflict with the interests of members or are otherwise adverse to the interests of Pillar.
- Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with Pillar.
- Being a member of a Board or staff of another organization which may have material interests that conflict with the interests of Pillar or its members; and dealing with matters on one Board that might materially affect the other Board/Organization.
- Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of that director.

## **DISCLOSING A CONFLICT OF INTEREST**

There are several ways a conflict of interest can be disclosed:

1. By the individual themselves:
  - a) If a Director is unsure if he/she is in conflict of interest about an upcoming agenda item, the matter may be brought before the Chair or the Executive Committee or Board for advice and guidance. The Director must abide by the decision of any of these groups about the potential, real or perceived conflict of interest.
  - b) A Director who believes him/herself in a potential, real or perceived conflict of interest must disclose this as soon as the issue arises and before the Board or its committees deal with the matter at hand.
  - c) If the Board questions the disclosure, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from this discussion and from the vote.
  - d) If it is deemed that a conflict does exist, the affected person shall then leave the room during any and all discussions, deliberations or voting in respect of the matter and shall not directly or indirectly attempt to influence the decision on the matter.
2. By another Board member(s):
  - a) If another Board member(s) is aware of a potential, real or perceived conflict of interest on the part of a fellow Board member, it is the responsibility of that Board member(s) to raise the issue for clarification, first with the Board member and, if unresolved, the Board Chair.
  - b) The affected Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
  - c) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned shall also be recorded.

## **RESOLUTION OF CONFLICT OF INTEREST AND ADDRESSING BREACHES OF DUTY**

The resolution of a conflict of interest shall be determined by the Executive Committee in the following manner:

1. In a duly called meeting for this purpose, the Executive Committee shall review any complaints that a Director has violated any provision of the by-laws, governance policies, code of conduct, or confidentiality oath.
2. The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
3. Complaints that are not easily resolved may be referred to an independent third party.
4. Allegations of illegal activity shall immediately be referred to the police or other appropriate authorities for investigation. Any director against whom such allegations are made will be asked to consider taking a leave of absence from the Board pending completion of the investigation.
5. The review of complaints or disputes by the Executive Committee shall include an opportunity for the members concerned to present their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
6. Every attempt should be made to resolve such matters expeditiously and fairly.
7. Recommendations regarding resolution of matters reviewed by the Executive Committee or referred to an independent third party shall be reported to the Board. The positions and documentation considered by the Executive Committee and/or third party will be provided for the Board's information.
8. Recommendations involving removal of a Director will comply with the Removal of a Director Policy 2.19. Any other recommendations approved by the Board will be shared with the Board member in question and should he/she not abide by these recommendations, the Executive Committee may initiate the removal of a Director process reference above (Policy 2.19).

## **CONFLICT OF INTEREST AND STAFF**

1. No person who is directly related to the Executive Director or to a staff person shall assume the role of Chair of the Pillar Board. Direct relationship in this context means parent, child, sibling, spouse or partner.
2. Paid staff within the organization may have a conflict of interest when they function as members. In order to avoid this:
  - a) Paid staff who are members shall be non-voting members and as such shall not participate in the nomination/election process of the volunteer Board; move or second motions; participate in discussions relating to by-law and policy matters other than to provide information as requested; or vote upon any item in front of the membership at a general or special meeting of the membership.
3. The Executive Director may hire relatives of employees provided they are qualified and will not supervise or be supervised by an immediate family member. A conflict of interest exists if employees participate in the selection process involving a relative. In these circumstances, it is the employee's obligation to declare the conflict and withdraw from the selection process.

## **PERIOD OF REST**

Board members shall not assume a staff position or act as a paid consultant/independent contractor within Pillar for one year after stepping down from the Board.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	September 10, 2009
<b>SUBJECT:</b>	Board Orientation	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.10	<b>DATE REVISED:</b>	

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## **ORIENTATION OF NEW BOARD MEMBERS**

1. The orientation of new Board members is the responsibility of the Board of Directors.
2. All prospective Board members meet the Board Chair and Executive Director (ED) during the recruitment process (see Nomination Policy) at which time the Board Chair provides an informal overview of the Pillar approach to governance; role, structure and functions of the board and committees; synopsis of the strategic direction of organization; commitment expected of Board members as well as organizational background
3. New Board members are provided with a Pillar Board Manual (or electronic access to equivalent documentation) that contains:
  - a) Organizational history
  - b) Constitution and by-laws
  - c) All board and operational policies
  - d) Overview of funding sources
  - e) Operating budget
  - f) Minutes from past three board meetings
  - g) Strategic plan
  - h) Annual action plan
  - i) Annual report
  - j) List of members
  - k) Summary of programs / services
4. New Board members participate in a Board orientation, at which time they review the Board Manual, tour the Pillar office and become further acquainted with the ED.
5. Each new Board member is assigned an experienced, fellow Board “mentor” who is available to answer questions outside of Board meetings and who assists with a warm and welcoming integration onto the Board. Mentor assignments will be arranged immediately following the Annual General Meeting and are formally in place for six months. Through review and discussion, mentors will reinforce understanding of Board policies and the role of Board members with their assigned mentees.
6. Each Board member is required to sign the Oath of Confidentiality, Code of Conduct and Conflict of Interest agreement.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	September 10, 2009
<b>SUBJECT:</b>	Media Relations and Communications	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.11	<b>DATE REVISED:</b>	

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Pillar Nonprofit Network is committed to consistent messaging, conveying a positive image to the public, and being a role model to the nonprofit sector in all areas of communication. Pillar is committed to having a comprehensive plan for effective communication in the event of a crisis.

1. Only the Executive Director and Board Chair are authorized to release information to the media and to the public. All other staff, Board and committee members should be professional and helpful to the media by connecting them with the spokespeople, but will neither speak to the media, nor provide any information.
  - a) The Board Chair will be the media spokesperson on issues of policy and governance.
  - b) The Executive Director will be the media spokesperson for operational matters.
  - c) In the absence of the Board Chair and Executive Director, a designate will be assigned as the media spokesperson.
2. All crises should be reported to the Executive Director and Board Chair immediately.
3. It is the responsibility of the Executive Director to have a thorough and up-to-date Crisis Communications Plan available in the event of a crisis.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	November 12, 2009
<b>SUBJECT:</b>	Records Management & Retention	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.12	<b>DATE REVISED:</b>	April 14, 2011

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This policy exists to:

1. To ensure protection of critical agency records
2. To facilitate accountability for managing records
3. To facilitate easier filing and retrieval of information
4. To eliminate duplication of information

*It is the responsibility of the Board to ensure that official organization records are stored and safeguarded.*

## DEFINITIONS

Pillar’s records are either “official” or “transitory.” Official agency records can either be electronic or hard copy.

### OFFICIAL RECORD

A record is considered “official” if it provides important evidence of key consultations, decisions, actions or policies or practices. These records are usually required for ongoing operational, legal or audit reasons. Examples of these records are Board meeting minutes, policies & procedures, budget submissions, contracts/legal agreements, financial reports and reports to any funder.

Official records must be preserved.

#### a. VITAL

Some official agency records are further considered “vital” to operations. These records are documents relating to our legal obligations, to preserve our registered charitable status or because they are required under the *Business Corporations Act*.

#### b. CONFIDENTIAL

Some agency records are also considered confidential. Examples of these are personnel files, payroll records and client records.

### TRANSITORY RECORD

A record is considered “transitory” if it is a draft or a duplicate copy of an official record kept for convenience. Personal messages and/or committee working documents, etc. are considered unofficial records. These are also sometimes referred to as “working documents.”

Transitory or working records may be kept at a workstation or on a personal drive and deleted, shredded or discarded when no longer needed.

## POLICY & PROCEDURE

### Master Inventory List

The Board has developed and maintained a master inventory list of Pillar records, which is attached as Appendix A. This list captures the significant official records and details the board member responsible for ensuring the management of these records. It also outlines the minimum retention periods for these records.

The master inventory list should be reviewed annually and updated by the Executive Committee of the Board.

The Executive Director is responsible for ensuring that Pillar operational practices comply with this policy.

### Storage and Backup

*It is a delegated responsibility to the Executive Director to ensure offsite backup of electronic files (official and working documents).*

Official agency records will be stored in a fireproof, secure and locked cabinet or facility accessible by the Board. Until the organization acquires a fireproof cabinet, the current practice of maintaining official records in the Pillar office will continue as the organization seeks alternate arrangements.

### Destruction of Official Records

In accordance with the retention period on the Master Inventory List, official records may be destroyed. This destruction should be done under the supervision of the person identified as responsible for the type of record. The only acceptable method of destroying official hard copy documents is by shredding. Electronic records stored on soft media (CDs and DVDs) will also be shredded and hard drives will be re-formatted to erase the file.

The person who shreds official documents is required to complete an "Affidavit of Destruction" attached as Appendix B. Completed "Affidavits of Destruction" should be forwarded to the Executive Director for storage in the fireproof filing cabinet where they are to be stored indefinitely.

**Monitoring:** *The master inventory list will be reviewed annually and updated by the Executive Committee of the Board.*

## 2.12 APPENDIX A

### MASTER INVENTORY LIST – ORGANIZATION RECORDS

MATERIAL (books, electronic, paper, CD/disk, magnetic)	VITAL/ CONFIDENTIAL	LOCATION	FORMAT	RETENTION	RESPONSIBILITY	NOTES
<b>A. ACCOUNTING + FISCAL</b>						
Accounting Records including Official Tax Receipts	V	ED's office	hardcopy	6 years plus current fiscal	Executive Director	
Accounting Records	V	ED's office	hardcopy	6 years plus current fiscal	Executive Director	
Payroll Journals	V	ED's office	electronic	6 years + current fiscal	Executive Director	
Month-end Financial Reports	V	ED's office	electronic	6 years + current fiscal	Executive Director	
Funding Agreements	V	ED's office	hardcopy	6 years + current fiscal	Executive Director	
<b>B. ADMINISTRATIVE</b>						
<b>C. ADVERTISING</b>						
Ads for Annual General Meetings	V	with Finance	paper	7 years	Executive Director	
<b>D. CLIENT RELATIONS</b>						
Consulting Files	C	filing cabinet	paper		Executive Director	
<b>E. CORPORATE</b>						
Membership Applications/List	C					
Committee Minutes		intranet or ED's office			ED	
Ontario Corporation Notice of Change (Annual)		ED's office	hardcopy	indefinitely	Executive Director	
Registered Charity Annual Return		ED's office	hardcopy	indefinitely	Executive Director	
<b>F. EXECUTIVE</b>						
Audited Financial Statements	V	ED's office	hardcopy	indefinitely	Finance	
Annual Reports	V	ED's office	paper	indefinitely	Board Secretary	
Board Minutes (signed)	V	ED's office	paper	6 years + current	Board Secretary	
Funding Contracts	V	ED's office	paper	6 years + current	B	
Contracts with Auditor		ED's office	paper	6 years + current	Board Secretary	
Governance Policies	V	ED Assist drive & Boardroom filing	paper & electronic	indefinitely	Board Chair (electronic AA)	
Organization Reviews/Consultants				indefinitely	Board	
<b>G. INSURANCE</b>						
Insurance Policy (full)	V	ED's office	hardcopy	2 years (current insurance/fiscal)	ED	
Closed insurance claim files		Finance	hardcopy	6 years	ED	
<b>H. LEGAL</b>						
Lease Agreement	V	ED's office	hardcopy	indefinitely	Board	
Policy & Procedures	V	10 manuals: 8 on-site; electronic	paper & electronic		AA	
Original P & P	V	1 copy	paper		ED	
<b>I. PERSONNEL</b>						
Board lists	C		electronic	indefinitely		
Former Employee Files (from beginning)	C	ED's office	paper	2 years	ED	
Current Employee Files	V/C	3 parts: ED/RM and Finance	paper	5 years	Board/ED	
Past Employee Files	C	ED's office	paper	5 years	ED	
Current Volunteer Files	C	ED's office	paper	5 years	ED	
Past Volunteer Files	C	ED's office	paper	5 years	ED/Volunteer	
Signed Oaths of Confidentiality	C	ED's office	paper	5 years	ED	
Conflict of Interest	C	ED's office	paper	5 years	ED	
<b>J. PLANT + PROPERTY</b>						
<b>K. REFERENCE (Library)</b>						

## 2.12 APPENDIX B

### AFFIDAVIT OF DESTRUCTION

I, \_\_\_\_\_ (name), do hereby  
confirm that on \_\_\_\_\_ (date/month/year)  
I did destroy official Pillar Nonprofit Network records.

I further confirm that I did so in accordance with authorization from Pillar.

RECORD	METHOD OF DESTRUCTION

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	September 10, 2009
<b>SUBJECT:</b>	Reimbursement of Expenses	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.13	<b>DATE REVISED:</b>	April 14, 2011

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Directors are encouraged to absorb their own expenses incurred on behalf of Pillar Nonprofit Network.

Where a Director is asked to represent Pillar at a conference or meeting out of town, reasonable travel expenses, registration fees and accommodations will be reimbursed. Directors will be required to provide supporting documents substantiating their expenses.

All requests for reimbursement of expenses must be submitted in writing to the Executive Committee for authorization.

## **REIMBURSEMENT GUIDELINES**

No reimbursement will be made unless reported on a Pillar expense report to which are attached the copies of all bills, original receipts or other documentation for the expenditure. Credit card receipts must be accompanied by the original receipt.

### **Travel Expenses**

1. Travel by car will be reimbursed at a rate per kilometre and will be reviewed annually.
2. Economy train fare or bus fare will be reimbursed with proper documentation. If air travel is required, reimbursement for economy class airfare will be reimbursed if approved in writing prior to the ticket being purchased.
3. Taxi fare will be reimbursed for travel to and from airports, where no local transportation system is available.

### **Meals**

Directors are requested to observe meal reimbursement guidelines which are to be reviewed annually. Liquor charges are not permissible. All expense claims must be accompanied by original receipts.

### **Expense Limitations**

1. Total meal expense allowances will align with staff allowances as outlined in Operations Policy 1.2.
2. Expenses must be forwarded to the Executive Committee within thirty (30) days after the expenses are incurred.

**Receipts in Lieu of Expenses**

Directors wishing an income tax deductible receipt for expenses donated should complete the usual expense form then issue a personal cheque for the amount they wish to donate. They will be reimbursed for the full allowable amount of the claim and an income tax deductible receipt will be issued for the amount of the contribution

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	December 10, 2009
<b>SUBJECT:</b>	Confidentiality, Collection and Use of Personal Information	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.14	<b>DATE REVISED:</b>	April 14, 2011

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Confidentiality is of prime importance to Pillar Nonprofit Network.

## DEFINITIONS

**DONOR:** Anyone who has given the organization a gift

**MEMBER:** Any individual or organization in good standing with Pillar Nonprofit Network

**STAKEHOLDERS:** Includes all staff, volunteers, members, donors, sponsors and event participants

## POLICY

1. It is the responsibility of the Pillar Board to safeguard the confidentiality of information relating to the organization, members, donors, staff, and volunteers. The Board is also responsible for holding the Executive Director to the same standard.
2. The Board Secretary will ensure that all Pillar Board members and the Executive Director sign a confidentiality agreement (see Appendix A) and that they are stored in accordance with the Records Management and Retention Policy (see policy 2.11).
3. The Board delegates the responsibility for ensuring compliance with the Personal Information Protection and Electronic Document Act (PIPEDA) to the Executive Director.

## 2.14 APPENDIX A

### Pillar Nonprofit Network

#### OATH OF CONFIDENTIALITY

As an employee or volunteer with Pillar Nonprofit Network (Pillar), I undertake to keep in strict confidence any information acquired by me in the course of my activities for and on behalf of Pillar and any affiliated organization or group.

I also understand that Pillar maintains strict confidentiality relating to any information pertaining to its donors; I agree to hold any donor information in the strictest of confidence.

Such information, including information concerning program participants and members, shall be treated as confidential, unless such information has been expressly released for wider distribution by Pillar or the stakeholder. I will not engage in discussion of such information except on a need-to-know basis as required for the appropriate conduct of Pillar's business.

I acknowledge that I have an obligation to take all reasonable measures to ensure that such confidential information is not divulged to anyone not bound to respect this confidentiality and to ensure that such information is not used in any way, which might adversely affect the interests of Pillar, its donors, members, participants or affiliated organizations.

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Name (Please print)

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Date

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Signature

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Witness

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	February 9, 2012
<b>SUBJECT:</b>	Inclusion & Diversity	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.15	<b>DATE REVISED:</b>	

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The Pillar Nonprofit Network Board is committed to the inclusion of all people. We celebrate the diversity of the world and are committed to including all manners of race, colour, national origin, ancestry, gender, sexual orientation, religion, age, or people of disability.

## **DEFINITIONS:**

### **INCLUSION:**

The extent to which all members of the organization and community are included in important decision-making processes and social interactions.<sup>i</sup>

Inclusion is a sense of belonging: feeling respected, valued for who you are; feeling a level of supportive energy and commitment from others so that you can do your best work. Inclusion is a shift in organization culture. The process of inclusion engages each individual and makes people feeling valued, essential to the success of the organization. Individuals function at full capacity, feel more valued, and included in the organization’s mission. This culture shift creates higher performing organizations where motivation and morale soar.<sup>ii</sup>

### **DIVERSITY:**

The combination of characteristics within each of us including, but not limited to, ethnicity or national origin, gender, abilities, age, physical characteristics, values, culture, sexual orientation and socio-economic status.<sup>iii</sup>

### **RACISM:**

Those aspects of society and its people (attitudes, social structures and actions) that overtly and covertly attribute value and normality to historically dominant groups and that devalue, stereotype, and label racialized communities as “other,” different, less than, or render them invisible.<sup>iv</sup>

### **CULTURAL COMPETENCY:**

Described as a set of congruent behaviours, attitudes and policies that enables people and organizations to work effectively with various racial, ethnic, religious and linguistic groups.

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<sup>i</sup> Alison M. Konrad & Dharshi Lacey, 2007

<sup>ii</sup> Miller & Katz, 2002

<sup>iii</sup> Canadian Council for International Co-operation, 1998

<sup>iv</sup> Lopes & Thomas, *Dancing on Live Embers: Challenging Racism in Organizations*, 2006

## POLICY:

1. It is Pillar's intent to be an organization free from all verbal, physical and visual forms of harassment and discrimination.
2. All Board members, employees and volunteers are expected to be sensitive to and respectful of their co-workers and others with whom they come into contact while representing the organization.
3. Pillar prohibits all forms of harassment, whether due to race, colour, national origin, ancestry, gender, sexual orientation, religion, age, disability, political ideology, or any other reason.
4. Pillar values the diversity and uniqueness of Board members, staff and volunteers and is sensitive to all faiths or beliefs. Board and committee meetings will be scheduled such that they do not conflict with holidays associated with personal faith and beliefs of Board members.
5. Whenever possible the organization shall endeavour to include people with disabilities. Board and committee meeting locations will be held at accessible/barrier-free locations as required by Board/committee members.
6. We recognize institutional and systemic barriers, racism and interlocking systems of social oppression. Pillar is committed to actively working toward the removal of these barriers and will work to increase equity by creating a culture of cultural competency on its Board and in the organization through Board policy.
7. Pillar will ensure its programs, policies and principles reflect and support the rich diversity of the community we serve.
8. Pillar is committed to being a leader in supporting and valuing the diversity of the people, organizations and communities we service.
9. Pillar is committed to employment diversity with respect to all aspects of employment. The Board will maintain and monitor the policy to ensure that all decisions regarding recruitment, hiring, promotion, compensation, employee development decisions such as training, and all other terms and conditions of employment, will be made without regard to race, religious beliefs, colour, gender, physical disability, developmental delay, age, ancestry, place of origin, sexual orientation, marital status, source of income or family status.
10. Everyone at Pillar has a role to play in supporting our commitment to diversity and an equitable workplace.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	February 9, 2012
<b>SUBJECT:</b>	Harassment & Discrimination	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.16	<b>DATE REVISED:</b>	May 5, 2015

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## 1. RESPECTING DIVERSITY

As outlined and in accordance with the Inclusion and Diversity policy 2.15, success at Pillar hinges on our ability to draw upon the unique talents each and every one of our employees brings to the table.

Fair and equitable treatment of others is everyone’s responsibility. All are accountable for providing an organization free of harassment and discrimination and are expected to treat others as they would like to be treated. Likewise, Pillar Nonprofit Network will ensure all human resources practices (including, but not limited to, hiring, appointment, placement, promotion, termination, layoff, recall, transfer, leave of absence, compensation and training) result in the fair and equitable treatment of both current and prospective employees.

The Board of Directors endorses and practices respect for human rights in its relationships with employees, volunteers, contractors, members and vendors. The organization recognizes the right of individuals to equality of opportunity with respect to their employment based on their qualifications and is committed to providing a workplace in which all people are treated with dignity and respect.

The Board of Directors supports the principles of, and complies with, all applicable human rights legislation. Pillar will not tolerate behaviour in the workplace that is contrary to applicable human rights legislation. Unlawful discrimination and harassment by Board members, employees, members or volunteers is prohibited.

To ensure an environment which values diversity is maintained, staff, volunteers or Board members who experience or observe any form of discrimination or harassment at Pillar, commit to advise the person that the behaviour is unacceptable and request that they stop or alter their behaviour. Pillar does not tolerate discrimination or harassment, or reprisals against anyone who brings forward a discrimination or harassment concern. Should harassment or discrimination at Pillar be experienced that is not resolved by addressing the individual directly, please refer to the “Steps to Address a Complaint of Harassment or Discrimination” in Appendix A of this policy.

## 2. PROHIBITED GROUNDS OF DISCRIMINATION AND HARASSMENT

Pillar is committed to maintaining a workplace that is free from unlawful discrimination and harassment. The prohibited grounds of discrimination and harassment include those set out under Ontario's Human Rights Code and/or any other grounds protected by law.

For greater certainty, the Prohibited Grounds include:

- |  |  |
|--|--|
| a. Race  | h. Sexual orientation                                      |
| b. Nationality or place of origin  | i. Physical or mental disability                           |
| c. Ethnic background or origin   | j. Marital or family status or same sex partnership status |
| d. Religion or creed, or religious belief, association or activity                               | k. Colour  |
| e. Age   | l. Ancestry  |
| f. Sex, including pregnancy, the possibility of pregnancy, or circumstances related to pregnancy | m. Citizenship   |
| g. Gender-determined characteristics or circumstances  | n. Record of offences                                      |
|  | o. Source of income  |
|  | p. Political belief, association or activity               |

## 3. DISCRIMINATION POLICY

Definition:

Discrimination is differential treatment of an individual based upon their membership in a particular group (real or perceived), rather than on their personal merit. One form that discrimination may take is harassment.

Discrimination also includes the failure to reasonably accommodate the special needs of an individual or group whose special needs are based on any of the Prohibited Grounds - unless the accommodation would create an undue hardship for the organization.

The Board is committed to ensuring that Pillar is free from discrimination in all employment practices and decisions, thereby ensuring equal employment opportunities for all employees and contractors. This non-discrimination environment applies to all terms and conditions of employment, including, but not limited to, hiring, appointment, placement, promotion, termination, layoff, recall, transfer, leave of absence, compensation and training.

## 4. WORKPLACE HARASSMENT

Definition:

"Engaging in a course of vexatious (unwanted) comment or conduct that is known or ought reasonably to be known to be unwelcome." \*

\*As defined in Ontario Human Rights Code

For the purpose of this policy, harassment includes verbal, written, visual, or physical conduct that relates to any prohibited ground, where such conduct has the purpose or effect of

unreasonably interfering with an individual's work performance, creates an intimidating, hostile, offensive or poisoned working environment, and/or otherwise adversely affects an individual's employment opportunities.

Pillar will not knowingly permit, and will take all reasonable steps to terminate any harassment occurring in the workplace, or with any activity associated with the organization. It is the organization's responsibility to provide a workplace free of harassment. Any employee or contractor, regardless of position, who harasses other employees, will be disciplined up to and including immediate termination of employment for cause. The Executive Director, supported by the Board of Directors, will immediately address any acts of harassment that occur. In the event that a complaint involves the Executive Director, the complainant should immediately bring the matter to the attention of the Chair of the Board of Directors.

The following list provides some examples of acts that may constitute harassment:

- a. Verbal or physical abuse or threats
- b. Offensive or derogatory remarks, jokes, innuendoes, or taunts about a person's body, beliefs, or background
- c. Displaying pornographic, racist, or offensive pictures
- d. Practical jokes that cause awkwardness or embarrassment
- e. Singling a person out for unduly harsh or abusive treatment
- f. Imitation or objectionable gestures
- g. Unnecessary physical contact
- h. Outright physical assault

Prohibited conduct may occur not only through personal contact, comments, visual displays or observation, but also through exposure to media such as e-mail; display of Internet sites or other material or information on computer monitors; or radio or television programs or other broadcasts containing sexually explicit, vulgar, profane or otherwise offensive language. Prohibited conduct includes sexual harassment as defined below.

Prohibited conduct may occur either on or off Pillar's premises and either during work or non-working hours. Board members, employees, members or volunteers who engage in prohibited conduct will be subject to serious disciplinary action, up to and including immediate termination of employment for cause, regardless of whether such conduct rises to the level of unlawful harassment or sexual harassment.

## 5. SEXUAL HARASSMENT

Definition:

Unwelcome advances, requests for sexual favours, and other verbal, written, visual or physical conduct of a sexual nature are prohibited. Such conduct also constitutes unlawful sexual harassment where:

- Submission to such conduct is made, either explicitly or implicitly, a term or condition of an individual's employment; or

- Submission to, or rejection of, such conduct by an individual is used as the basis for employment decisions affecting such individual's employment; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, offensive, or poisoned work environment.

Sexually harassing conduct may include conduct between persons of the same gender. Sexual harassment can take the form of verbal, written, visual, or physical conduct, and may include, among other things:

- a. Verbal: Sexually suggestive or obscene comments, jokes, slurs, or innuendo; persistent, unwanted flirtation or invitations for dates or other social activities; sexual advances or passes; comments consistently targeted at only one gender, even if the content is not sexual; teasing or other remarks directed toward a person because of his or her gender.
- b. Written: Sexually suggestive, derogatory, or obscene letters, notes, or invitations; sexually suggestive, derogatory or obscene e-mail communications.
- c. Visual: Sexually suggestive, derogatory or obscene gestures; displaying sexually oriented or derogatory pictures, posters, photographs, drawings, or cartoons; displaying sexually-oriented or derogatory material on computer monitors. Physical: Offensive touching; intentionally brushing against another's body; impeding or blocking another's freedom of movement.

Sexually harassing conduct may also occur either on or off Pillar premises and either during work or non-working hours. Any members or employees and contractors who engage in sexually harassing conduct will be subject to serious disciplinary action, up to and including immediate termination of employment for cause, regardless of whether such conduct rises to the level of unlawful harassment or sexual harassment.

## **6. PILLAR'S POLICY AND PROCEDURES for resolving harassment and discrimination and discrimination complaints have been developed to:**

- Create and maintain a working environment free from harassment and discrimination;
- Prevent workplace harassment and discrimination by and against Board members and staff;
- Establish impartial, effective and confidential procedures to resolve concerns of harassment and discrimination; and
- Educate Board members about their responsibilities with respect to workplace harassment and discrimination.

*Policy adapted from: WJ Thompson & Associates (2011)*

## 2.16 APPENDIX A

### Steps to Address a Complaint of Harassment or Discrimination

1. The Board Chair shall review all Board member disputes related to the Board or Executive Director that are submitted in writing.
2. If the complaint pertains to the Board Chair, the complaint should be directed to the Vice Chair of the Board of Directors.
3. Upon receipt of a written complaint, the Chair or Vice Chair will assemble the Executive Committee. The Executive Committee will review and propose resolution to the full Board within two (2) business days. The Board of Directors shall resolve the dispute and render its decision within five (5) business days of the submission of the issue being referred. The decision of the Board shall be given in writing, and is considered final.
4. Board members have the right of appeal regarding any personnel actions involving themselves or to submit a complaint if they feel they are being treated unfairly, in violation of any applicable statute, or contrary to policy.
5. All individuals involved shall keep this matter confidential.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	March 11, 2010
<b>SUBJECT:</b>	Managing Leadership Transition	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.17	<b>DATE REVISED:</b>	May 5, 2015

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In the interest of organizational stability and accountability to stakeholders, the Board of Directors is committed to managing effective leadership transitions and is responsible for this action.

1. In the event that the Executive Director of Pillar Nonprofit Network is no longer able to serve in this position, the Board Chair will immediately call a meeting of the Executive Committee.
2. If necessary, within five (5) business days, the Executive Committee will appoint an interim Executive Director to ensure the organization's operations are not interrupted while the Board of Directors assesses the leadership needs and recruits a permanent Executive Director. The interim Executive Director shall ensure that the organizational commitments previously made are adequately executed, including but not limited to, reports due, contracts, memberships and relationships with key stakeholders to Pillar Nonprofit Network.
3. Within fifteen (15) days the Board Chair will call a meeting of the complete Board of Directors to:
  - a) Appoint an Executive Transition Committee
  - b) Assess the permanent leadership needs to guide effective recruitment. In so doing, it will review the organization's Strategic Plan and conduct a brief assessment of the organizational strengths, weaknesses, opportunities and threats to identify priority issues that may need to be addressed during the transition process and to identify attributes and characteristics that are important to consider in the selection of the next permanent leader.
  - c) Consider the need for consulting assistance (transition management or executive search consultant) based on the circumstances of the transition.
4. The Executive Transition Committee shall comprise at least three (3) members of the Board. It shall be the responsibility of this committee to implement the following preliminary transition plan:
  - a) Communicate with the current list of key stakeholders regarding actions taken by the Board in managing the leadership transition.
  - b) Establish a time frame and plan for an external recruitment and selection process. The interim Executive Director and any other interested internal candidates are encouraged to submit their qualifications for review and consideration by the transition committee according to the guidelines established for the search and recruitment process.

- c) Ensure a pool of qualified candidates by conducting a search that is in keeping with the principles of Pillar, particularly with respect to equitable representation relative to the city's demographics.
- d) Provide progress reports to the Board as required and present a final recommendation for Board approval.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	October 8, 2009
<b>SUBJECT:</b>	Nominations	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	2.18	<b>DATE REVISED:</b>	December 10, 2009 April 14, 2011 May 5, 2015

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It is important that the Pillar Nonprofit Network Board of Directors attracts dedicated and committed people to the organization. The following attributes are desirable when recruiting Board members:

1. Knowledge and understanding of the nonprofit sector, or an interest in developing such knowledge and understanding.
2. One or more of the skills, abilities, knowledge, experience or other attributes identified by the Nominating Committee as necessary for Pillar to achieve its strategic objectives.
3. Interest in developing, if not already possessed, the skills, abilities, knowledge, experience or other attributes that would be required to serve successfully as executive officers.
4. Passion for the Pillar Nonprofit Network mission.
5. Ability to foster business development leads and contacts for the financial sustainability of the organization.
6. Ability to commit to a minimum attendance of 80% of meetings and commitment to attend meetings on time.

### **ROLE OF THE NOMINATING COMMITTEE**

1. The Nominating Committee will, as director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources or skills necessary to maintain the strength and balance of the Pillar Board.
2. The Nominating Committee shall identify, recruit, and interview qualified candidates willing to consider being nominated for such positions and, after reference checks and a successful police check, bring forward its recommendations to the Board for approval. Once approved, the candidates' appointment shall be recommended to the members of Pillar in a manner consistent with the Pillar bylaws.

### **QUALIFICATIONS**

1. Be at least eighteen years of age or serve as an ex-officio Board member.
2. Not hold a paid position with the organization and not enter a contract for services with the organization.
3. Be a person interested in furthering the objectives of the organization.
4. Be willing to become a member of the organization.

The nominees of the Committee will be selected in keeping with the principles of Pillar particularly with respect to equitable representation relative to the city's demographics and nonprofit sector representation.

### **NOMINATIONS PROCESS FOR BOARD OF DIRECTORS POSITIONS**

1. Details of the processes the Nominating Subcommittee of the Executive Committee will follow are attached as Appendix "A".
2. The Nominating Subcommittee of the Executive Committee will recommend applicants to the Board of Directors. These recommendations will have considered
  - a) the principles of the Pillar Nonprofit Network particularly with respect to equitable representation relative to the city's demographics and nonprofit sector representation as well as
  - b) specific expertise, resources or skills necessary to maintain the strength and balance of the Pillar Board
3. Directors will have an opportunity to comment on and vote on this recommendation in advance of the Annual General Meeting (AGM).
4. A slate of nominees will be put forward for adoption at the AGM following resolution of the Board at a regularly scheduled board meeting.

## **2.18 APPENDIX A**

### **Annual Nominating Committee Procedures**

#### **A) PREPARATION PHASE (June to August)**

##### **Identify Strategic Direction**

1. Nominating Committee (“Committee”) members recruited based on Terms of Reference for the Nominating Committee – that is, “Three to six members, drawn from current Board members and staff. The Chairperson will be the Past-chair of the Board. Executive Director will be ex-officio.”
2. Pillar Nonprofit Network Board of Directors (“Board”) completes strategic planning activities.
3. Committee reviews strategic planning documents and specific directions of the Board to determine the skills, sector knowledge and ethnic and cultural diversity needs required in Board membership to meet objectives.
4. Committee initiates an internal organizational assessment when required. Committee reviews the results from the internal organizational assessment and highlights issues that may impact Board recruitment.
5. Committee sets targets based on:
  - a. Results of review,
  - b. Current Board membership levels, and
  - c. Demographics of the London community.

##### **Evaluate Board Composition**

6. Committee reviews Board Diversity Matrix (“Matrix”) to confirm that:
  - a. Grid categories remain relevant and match the skills and knowledge required by the organization as identified in the strategic plan, and
  - b. Existing Board member information is accurate.
7. Committee provides Matrix to Board members for review. Board members confirm accuracy of personal information and provide updates as required.
8. The Committee strives to ensure that the makeup of the Board reflects the diversity identified in the matrix. Annually, the matrix is vetted against the diversity of the Board and gaps are identified. Identified gaps are prioritized, ranked and weighted and become the basis of candidate ranking.

## **B) CANDIDATE IDENTIFICATION PHASE (September to December)**

### **Call for Nominations**

9. Committee develops a list of potential candidates by undertaking one or both of the following processes:
  - a. Committee issues a “call for nominations” which includes:
    - i. Wording to reflect Pillar Nonprofit Network’s commitment to diversity of its Board members;
    - ii. Requirements for applying, which includes an expression of interest, a resume and two references;
    - iii. Skills and experience required;
    - iv. Application deadline; and,
    - v. Information about the process once applications are received.

The call for nominations is provided to the Board for approval, and advertised to Pillar Nonprofit Network members and contacts and in publications targeting specific diverse communities as required.

- b. Committee develops a list of potential candidates from the community. The Committee seeks input from the Pillar Nonprofit Network Board, Executive Director and members as appropriate.

## **C) SELECTION PHASE (January to March)**

### **Candidate Screening**

10. Committee reviews all candidate applications and ranks candidate qualifications based on skills, experience and suitability for the Board.
11. Committee creates a plan to communicate with the candidates chosen to move forward in the process, as well as a plan to communicate with those not chosen. This plan identifies:
  - a. Materials, such as membership information and strategic planning documents, which are to be provided to candidate;
  - b. Pillar Nonprofit Network representative chosen to meet with candidate;
  - c. Timeline for meeting with candidate; and,
  - d. Follow-up activities after meeting with candidate.
12. Committee recommends the results of the communication plan to the Board, including a list of candidates.
13. Committee tracks progress of the communication plan. If additional candidates are required, Committee will go back to ranking list and start communication process again.

14. Committee recommends Candidate List to the Board Executive for approval.

#### **D) NOMINATION PHASE (April)**

##### **Confirming the Nomination**

15. Pillar Nonprofit Network Board Executive confirms nominees to take forward to the Annual General Meeting in April.

16. Committee confirms acceptance of Board position with successful candidates.

17. Committee matches new Board members with a suitable mentor, and ensures that the new Board member receives background information required from the Pillar Nonprofit Network office:

- a. Board manual,
- b. List of meeting dates, and
- c. Contact list for Board and office.

18. If additional Board members are required in the same year or planning cycle the Committee can:

- a. Repeat the process entirely (start from Step 3),
- b. Go back to the ranked list of candidates (start again from Step 12), or
- c. Make another call for nominations out (start again from Step 10).

#### **E) EVALUATION PHASE (May onwards)**

##### **Evaluation**

19. Committee follows up with new Board member(s) after 6 months to determine if the new Board member(s) requires additional resources.

20. Committee reviews the effectiveness of this procedure following each annual cycle and revises the process as required.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>
<b>SUBJECT:</b>	Removal of a Director	<b>DATE REVIEWED:</b>
<b>POLICY NUMBER:</b>	2.19	<b>DATE REVISED:</b>

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Under extreme circumstances, though highly unusual, it may become necessary to remove a member from the Board of Directors. Reasons for removing a Director may include (but are not limited to):

1. Breach of confidentiality (for example, revealing matters dealt with in camera) as outlined in the Confidentiality and Collection & Use of Personal Information Policy 2.14;
2. Failure to disclose a conflict of interest per the procedure set out in the Conflict of Interest Policy 2.9;
3. Failure to fulfill the fiduciary duties of a Director for the organization as set out in policies 2.1 Role of the Board Policy, 2.5 Board Committee Structure, and 2.6 Officers of the Pillar Board;
4. Failure to comply with the attendance policy for Directors as set out in the Nominations Policy 2.18;
5. Failure to contribute in a manner that is aligned with the Governing Mannger & Code of Conduct Policy 2.2;
6. Perceived or express reputational risk to Pillar caused by the Director's actions or statements.

It is the responsibility of the Executive Committee to recommend the removal of a Director to the full Board of Directors. The Board will then vote as to whether there is merit in calling a meeting of Members for the purpose of voting on the removal of the Director before the expiration of his/her term, as laid out in by-law 5.5 Removal of Directors.

Concerns about a Director's performance or reputational risk to Pillar arising from a Director's actions may be brought to the Executive Committee's attention by any member of the Board of Directors, staff, the public or other stakeholders. Prior to making a recommendation for the removal of a Director, the Executive Committee will follow the following procedures:

1. It will treat the Director in question fairly and with respect;
2. It will provide the Director in question with proper notification of the applicable reason for requested removal;
3. It will give the Director the opportunity to respond (for example, attendance can improve, conflict of interest can be examined, questions of conduct can be reviewed and a written response may be addressed by the Director to the rest of the Board via the Chair of the Executive Committee);
4. It will clearly notify the Director of the final consideration and action of the Board.

<b>POLICY AREA:</b>	Board Process Policies	<b>DATE APPROVED:</b>	February 8, 2018
<b>SUBJECT:</b>	Political Activity	<b>DATE REVIEWED:</b>	June 14, 2018
<b>POLICY NUMBER:</b>	2.20	<b>DATE REVISED:</b>	June 15, 2018

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Pillar Nonprofit Network (“Pillar”) is a nonpartisan organization with charitable status, which must be protected. Pillar also receives government funding at the municipal and provincial levels and in the past has received federal government funding so it is imperative to manage any perceived or real conflicts of interest and any reasonable or perceived apprehensions of bias.

If a Board member or employee (“member”) wishes to run for political office at any level of government (municipal, provincial or federal) adhering to the procedure that follows will ensure that Pillar’s charitable status is not jeopardized, any conflicts of interest and reasonable or perceived apprehensions of bias are identified and the best interests of Pillar are protected.

**Notice of Declaration of Candidacy for Political Office**

1. All employees who intend to declare their intention to be a candidate for a political election must advise the Executive Director in advance of making her/his declaration. The Executive Director will in turn, inform the Chair of the Board of Directors. If a Board member or the Executive Director is declaring a candidacy, she/he will advise the Chair of the Board of Directors.

**Application for Leave**

2. Members who have confirmed they will be declaring their intention to stand for election must apply for a leave of absence from Pillar, which application shall be made in writing to the Executive Director for employees and Board of Directors for board members. The application will set out the role they will be running for, the proposed length of the leave, the relevant dates involved with the election and the member’s assessment of the impact that their candidacy will have on Pillar.
3. In order to maintain employment or membership with the Board of Directors, a member must have an approved leave of absence from Pillar, prior to running for political office.
4. Applications for a leave of absence will be assessed based on the expected impact the member’s candidacy will have on the organization, including, but not limited to:
  - the member’s role in the organization;
  - the involvement the member’s role has had and will have with the level of government that the member is seeking office in;
  - whether the public would perceive a conflict of interest with the member seeking office and maintaining employment with the organization;
  - whether the public would perceive that the member would have a reasonable apprehension of bias or perceived apprehension of bias maintaining employment with the organization;

- whether the leave would cause a significant detrimental impact on the functioning of the organization.

### **Leaves**

5. If approved, member leaves of absence will be unpaid. The organization will cease any contribution towards the member's group benefit plans, RRSP's, or other benefits (if applicable), however the member can make arrangements to pay the full costs of her/his premiums, as well as those of Pillar (if applicable). Vacation pay will cease accruing during a leave (if applicable).
6. The maximum length of the leave is from the date she/he declares her /his intention to run for office, will continue until the day after the election, and shall be no more than 16 weeks in total. During a leave, electronic and physical access to the building will be suspended, apart from limited access as a visitor to the office. During the leave, the member will not conduct, be involved in or discuss any Pillar business.

### **Pillar Resources**

7. A member involved in a political campaign will not use any of Pillar's resources for political purposes, including its premises, electronic systems, computer and printers. A member shall only use her/his personal email address and social media accounts for political activities and there shall be no reference to the organization. The facilities at Pillar should not be used for any political meetings, rallies etc.
8. During the election campaign, the member shall speak and write as a private citizen and not as a representative of Pillar.

### **Successful Candidates**

9. After an election, an unsuccessful member is expected to immediately return to employment with Pillar. Failure to do so, will be treated as a resignation of employment by the member.
10. The Chair of the Board of Directors (with respect to a Board Member or Executive Director) or the Executive Director (with respect to an employee) will discuss future volunteer or employment status with a member who is elected to political office. Factors to be considered for continued employment or volunteering include:
  - the length of the political office;
  - the time commitment required for the employee to fulfill their political obligation;
  - the actual or perceived conflict of interest posed by their political role; and
  - any reasonable apprehensions of bias or perceived apprehensions of bias.
11. A further leave of absence for the duration of the member's term of office may be granted at the sole discretion of Pillar.

### **Overall Political Activity and Volunteering on a Political Campaign**

12. Pillar recognizes that other Board members and employees may wish to volunteer to assist a candidate in the election process. The obligations and prohibitions referenced above under Pillar Resources apply to all such situations. Further, Pillar at no time can directly or indirectly support or oppose a candidate for public office or a political party.
13. Employees and Board members of Pillar must ensure their comments and views are personal and are not intended to represent the views of Pillar. Employees and Board members must ensure that no political activities or comments are engaged in during any Pillar event or work day. Board members and employees at all times should minimize any political conversations while conducting Pillar business.
14. Pillar employees shall not engage in any form of political activity at the workplace or during work hours, with the exception of voting in an election.

**Political Events at Innovation Works**

15. Pillar will decline hosting political rallies at Innovation Works.
16. Pillar will decline any political event that is potentially disruptive to the co-tenants.

## EXECUTIVE LIMITATIONS POLICIES

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	January 14, 2010
<b>SUBJECT:</b>	Authority of the Executive Director	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.1	<b>DATE REVISED:</b>	April 14, 2011

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The Executive Director of Pillar Nonprofit Network may neither cause nor allow any organizational practice that is:

1. Imprudent, unethical or illegal
2. Not consistent with the mission, vision, purposes and values of the organization as defined in written policy
3. Specifically prohibited by the Board of Directors in written policy

**Monitoring:** *Bi-annual 360 feedback (includes confidential staff and community input and process is managed by Board); Board review of monthly ED Report.*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	January 14, 2010
<b>SUBJECT:</b>	Management of Finances	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.2	<b>DATE REVISED:</b>	April 14, 2011 May 5, 2015 September 9, 2016

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With respect to operating the Pillar Nonprofit Network in a sound and prudent manner, the Executive Director may not jeopardize the long-term viability of the organization.

More specifically, the Executive Director may not:

1. Cause Pillar to expend more funds than will be available annually.
2. Allow expenditures to deviate materially from Board-stated priorities.
3. Use designated funds for any purpose other than that which has been specified by the funder.
4. Use restricted donations for any purpose other than requested by the contributor.
5. Put at risk any funds which are not required in the current period.
6. Deviate from Canadian generally accepted accounting principles.
7. Allow assets of the Pillar Nonprofit Network to be inadequately insured or otherwise protected.
8. Settle payroll and debts in an untimely manner.
9. Operate the organization without regard for the upkeep and budgeted replacement of facilities and equipment.
10. Expend more than \$5,000 for non-budgeted items without consent of the Board
11. Fail to provide the Board with timely information regarding projected financial deficits or surpluses

**Monitoring:** Board review of quarterly financial results and audited financial statements; double cheque signing; Executive Director to report on ED Report when insurance has been renewed annually and provide an overview of what is included in the coverage. If there is a need for a cash advance on the credit card, (2) members of the Executive Committee will need to indicate approval in advance of the withdrawing of funds. A receipt will be required for any items purchased with the cash advance, to be signed by (2) members of the Executive Committee.

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	January 14, 2010
<b>SUBJECT:</b>	Budgeting	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.3	<b>DATE REVISED:</b>	April 14, 2011

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The Executive Director of Pillar Nonprofit Network may not:

1. Allow budgets which contain too little detail to enable reasonably accurate projections of revenue and expenses, cash flow and subsequent audit trails
2. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be available in that period
3. Deviate materially from Board-stated priorities in allocating funds between competing budgetary needs
4. Cause nor allow the Board of Directors to be uninformed or misinformed on any of the above matters
5. Plan for the expenditure of new program monies within a fiscal year (once a budget has been set) without providing information to the Board about the nature of these expenses

**Monitoring:** *Board review of quarterly financial results and audited financial statements.*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	January 14, 2010
<b>SUBJECT:</b>	Collaboration with Complementary Organizations	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.4	<b>DATE REVISED:</b>	April 14, 2011

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The Executive Director of Pillar Nonprofit Network may pursue operational opportunities for collaboration with complementary individuals and/or organizations.

In pursuit of these opportunities, the Executive Director may not:

1. Substantially change the nature, organization, services nor financial situation of Pillar Nonprofit Network
2. Engage in a manner inconsistent with the mission, vision, purposes and values of the organization as defined in written policy
3. Depart from the spirit of the guidance spelled out in the Policy Framework for Collaboration outlined in Appendix "A"

**Monitoring:** *Executive Director Report; item 2 – Executive Director Report is structured by headings that align with Board strategic plan.*

## 3.4 APPENDIX A

### GUIDING PRINCIPLES FOR COLLABORATION

#### General

Pillar Nonprofit Network (herein, Pillar) is receptive to collaboration opportunities with complementary organizations that would result in a benefit to Pillar, Pillar's membership, or the community. Collaboration is defined generally as being the act of working together with other willing organizations or individuals.

The benefits to be sought through collaboration could be:

1. To create efficiencies, synergies or innovation in program and service delivery;
2. To build on the strengths and/or ameliorate the weaknesses of Pillar;
3. To take advantage of opportunities and/or overcome constraints in the environment faced by Pillar including those relating to sustainability; or
4. To assist with organizational sustainability by providing opportunities to have critical activities or services be delivered with the support of another organization during a time of financial crisis.

#### Principles

In order to achieve the maximum benefit from collaboration, Pillar upholds the following principles:

- a) Effective collaboration requires a high degree of commonality and complementarity of purpose, shared values, and cordial relations between collaborative partners.
- b) Collaborations should produce mutual, strategic benefits to the partners involved and result in value-added activities and relationships.
- c) Systemic and periodic evaluation is necessary to assess the quality, effectiveness, institutional processes and outcomes of the collaboration.
- d) Collaborations should be engaged for an agreed upon and pre-determined duration with the opportunity to reengage following an evaluation process.

## COMPATABILITY CONSIDERATIONS

Potential collaboration partner organizations will be considered and evaluated based on compatibility with Pillar in order to gauge compatibility and identify risks.

1. Strategic Alignment
  - a) Compatible mission, vision, values and strategic objectives
  - b) Positive community profile and credible reputation
  - c) Service or program delivery faculty
  - d) Fundraising and financial capacity
2. Collaboration Benefits
  - a) Operational expertise and experience in program or service delivery
  - b) Opportunities for revenue generation or fundraising
  - c) Access to community leaders and organizations
  - d) Access and use of key resources, tools or assets (facilities, materials, etc.)
  - e) Recognition, endorsement or increased visibility
  - f) Ensures or enhances sustainability
3. Governance, Management & Organizational Practices
  - a) Clear internal governance and decision-making processes
  - b) Effective management and leadership
  - c) Positive organizational culture and strong communication
  - d) Quality program and service delivery
  - e) Sound financial position and organizational stability
  - f) Capacity and commitment to develop strategic alliances and engage in collaboration
4. Program or Service Delivery
  - a) Mutual benefit based on service, program, audience served or other
  - b) Collaboration is aligned with strategic goals and objectives
  - c) Opportunity for efficiency, synergy or innovation from collaboration

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	September 9, 2010
<b>SUBJECT:</b>	Information and Advice Provided to the Board	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.5	<b>DATE REVISED:</b>	April 14, 2011

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The Board's capacity to make policy, to monitor progress and to hold the Executive Director accountable must not be compromised by incorrect, inadequate, misleading or untimely information.

The Executive Director may not cause the Board to be uninformed or misinformed. The Executive Director must ensure that the Board is presented with information that is complete, timely, accurate and understandable.

The Executive Director may not:

1. Provide information to the Board that is in any way incorrect, misleading or inaccurate.
2. Fail to inform the Board of events, trends and changes which may cause the Board to reconsider its policies or the assumptions on which they are based.
3. Withhold information that may be useful to the Board in assessing where Pillar is at relative to its vision and purpose.
4. Restrict in any way the Board's access to as many points of view on issues and options, as needed for fully informed decisions.
5. Fail to provide the Board with the following:
  - a) Notification of serious occurrences
  - b) Descriptions of serious incidents and follow-up interventions
  - c) Brief description of serious incidents and follow-up interventions relating to high risk events (serious staff injuries, fires, suicides, violence within the agency, etc. ) as soon as possible
  - d) Information related to reported incidents of volunteer or employee abuse
  - e) Events, trends and changes that impact on Pillar's ability to fulfill its vision as soon as possible
  - f) Summaries of interviews, articles, external committees and public presentations, reported monthly
  - g) Statistics on a quarterly basis enabling comparison and analysis
  - h) Timely information regarding the agency's financial condition.

**Monitoring:** *Monthly critical indicators; staff/volunteer incidents reported monthly on Executive Director Report: report if none or one occurred.*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	February 11, 2010
<b>SUBJECT:</b>	Vendor Relations & Tendering	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.6	<b>DATE REVISED:</b>	April 1, 2015

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It is essential that all Pillar Nonprofit Network contracts be awarded in a manner that is fair to vendors, reasonable and in the best interests of the organization. For this reason, the Executive Director may not:

1. Award any contract in the absence of a fair and open bidding and tendering process
2. Allow a tendering process which does not comply with this policy
3. Inequitably share information during the tendering process that gives an advantage to any one party over others
4. Allow tendering practices which reap any direct or indirect benefit to the Executive Director or Pillar Nonprofit Network staff/volunteers
5. Allow a tendering process whereby criteria used to evaluate proposals/responses are not defined prior to the contract being tendered
6. Allow a tendering process that is in violation of the organization's Conflict of Interest policy 2.9
7. Allow vendors to operate within the organization in the absence of signing the Oath of Confidentiality at the Executive Director's discretion
8. Fail to periodically evaluate suppliers where possible
9. Fail to consider using local suppliers where possible
10. Fail to obtain price quotes from at least 2 suppliers for purchases of goods more than \$5,000
11. Fail to issue a request for proposal (RFP) for the purchase of goods and service greater than \$10,000 unless exempted by the Executive Committee on behalf of the Board (see attached standard RFP contract)
12. Fail to have written contracts with suppliers of ongoing services such as computer services or projects such as renovations where the purchase price exceeds \$5,000 and where quotes have been sought
13. Fail to ensure that any written contract with a supplier includes specific performance expectations of both parties and a termination provision

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	February 11, 2010
<b>SUBJECT:</b>	Treatment of Members & Clients	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.7	<b>DATE REVISED:</b>	April 14, 2011

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The Executive Director may not:

1. Allow any activities that endanger the safety, dignity, and welfare of members or clients of Pillar Nonprofit Network
2. Fail to inform the Board of client or member complaints that are serious in nature
3. Allow practices or policies that elevate the needs of staff or volunteers above reasonable needs of members and clients

**Monitoring:** *Member complaints reported monthly on ED Report; report if none or one occurred.*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	March 11, 2010
<b>SUBJECT:</b>	Treatment of Employees & Volunteers	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.8	<b>DATE REVISED:</b>	April 14, 2011

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In relation to the treatment of employees and volunteers, the authority of the Executive Director is limited so as to assure the right to fair, equitable and humane treatment.

The Executive Director may not allow any actions that:

1. Contravene the spirit or requirements of the Employment Standards Act, Pay Equity Act, Occupational Health and Safety Act, Ontario Human Rights Code, or any other governing legislation
2. Promote a work environment that is not positive, fair, safe or equitable
3. Allow any employee or volunteer to continue to contribute to a toxic or oppressive environment once they have been made aware of the situation
4. Infringe on employees' or volunteers' rights to be treated with dignity and unconditional respect
5. Prevent employee concerns or grievances from receiving fair internal hearings using established processes
6. Prevent or discourage employees or volunteers from notifying the Board of any serious unresolved issues or violation of Board policies
7. Hire or promote any employee without using objective and fair practices that assure that these decisions are based on qualifications, experience and due process
8. Dismiss or demote any employee in the absence of due process and thorough briefing of the Board
9. Develop relationships with employees or volunteers that could lead to bias or the appearance of bias on the part of the Executive Director

**Monitoring:** *Monthly critical indicators; staff / volunteer incidents reported monthly on Executive Director Report: report if none or one occurred (also covered in 3.5c).*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	March 11, 2010
<b>SUBJECT:</b>	Compensation & Benefits	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.9	<b>DATE REVISED:</b>	April 14, 2011

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It is imperative that Pillar Nonprofit Network provide compensation (i.e., wages, vacation and benefits) to employees in a fair, equitable manner that is consistent with like organizations in the sector. For this reason, the Executive Director may not:

1. Develop or apply any approach to compensation that fails to objectively monitor and recognize qualifications, responsibilities, performance and length of service.
2. Implement a compensation (wages, vacation and benefits) program which is inconsistent with like organizations or practices within the sector.
3. Implement compensation practices without accurately quantifying their financial impact.
4. Fail to maintain accurate records of employee compensation, vacation and benefits.
5. Implement compensation practices which are not communicated to staff in writing with at least sixty (60) days notice.
6. Deliberately allow or fail to correct over-payment in wages, vacation or benefits to any employee.
7. Recover over-payment of wages, vacation or benefits over a time period which is not mutually agreeable to the employee and the organization.

**Monitoring:** *Annual budget process.*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	March 11, 2010
<b>SUBJECT:</b>	Public Relations & Advocacy Activities	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.10	<b>DATE REVISED:</b>	June 14, 2012

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*Note: for the purposes of this policy, the term “sector” refers to the nonprofit sector as a whole. When referencing the “sub-sectors” within the nonprofit sector, the term ICNPO (International Classification of Nonprofit Organizations) will be used.*

Policy Intent Statement: As stated in our Purposes (Policy 1.1), Pillar ... *Strengthens our community through increased awareness and advocacy of the nonprofit sector.* To this end, this policy seeks to define the parameters of Pillar’s advocacy activities and to distinguish to the extent possible personal advocacy issues of the Executive Director from those of the organization.

It is recognized that the Executive Director often enacts her/his role in a highly visible manner. It is also recognized that personal opinions of the Executive Director may be interpreted as being reflective of Pillar Nonprofit Network. To ensure that these activities promote Pillar in a positive manner, the Executive Director may not:

1. Use the Executive Director title or his/her affiliation with Pillar in any lobbying effort that occurs on the Executive Director's own time unless the lobbying relates to Pillar activities.
2. Act in a manner that alienates or is blatantly disrespectful to others when acting in an official capacity.
3. Act in a manner that fails to consider the impact of advocacy on the members of the nonprofit community.
4. Publicly undermine or belittle any Board member or decision.
5. Display the organization in a negative way through public and online presence.
6. Use a personal (non Pillar) social media outlet to initiate or engage in a **Pillar** advocacy discussion.

Pillar’s advocacy focus lies primarily in issues that affect the sector as a whole rather than on issues affecting a single classification within the ICNPO. From time to time, Pillar may endeavour to seek member opinions on an issue specific to a sector within the ICNPO and provide this information to funders and/or policy makers.

**Monitoring:** *Bi-annual 360 feedback.*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	March 11, 2010
<b>SUBJECT:</b>	Commercial Activities	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.11	<b>DATE REVISED:</b>	April 14, 2011

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The Executive Director may not allow the organization to engage in any commercial activity (such as fee for service or sale of any product) without the authorization of the Board.

This is in keeping with the fact that such activity may:

1. Disadvantage partners in the for-profit sector that are not subsidized by government funding.
2. Result in the organization losing its tax-exempt status as a charitable organization.
3. Be in violation of the Pillar Nonprofit Network Conflict of Interest Policy.

**Monitoring:** *Charitable return filed every year – note in Executive Director Report.*

<b>POLICY AREA:</b>	Executive Limitations	<b>DATE APPROVED:</b>	March 11, 2010
<b>SUBJECT:</b>	Activities of the Executive Director Outside of Work	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	3.12	<b>DATE REVISED:</b>	April 14, 2011

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The Executive Director may not:

1. Engage in any activities which are perceived to reflect negatively on the organization or the mission it endeavours to achieve.
2. Engage in any behaviour which may cause embarrassment to the organization or the community it serves.
3. Be convicted of any fraudulent or criminal activity.

## BOARD/EXECUTIVE DIRECTOR RELATIONSHIP POLICIES

<b>POLICY AREA:</b>	Board/Executive Director Relationship	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Role & Responsibility of the Executive Director	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	4.1	<b>DATE REVISED:</b>	

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The role of the Pillar Executive Director is to ensure that Pillar's vision, purpose and values are achieved. The Executive Director is also accountable for ensuring that Executive Limitations are not violated and that operational policies and practices align with governance policies and Pillar values.

The Executive Director is also accountable for establishing, cultivating, and managing positive stakeholder relationships.

The Executive Director is the Board's single link to the programs, staff and volunteers of the agency (refer to Board/ Executive Director Relationship Policy 4.2). The Executive Director is accountable for the performance of the organization and exercises all authority conferred by the Board and by law.

The Executive Director is specifically accountable for the following:

1. To work effectively with the Board
2. To participate in Board Committees, as directed by the Board
3. To direct and supervise all employees and volunteers
4. To perform all necessary duties for the proper administration of Pillar operations including implementation of policy and operating procedures
5. To ensure and be responsible for standards in delivery of services
6. To organize, direct and supervise all functions of Pillar in compliance with the by-laws, policies and procedures and relevant Federal, Provincial or Municipal legislation
7. To work effectively with the Board on all aspects of financial management, including reporting of financial information in a timely manner
8. To maintain complete and accurate financial and administrative records
9. To analyze personnel requirements and implement organizational changes as required.

Additional information regarding the Executive Director's role and accountability is outlined in the Position Description for the Executive Director attached as Appendix A.

The Executive Director's performance will be monitored according to the governance policy entitled "Monitoring of Executive Performance."

## 4.1 APPENDIX A

### EXECUTIVE DIRECTOR JOB DESCRIPTION

**Position:** Executive Director

**Reports to:** Board of Directors

#### **Mandate**

Reporting to the Board of Directors, the Executive Director has the responsibility to provide day-to-day management, strategic and tactical leadership of the organization, employees and volunteers. The Executive Director must be capable of leading a vision for growth, requiring exceptional leadership, communication and interpersonal skills, and is able to direct and implement an ambitious strategic plan. An approachable and collaborative leader, who exhibits a high level of trust and integrity, the incumbent should foster a collaborative approach with superior organizational and project management skills.

Experience in and an understanding of the nonprofit sector, working with employees, a volunteer, sponsors and community organizations is a must. Demonstrated experience providing strategic leadership, building partnerships and growing sustainability are essential. The Executive Director will engage local leaders, Pillar members and provincial and national colleagues.

The Executive Director must be passionate about building the capacity of nonprofit organizations, their staff and volunteers while promoting best practices in good governance, leadership and program delivery.

#### **Program Leadership**

- Develop and implement strategic plan to meet needs identified by Board.
- Initiation, facilitation, and evaluation of programs and activities consistent with the strategic plan.
- Drive membership recruitment through the awareness and application process and reports.
- Ensure that the organization develops and maintains strategic connections to local stakeholders and provincial and national bodies that will advance the interests of the Pillar membership and meet the mission and strategic direction of the organization.
- Develop and coordinate marketing strategies to promote the agency's services within the community and develops partnerships with other service providers.
- Create a climate of innovation within the agency and supports the staff in developing and implementing constructive approaches to new and improved services.
- Create and implement the annual Action Plan.
- Develop and implement policy and procedure related to the operation of the organization and reviews as needed.
- Provide leadership and direction for staff and volunteers.
- Models the organizations vision, values and principles. Guide staff, participants and volunteers in this regard.

### **Fund Development**

- Ensures the development of a yearly financial plan including appropriate documentation, compliance and monitoring in accordance with the Board's direction.
- Provides leadership to the Resource Development Committee to develop and implement fundraising strategies in order to obtain funding from all sources – including business development, fundraising, foundations and from the local, provincial and federal governments.
- Monitors and coordinates the financial resources of the organization to ensure Board compliance.
- Prepare strategic operating and capital budgets for final approval by the Board.
- Research funding sources, prepare and submit proposals for funding.

### **Communications/Public Relations**

- Ensures the development and maintenance of positive links between all stakeholders in the greater London community.
- Implements and markets programs and service to meet local community needs.
- Supervises various publications related to Pillar Nonprofit Network.
- Facilitates development of the Pillar nonprofit.ca website.
- Creates a climate of mutual support and development for staff and volunteers.
- Maintain statistical information regarding the organization and its programs as directed by the Board and funding partners.
- Ensure sustainability of the volunteer program.
- See that the Board is kept fully informed on the conditions of the organization and the factors that influence it.
- Publicize the activities of Pillar, its programs and goals.
- Establish sound working relationships and cooperative arrangements with community groups and organizations.
- Maintain a working knowledge of significant developments and trends in the field.

### **Authority and Accountability**

- Accountable to the Board of Directors for the efficient and effective performance of his/her responsibilities as outlined. Prepare regular reports on areas of responsibility for the Board of Directors. Coordinate, integrate, and provide input to the activities of the Board, staff and volunteers.
- Responsible for the recruitment, employment, dismissal, and release of all personnel, both paid staff and volunteers.
- Ensure that job descriptions are developed, that regular performance evaluations are held, and that sound human resource practices are in place.
- See that an effective management team, with appropriate provision for succession is in place.
- Encourage staff and volunteer development and education, and assist program staff in relating their specialized work to the total program of the organization.
- Work with the Board to develop long term operating goals and strategic plans including ongoing review of the organization's vision and mission.

- Maintain official documents and ensure compliance with federal, provincial and local regulations.

**Qualifications**

- A visionary leader who understands how to set a plan, and how to lead and articulate its execution in a clear and concise manner. A highly credible leader who, through track record, intellect, vision and passion, is able to engage others in projects, get buy-in from various stakeholders and motivate them to achieve specific goals.
- A courageous individual, willing to take a bold course of action.
- A highly motivated and principled individual who will understand and represent the mission and vision to all levels and stakeholders.
- A dynamic presenter with the ability to present in a clear, professional and composed manner with strong verbal and written skills.
- A team player with a collegial style, open to other team member input and who builds strong partnerships with colleagues and stakeholders.
- A strong customer service orientation and a willingness to work towards meeting the needs of all stakeholders.
- An ability to excel in a self-directed environment and a strong work ethic.
- A post secondary education in business or social sciences, combined with a minimum of 5 years of progressive management experience.
- Understanding of financial, legal and ethical aspects of the nonprofit sector.
- Familiarity with budget development and control.
- Experience writing successful proposals, negotiation and report writing.
- Experience with identifying and managing public policy issues, including community consultations, education and advocacy.

**Brings Respect for Diversity:**

- Appreciates that people with different opinions, backgrounds and characteristics bring richness to organizations.
- Demonstrates respect for people of diverse backgrounds.
- Promotes fairness and respect of all individuals.
- Values and seeks out differing opinions from a diverse population.
- Suspends judgment and challenges self to deal with assumptions and stereotypes.
- Makes efforts to educate self and others about diversity issues.

*I accept this as my job description and promise to fulfill all my duties as outlined*

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**Staff Signature** **Date**

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**Board Signature** **Date**

<b>POLICY AREA:</b>	Board/Executive Director Relationship	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Delegation of Authority to Executive Director	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	4.2	<b>DATE REVISED:</b>	

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All authority related to the operation of Pillar is vested in its Board of Directors. The Pillar Board retains responsibility for developing and monitoring the governance policies of the organization and delegates to the Executive Director the responsibility for implementing Board policies and for developing operating policies and practices within Pillar.

The Board may at any time create new policies in areas previously delegated to the Executive Director but will respect the Executive Director's actions and decisions in areas in which authority has been delegated.

The Executive Director will keep the Board informed about events, trends and activities in delegated areas as described in the Board's policy on information (refer to Executive Limitations policy 3.5, Information and Advice Provided to the Board).

<b>POLICY AREA:</b>	Board/Executive Director Relationship	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Monitoring Executive Performance	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	4.3	<b>DATE REVISED:</b>	

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An important premise in monitoring executive performance is that Pillar’s overall performance is a direct reflection of the Executive Director’s performance. For this reason, the Board monitors the performance of the Executive Director in an ongoing manner using criteria related to the achievement of Pillar’s vision and purposes, such as is outlined below:

**PILLAR PURPOSE # 1**

Strengthens our community through increased awareness and advocacy of the nonprofit sector.

The Board monitors this by reviewing things such as:

- a) Evidence of interagency collaboration (as reported in the Executive Director's Report monthly)
- b) Membership
- c) Attendance at Pillar events
- d) Funder responses to funding requests
- e) Evidence of consultation with Pillar - either hosted by Pillar or sought with Pillar (as reported in the Executive Director’s monthly report)
- f) Sector media stories
- g) Public policy activity
- h) Attendance at cross-sector community meetings

**PILLAR PURPOSE # 2**

Supports nonprofits to develop equitable organizations that are diverse, inclusive, and accessible to the community.

The Board monitors this by reviewing things such as:

- a) Member surveys (specific reports from time to time)
- b) The range of professional development topic offerings
- c) Attendance at Pillar professional development workshops (Executive Director’s monthly report)
- d) Support from individuals from diverse communities to volunteer in the sector

**PILLAR PURPOSE # 3**

Promotes and models best practices and policies for an effective nonprofit sector.

The Board monitors this by reviewing things such as:

- a) Community connections
- b) Membership survey

- c) Executive Director evaluation
- d) Member newsletter
- e) Interface between local, provincial and national sector best practice bodies

#### **PILLAR PURPOSE # 4**

Facilitates collaboration and connects nonprofit organizations to each other and to the public and private sectors.

The Board monitors this by reviewing:

- a) Evidence of interagency collaboration (as reported in the Executive Director's report monthly)
- b) Special events (as described in the Executive Director's Report)
- c) Member newsletter
- d) Number of organizations that benefit from award monies for the Pillar Community Innovation Awards
- e) Attendance at cross-sector community meetings
- f) Community connections

#### **PILLAR PURPOSE # 5**

Ensures financial accountability in the management of Pillar resources.

The Board monitors this by reviewing:

- a) Actual financial results against budgeted amounts (done monthly and at year end)
- b) The report from the Board's Auditor (April or May each year)
- c) Donor feedback (in the Executive Director's Report)

Additionally, the performance of the Executive Director is formally evaluated every two years (over the period from September to December). This evaluation consists of obtaining feedback from community agencies, members, Pillar directors and Pillar employees in relation to:

- a) Progress made towards achieving Pillar's mission, vision and purposes
- b) The extent to which the Executive Director is responsible for progress or lack of it
- c) The extent to which Pillar programs and staff actions are consistent with agency values
- d) Accomplishments, strengths and areas in need of improvement

<b>POLICY AREA:</b>	Board/Executive Director Relationship	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Executive Director Compensation	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	4.4	<b>DATE REVISED:</b>	September 9, 2010 May 10, 2012

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The Pillar Board is responsible for determining the compensation of the Executive Director.

In determining the Executive Director compensation, the Board considers the following perspectives and principles:

1. As wages and benefits comprise compensation, both aspects are considered when determining Executive Director compensation.
2. The compensation of the Executive Director is reviewed annually.
3. The approach to Executive Director compensation reflects both government policy and prevailing economic trends.
4. The approach to Executive Director compensation ensures that the Executive Director's wages and benefits are comparable to similar positions in like organizations within the sector.
5. Increases in compensation are based on the Executive Director's ability to achieve organizational results while respecting Executive Limitations.
6. Recognition for merit can be monetary (within the guidelines of *AFP Code of Ethical Principals and Standards*) or may take the form of additional vacation time, education leave, and funding for educational offerings.
7. The Board is also responsible for monitoring the use of Executive Director benefits such as vacation and professional development allotments. Allotted vacation time must be used annually and may only be carried over on an exception basis for a maximum of 90 days. Unused vacation time will not be paid. The Executive Director will report vacation time taken to the Board Chair who will track time used as an official record of the organization. The Executive Committee will work with the Executive Director to ensure the annual Professional Development targets are met.

<b>POLICY AREA:</b>	Board/Executive Director Relationship	<b>DATE APPROVED:</b>	April 8, 2010
<b>SUBJECT:</b>	Board/Executive Director/Employee Interface	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	4.5	<b>DATE REVISED:</b>	

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If an employee has concerns or complaints which have not been addressed or resolved to their satisfaction, the matter may be brought to the attention of the Board for resolution through the following process:

1. The employee will discuss the matter openly with the Executive Director.
2. The employee will notify the Executive Director of intent to advise the Chair of the Board.
3. The employee will advise the Chair of the Board, in writing, of details of the problem with all pertinent information and forward a copy to the Executive Director.
4. The Board Chair will obtain input from Executive Director, review both inputs and determine whether the matter can be resolved between the Chair, the Executive Director & employee. If not, the Board Chair will refer the matter to the Board for resolution.

<b>POLICY AREA:</b>	Board/Executive Director Relationship	<b>DATE APPROVED:</b>	March 8, 2012
<b>SUBJECT:</b>	Whistleblower – Communicating Workplace Concerns	<b>DATE REVIEWED:</b>	May 5, 2015
<b>POLICY NUMBER:</b>	4.6	<b>DATE REVISED:</b>	

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## PURPOSE

To ensure that Pillar Nonprofit Network activities are conducted with integrity and that the confidence held by all our stakeholders is respected.

This Whistleblower Policy provides a channel of communication for employees, volunteers, clients, customers, vendors, Board members, contractors and the general public to make known any **fraudulent, improper or illegal activities** related to Pillar Nonprofit Network activities or provision of services. This policy ensures that all stakeholders have a clear and safe process to report any concerns and/or violations.

## DEFINITION

*Whistleblower:* A person or entity making a protected disclosure is commonly referred to as a whistleblower. Whistleblowers may be any Pillar stakeholder: Pillar employees, volunteers, clients, vendors, Board members, contractors or the general public. The whistleblower's role is as a reporting party. A whistleblower is not an investigator or finder of fact, nor does he or she determine the appropriate corrective or remedial action that may be warranted.

## REPORTABLE ISSUES

### Accounting and Auditing Matters

The unethical recording and analysis of the business and financial transactions, e.g. misstatement of revenues, expenses or assets, wrongful transactions.

### Conflict of Interest

A situation in which private or personal interests conflict with the employee's or Board member's responsibilities to Pillar (e.g., inappropriate vendor relations, bribery, misuse of confidential information).

### Disclosure of Confidential Information

Unauthorized and/or unlawful disclosure of Pillar-owned, intellectual property or trade secrets, as well as employee, contractor, volunteer, donor, stakeholder and client information, business proposals and strategies.

### Discrimination or Harassment

Uninvited and/or unwelcome verbal or physical conduct not in keeping with Pillar's Harassment and Discrimination policy (2.16).

**Donor Trust Misuse**

Funds or goods directed to the organization which have not been handled with the utmost truthfulness or not used in accordance with the donor's intentions and wishes.

**Fraud**

The fraudulent use of funds (e.g., bookkeeping errors, misapplication of funds, and mishandling of cash).

**Falsification of Contracts, Reports or Records**

Altering, falsifying or forging all or any part of a document, contract or record for the purpose of gaining an advantage, or misrepresenting the value of the document, contract or record.

**Misconduct or Inappropriate Behavior**

Intentional wrongdoing; specifically, deliberate violation of a law or standard.

**Theft**

The act of stealing; specifically, the felonious taking and removing of property.

**Violation of Policy**

Willful or innocent actions that are in direct violation of organizational policy, procedures, code of conduct, and/or implied contractual responsibilities (e.g., non-disclosure agreements, hiring standards, safety, Internet usage, organizational guidelines, by-laws).

**Unsafe Working Conditions**

Failure of meeting requirements needed to perform all duties in a secure environment (e.g., environmental damage, supervisor directive, poor housekeeping).

**Other**

If you feel that the definitions above do not describe the event, action or situation you have observed, please refer to it in the Whistleblower Policy Form as "other".

**CONSIDERATIONS WHEN USING THIS PROCESS**

- a) All employees at Pillar Nonprofit Network must act with honesty and integrity, and follow all policies and procedures.
- b) Pillar Nonprofit Network has an open-door policy; everyone is encouraged to use the "chain of command" to report problems or resolve disputes. Employees should feel free to raise serious concerns with **NO** fear of retaliation. Questions, concerns, suggestions or complaints should be shared with someone who can address them properly, most often the Executive Director. However, if someone is not comfortable speaking with a manager, s/he may also complete the Whistleblower Policy Form in the Pillar Nonprofit Network Operations Policy Handbook and/or Governance Policy Handbook.
- c) Each whistleblower incident will be treated with confidentiality and due care. The Whistleblower's identity will be protected, and s/he can choose to remain anonymous. No one, who in good faith reports improper activities, will be harassed or face any employment

consequences. If anyone does harass or retaliate against an employee for reporting improper activities, s/he may face discipline up to and including termination of employment.

- d) The Whistle blowing procedure is intended to be used for serious or sensitive issues related to Reportable Issues above. Anyone filing a complaint must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a true violation of the items above. Differences of opinion in operational matters or management style are not contemplated in this policy unless the behaviour breaches the Reportable Issues listed.
- e) Wherever possible, the allegation should be made as soon as possible after the alleged incident(s) and certainly no later than one month following the incident giving rise to the allegation or the person becoming aware of the incident. In the case of multiple incidents, the report should be made within one (1) month of the latest occurrence.
- f) Each whistleblower concern will be investigated to determine its validity, significance and ability to be proven. Appropriate action will be taken and all reported incidents will be documented and logged by the Board. **All complaints must be filed in good faith.** Each whistleblower concern and its outcome will be reported to the Pillar Nonprofit Network Board of Directors.
- g) **Complainants are urged against using this whistleblower system to file frivolous or mischievous reports, or in retaliation.**

#### **PROCESS:**

- a) The Executive Director or Board Chair, upon receiving a complaint, conducts/oversees an investigation fairly, swiftly and in accordance with the following investigation procedures. Generally all matters should be investigated within 15 business days respecting employees' privacy as much as possible.
- b) The investigation includes interviews with the complainant, the person alleged to have breached acceptable standards and any other persons who may provide relevant information. Information is received in strict confidence and is documented. The Board will be informed that an investigation is in process, but no details about the situation will be disclosed.
- c) The Executive Director or Board Chair, within thirty (30) working days from the beginning of their investigation, will submit a written report of their findings to the Executive Committee of the Board of Directors. If the investigation concludes that the allegation does not fall within the jurisdiction of this policy or that the allegation is not supported by the evidence gathered and reviewed, then the complaint will be dismissed and the complainant and those being investigated will be informed, in writing, within ten (10) working days of that decision and the reasons why.
- d) If the investigation concludes that the allegation is supported by the evidence gathered and reviewed, the respondent(s) will be advised in writing and within ten (10) working days, will also be advised of any penalty, discipline, sanction or censure to be imposed. This document will be placed in the respondent's personnel file.
- e) Disciplinary action for violations of this policy will take into consideration the nature and impact of the violations. If the evidence or allegations are of a nature that warrants police involvement directly, such action will be taken.
- f) Deliberate false accusations are of equally serious nature and will also result in disciplinary action up to and including termination without notice for just cause. **Note**, however, that an

unproven allegation does not mean that an offence did not occur or that there was a deliberate false allegation. It simply means that there is insufficient evidentiary basis to proceed or that while the complainant may have genuinely had reason to believe that there was an offence, the investigation has not borne out the complaint. If the allegation is unsupported, documentation of the complaint is not placed in the accused employee's file.

- g) The Executive Director may choose to conduct the investigation personally or involve an external, third party for impartiality. Should the situation involve the Executive Director, the Chair of the Board will be contacted and will be the initial contact for the complaint. An independent, external specialist will be selected to complete the investigation and report.

## 1.3 APPENDIX A

### Pillar Nonprofit Network Board of Directors' 2018 Strategic Action Plan

Strategic Direction and Goal	Objectives	Board Actions	Timelines	Lead
<b>Be Ready</b>  Goal: Be ready for future opportunities and growth.	Develop a sustainability model.	Review a technology audit and plan	Q2	Charles/Jason
		Check in with Michelle re: financial services/support	Quarterly	Finance and Audit Committee
		Transition to new Treasurer	Q1, Q2	Dipesh
		Review existing and new opportunities for fund development	Quarterly	Resource Development Committee
		Review a risk management plan	Q1	Executive Committee
		Review HR practices and planning	Quarterly	Executive Committee
<b>Be Focused</b>  Goal: Be focused to maximize our impact.	Mature our core services and existing programs.	Participate in a membership restructuring task group	Q1	Resource Development Committee
	Increase the understanding and use of impact measurement.	Participate in a learning session about impact measurement, including learning about Pillar's impact	Q4	Jason/Pam
	Increase the awareness of impact stories in our community.	Participate on the PCIA Committee	Ongoing	Nicole
<b>Be Inclusive</b>  Goal: Provoke discussion and action around equity and emerging	Increase the understanding about issues around equity, and the wants and needs in the community, and how the community wants to be engaged.	Hold an information/training session for the Board	Q2	Jason
		Review 2016 Statistics Canada data in a deeper way	Q2	All Board Members
		Add a question the Board agenda: Have we integrated an equity lens into our discussions? Into our community discussions?	Monthly	Michelle

Strategic Direction and Goal	Objectives	Board Actions	Timeline	Lead
cross-sector community issues.	Increase conversations, and promote community action around equity.	Participate!	Ongoing	All Board Members
	Increase and measure the extent to which the nonprofit sector reflects the London community.	Review Board diversity	Q1, Q2	Nominating Committee