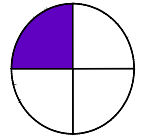


Board of Directors Policy



Policy Type: Governance Process

Policy #: GP7

Policy Name: Investment in Governance

Page #: 1 of 4

Creation Date: April 8, 2022

Effective Date: April 17, 2023

Monitoring: February

The Board will invest in its governance capacity through the appointment of a Governance Committee, the development of resources that will support recruitment & succession planning, mentorship, orientation, education & training, and monitoring & evaluation.

1. Governance Committee

- 1.1. The Board will appoint a Governance Committee with a minimum of three Directors to oversee governance processes and commit to embedding inclusivity and anti-oppression in all aspects. The Chairperson of the Board is an ex-officio member of the Committee.
- 1.2. The purpose of the Governance Committee is to ensure that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment and retention strategies, board development, and evaluation of the performance of the Board.
- 1.3. The Committee shall:
 - 1.3.1. Lead the creation and maintenance of a governance framework, policies, and procedures, including review and revision of governance process policies for the purpose of evaluation and monitoring;
 - 1.3.2. Ensure TBC By-Laws are reviewed and amended as needed no less than every 5 years;
 - 1.3.3. Develop a strategic succession, recruitment and onboarding plan that is open and transparent;
 - 1.3.4. Lead the implementation of accreditation governance standards;
 - 1.3.5. Support the continuous improvement of Board performance;
 - 1.3.6. Facilitate the evaluation of CEO performance.

2. Recruitment

The Board is committed to embedding inclusivity and anti-oppression in all aspects of its governance and seeks to foster a Board of Directors that is reflective of its ownership and inclusive of diversity consistent with the [Ontario Human Rights Code](#).

- 2.1. The Board will be guided by a [summary](#) of Director's knowledge and experience, key competencies, governance attributes, and affiliations to assist with recruitment.

2.2. The Board shall seek to foster a Board of Directors that is reflective of its ownership, inclusive of diverse representation of the communities served, and who have an interest and attributes that will enable them to govern.

2.3. Through the work of the Governance Committee, the Board will:

2.1.1 Receive a list of nominees to the Board of Directors for consideration no later than the Board meeting prior to the Annual General Meeting.

2.1.2 Be presented the slate of Directors standing for election at the Annual General Meeting both in writing and verbally. Nominations will not be accepted from the floor.

2.1.3 Be presented with a list of Officers for election by the Board of Directors at the first meeting after the AGM.

2.4. Should any Director of the Board resign before completion of their term, the Board of Directors can fill the vacancy through a recruitment process, as long as the Board continues to have quorum.

3. **Officer Responsibilities and Succession Planning**

The Board shall engage in succession management planning to prepare for the replacement of Officers should that need arise due to an emergency succession, resignation, or retirement. To this end:

3.1. The Secretary will:

3.1.1. Support the Board Chairperson in ensuring the Board adheres to By-Laws, governance policies and procedures, and relevant legislation.

3.1.2. Perform Board Chairperson responsibilities in the absence of the Chairperson and will Chair at least one Board meeting in a year.

3.1.3. Be available to shadow the Chairperson in their public role as needed.

3.1.4. Be prepared to assume the office of the Chairperson if required.

3.1.5. Mentor an incoming Secretary.

3.2. The Past Chairperson will:

3.2.1. Mentor and coach a future Chairperson.

3.2.2. Support the current Chairperson as needed in transferring knowledge about the role of Chairperson including meeting preparation, Chairing Board meetings, performing/overseeing committee work, representing the Board in advocacy and other initiatives.

3.3. A Member at Large will be utilized in rare occasions where the Past Chairperson is no longer on the Board of Directors.

3.4. Should any Officer resign during the course of the year, a replacement will be elected by the Board.

4. **Mentorship**

- 4.1. New Directors will be assigned a mentor from the Board.
- 4.2. The mentor will support a new Director through their orientation process and participation in governance meetings.
- 4.3. New Directors are encouraged to seek clarification and ask questions as needed.

5. **Orientation**

- 5.1. The Orientation of new Directors is a process and not a single event. New Directors shall receive formal orientation prior to the second meeting after election, to ensure familiarity with Thunder Bay Counselling issues, the organization's structure, and the Board's process of governance.
- 5.2. The orientation process will include, at minimum, a review of the following components:
 - 5.2.1 Mission, vision, and values
 - 5.2.2 Approach to governance, including diversity, equity, and inclusion, roles and responsibilities of Directors, and delegation of authority to CEO
 - 5.2.3 Governance Policies and procedures including those related to Code of Conduct, liability, confidentiality, commitment and attendance, agreement to duties and responsibilities, quality assurance, and risk
 - 5.2.4 By-Laws
 - 5.2.5 Board planning documents including strategic priorities
 - 5.2.6 Programs and services
 - 5.2.7 Funding, fundraising, finances and fiscal responsibility

6. **Education & Training**

- 6.1 Directors shall have ongoing opportunity for continued training and education to enhance their governance abilities, skills and awareness of new issues. Topics may include:
 - 6.1.1 Governance
 - 6.1.2 Government policies and priorities
 - 6.1.3 Funder relationships
 - 6.1.4 Diversity, equity and inclusive leadership
 - 6.1.5 Risk management and quality assurance
 - 6.1.6 Current community issues, trends and priorities
 - 6.1.7 Other areas identified by the Board or through evaluation processes
- 6.2 Director representation on behalf of the Board at meetings or conferences will be determined by the Board and take into consideration:
 - 6.2.1 The purpose of the conference/meeting and who can best represent the Board
 - 6.2.2 The needs of the Board and/or organization
 - 6.2.3 The Board's budget
- 6.3 Directors who attend training, conferences and meetings are expected to report to the Board on such activities.

7. Monitoring & Evaluation

The Board will establish governance process policies and a governance action plan which will serve as measurable standards against which the Board's performance can be evaluated.

- 7.1 Under the leadership of the Chairperson, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will include in its governance action plan specific goals and objectives for improvement of identified areas.
- 7.2 The Board will monitor its adherence to its own Governance Process policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will both review the policies, and monitor its own adherence to them, according to the policy monitoring schedule and no less than every 4 years.
- 7.3 Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes but is not limited to fiscal audit and accreditation.