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Updated April 2019

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**Manitoba Customer Contact Association  
Board of Directors**

**GOVERNANCE PROCESS Policies**

Policy Title:	<b>GLOBAL GOVERNANCE COMMITMENT</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1</b>
Policy Review:	<b>OCTOBER 2009, FEBRUARY 2011, JUNE 2014, NOVEMBER 2018</b>

The purpose of the board, primarily on behalf of our members, and secondarily on behalf of the industry, is to see to it that the Manitoba Customer Contact Association

- (a) achieves appropriate results for appropriate persons at an appropriate cost or relative worth (as specified in board Strategic Outcomes policies), and
- (b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

Policy Title:	<b>GOVERNING STYLE</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.1</b>
Policy Review:	<b>SEPT 2005; JAN 2008; FEB 2011; FEB 2013; SEPT 2016; NOV 2018</b>

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
6. The board will monitor and discuss the board's process regularly. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Relationship categories.

Policy Title:	<b>BOARD JOB DESCRIPTION</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.2</b>
Policy Review:	<b>MARCH 2011; MARCH 2013; OCT 2014; SEPT 2015; FEB 2018</b>

Specific job outputs or products of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies which address the broadest levels of all organizational decisions and situations.
  - A. Strategic Outcomes: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost or relative worth).
  - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. Governance Process: Specification of how the board conceives carries out and monitors its own task.
  - D. Board- Management Relationship: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
3. Assurance of successful organizational performance.
4. An influence on the environment conducive to the industry in areas such as legislation and business practices.
5. Products required by the bylaws and effective governance practice including but not limited to: bi-annual bylaw review and an Annual General Meeting,
6. Decisions denied to the Executive Director by virtue of the limits proscribed by the Executive Limitations policies.

Policy Title:	<b>BOARD LINKAGE WITH MORAL OWNERS (Members &amp; Our Industry)</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.2.1</b>
Policy Review:	<b>OCT 2014; OCT 2015; FEB 2018</b>

The board shall be accountable for the organization to all moral owners *as a whole*. The board shall act on behalf of the entire moral ownership, rather than on behalf of specific individuals, interest groups or geographic areas.

1. The board shall gather ownership viewpoints and values in a way that reflects the diversity of the ownership. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that broad base.
2. The board shall seek and consider the potential impacts of macro local, provincial, national and global trends and issues in their deliberations. These macro trends and issues will include political, regulatory, economic, sociological, technological and others.
3. The board will use this ownership input and external trends and issues information primarily for the purpose of strengthening its Strategic Outcomes policies.

Policy Title:	<b>AGENDA PLANNING</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.3</b>
Policy Review:	<b>FEB 2009; SEPT 2011; SEPT 2013; SEPT 2016; SEPT 2018</b>

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

1. The cycle will conclude each year on the last day of October so that administrative planning and budgeting can be based on accomplishing a one year segment of the board's most recent statement of long term STRATEGIC OUTCOMES
2. The cycle will start with the board's development of its agenda for the next year.
  - A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
  - B. Governance education, and education related to Strategic Outcomes determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. Executive Director monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
5. The board will:
  - (a) Review every board policy bi-annually
  - (b) Monitor/assess board performance against each Governance Process and Board-Management Relationship policy every three years
  - (c) Monitor/assess Executive Director performance against each Strategic Outcomes and Executive Limitations policy annually
  - (d) Complete any additional items on its Board Job Description (GP policy #1.2), and
  - (e) Schedule board team building events or activities.
6. Executive Director remuneration will be decided annually, after a review of monitoring reports are received from the last year.

Policy Title:	<b>ROLE OF THE BOARD CHAIR (CHIEF GOVERNANCE OFFICER)</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.4</b>
Policy Review:	<b>NOV 2010; DEC 2011; OCT 2013; NOV 2016; MARCH 2019</b>

The Board Chair, a specially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The assigned result of the Chair’s job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - A. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
  - B. Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
  - C. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
  
2. The authority of the Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Relationship, with the exception of (a) employment or termination of an Executive Director and (b) where the board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - A. The Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
  - B. The Chair has no authority to make decisions about policies created by the board within Strategic Outcomes and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
  - C. The Chair may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
  - D. The Chair may delegate this authority, but remains accountable for its use.
  
3. In the absence of the Chair or his/her inability to act, the Vice Chair shall carry out all responsibilities normally exercised by the Chair. Therefore the Chair shall ensure the Vice Chair (and when appropriate, the Secretary/Treasurer) is kept informed of current and pending board issues and processes.
  
4. In the absence of both the Chair, Vice Chair and the Secretary/ Treasurer, the Board will elect another member to act as Chair (CGO) in the interim.
  
5. In the absence of the Secretary / Treasurer, the Chair may elect another member to act as Secretary / Treasurer in the interim.

Policy Title:	<b>ROLE OF THE OTHER OFFICERS</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.5</b>
Policy Review:	<b>NOV 2010; FEB 2012; OCT 2013; NOV 2016; MARCH 2019</b>

The Vice Chair and secretary treasurer are the only two officer positions other than the Board Chair. Both are specially empowered members of the Board.

### **VICE CHAIR**

The Board Vice Chair is an officer of the board whose purpose is to assist the Chair in ensuring the integrity of the board's governance.

Accordingly:

1. The Vice Chair will act in the absence of the Chair as defined in Policy GP #1.4 Board Chair's (CGO) Role.
  - A. The Vice Chair will be familiar with all responsibilities normally exercised by the Chair.
  - B. The Vice Chair will be familiar with current and pending Board issues and processes.
  - C. The Board Vice Chair will preside at meetings of the board in the absence of the Chair.

### **SECRETARY/ TREASURER'S ROLE**

The Board Secretary/Treasurer is an officer of the board whose purpose is to ensure the integrity of the board's documents.


1. The assigned result of the Secretary/Treasurer's job is to see to it that all board documents and filings are accurate and timely.
  - A. Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.
  - B. Policies will rigorously follow Policy Governance principles.
  - C. Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the board.
  - D. Requirements for format, brevity and accuracy of board minutes will be known to the Executive Director.
2. The authority of the Secretary/Treasurer is to access and control over board documents, and the use of staff time not to exceed 20 hours per year.
3. The Secretary/Treasurer will act in the absences of both the Chair and Vice-Chair as defined in Policy GP #1.4-Board Chair (CGO) Role and GP #1.5 Vice Chair's Role.



- D. The Secretary/Treasurer will be familiar with all responsibilities normally exercised by the Chair and Vice-Chair.
- E. The Secretary/Treasurer will be familiar with current and pending Board issues and processes.
- C. The Secretary/Treasurer will preside at meetings of the board in the absences of the Chair and Vice Chair.

*Sample GOVERNANCE PLAN...based on the board's job description!*

**BOARD MEETINGS ARE GENERALLY SCHEDULED THE 3<sup>RD</sup> MONDAY IN EACH OF THESE MONTHS FROM 4:30-7:30 P.M.**

<b>BOARD MEETING DATES</b> 	<b>BOARD JOB #1</b>  <b>Community Consultation (Ownership Linkage)</b> (eventually 50% to 75% of every board meeting)	<b>BOARD JOB #2</b>  <b>Policy Review/ Development</b> All board policies are to be reviewed every 1, 2 or 3 years!	<b>BOARD JOB #3</b>  <b>Performance Monitoring &amp; Evaluation</b> ✓ <u>Executive Director:</u> Annually, all Executive Limitations & Strategic Outcomes policies ✓ <u>BOARD:</u> Annually, using a variety of approaches, against criteria in the Governance Process & Board – Executive Director Relationship Policies	<b>BOARD JOB #4, plus</b>  <b>OTHER BOARD JOBS/ DECISIONS</b> ✓ <u>LEGAL:</u> Act, Bylaws & Annual General Meeting ✓ <u>TEAMWORK :</u> board Development & Relationship Building ✓ <u>BOARD JOB DESCRIPTION :</u> see this Board Process policy for more board jobs!	<b>BOARD EDUCATION</b>  What professional development does a board need to excel at its governance job?
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<b>COMMUNITY CONSULTATION (Ownership Linkage)</b>	<b>POLICY REVIEW</b>	<b>PERFORMANCE EVALUATION</b>	<b>OTHER BOARD JOBS/DECISIONS</b>	<b>BOARD EDUCATION</b>

Policy Title:	<b>BOARD MEMBERS' CODE OF CONDUCT &amp; DECLARATIONS</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP-1.6</b>
Policy Review:	<b>SEPT 2010; MARCH 2012; FEB 2014; APRIL 2017; MARCH 2019</b>

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a recipient. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs.
2. Board members are accountable to exercise the powers and discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Board members must avoid conflict of interest\* with respect to their fiduciary responsibility.
  - a) There will be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise “inside” information. Board members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
  - b) When the board is to decide upon an issue, about which a board member has an unavoidable conflict of interest, that member shall absent herself without comment from not only the vote, but also from the deliberation.
  - c) Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, she must first resign from the board.
  - d) In case of a dispute regarding the existence of a real or perceived conflict of interest, the board shall vote as to whether a conflict is present, and the vote of the board shall be final. The individual with the potential conflict of interest shall not vote.
4. Board members may not attempt to exercise individual authority over the organization, except as explicitly set forth in board policies.
  - a) Board members' interaction with the Executive Director or with staff must recognize that any individual board member or group of board members does not have authority other than that explicitly stated in board policy.

*\* A conflict of interest is any situation in which a board member or employee of an external agency has an employment, business or personal interest which results or appears to result in:*

- i) an improper material interest or an advantage by virtue of the person's position;*
- ii) an interference with the objective exercise of the person's duties.*

*A material interest includes any matter or situation where a board member or employee has a direct or indirect financial or other interest beyond the interest of an ordinary citizen.*

- b) Board members shall not interact with public, press or other entities nor speak for the board except to repeat explicitly stated board decisions.
  - c) Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the Executive Director, board members will not express individual judgments of the Executive Director or staff performance.
  - d) Board members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the board.
5. Board members will be familiar with the Incorporation Act of Manitoba, bylaws and policies of the organization, as well as the rules of procedure and proper conduct of a meeting, so that any decision of the board may be made in an efficient, knowledgeable and expeditious manner.
  6. Board members shall attend meetings on a regular and punctual basis will be properly prepared for and will participate diligently in board and board committee deliberation.
  7. Board members will respect organizational, client and board confidentiality. Board members shall not disclose vote counts and board deliberations outside board membership unless authorized by the board.
  8. Board members will adhere to the attached Respectful Workplace policy.
  9. Board members will sign the attached Performance Declaration and Oath of Confidentiality annually.
  10. Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
  11. Board members shall embrace publicly all rightful decisions of the board and promote unity by not representing any differences of opinion outside the board which would cause or give appearance of dissension within the board, erosion of a majority decisions or undercut the ability of the Executive Director to carry out the authority of that office.
  12. Board members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.
  13. A board member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next board meeting. The complaining party must be identified. If the complaining party is a board member, she/he and the respondent board member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Board members who are found to have violated the Code of Conduct may be subject to censure including removal from the Board.

**(Sample) CODE OF CONDUCT/ CONFLICT OF INTEREST  
& PERFORMANCE DECLARATION (GP 1.6, 1.6.1)**

Board members and members of Board committees are responsible for adhering to the policies in the Manitoba Customer Contact Association board policy manual and subsequent policy revisions. Board members are responsible for preventing real or perceived conflicts of interest to protect the integrity of the Manitoba Customer Contact Association.

Contravention may result in a request for a board member to resign from the Board and/ or other sanctions.

Board members shall:

1. perform duties with integrity and in a way that will maintain public and member confidence in the Manitoba Customer Contact Association,
2. ensure no real or perceived advantage is taken by virtue of their position or from information obtained due to their position as a board member, and
3. Immediately disclose to the Chair of the board or board meeting any existing or potential conflict of interest on any issue. This disclosure will be recorded in the minutes.

**I declare that I have read, understood and agree to adhere to this Code of Conduct / Conflict of Interest Policy and all other policies in the Manitoba Customer Contact Association board policy manual.**

**Agreed by:** \_\_\_\_\_

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

**Witness (Chair or Board Officer):** \_\_\_\_\_

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

**(Sample) BOARD MEMBER PRIVACY PLEDGE**

I, \_\_\_\_\_, of the Province of Manitoba, MAKE OATH AND SAY AS FOLLOWS:

THAT, as a condition of my appointment as a board member of Manitoba Customer Contact Association (“MCCA”), I acknowledge and understand that I may have access to personal information, as defined in the *Personal Information Protection and Electronic Documents Act* (“PIPEDA”) - the collection, use, disclosure, retention and protection of which is governed by PIPEDA and other applicable laws.

I further acknowledge that MCCA has adopted a general Privacy Code in compliance with PIPEDA and has established other written policies and procedures (collectively referred to as "**MCCA's Privacy Policies**") for the protection of personal information, including policies and procedures respecting collection, use, disclosure, security, retention and destruction of personal information, and including an Employee Privacy Code.

I acknowledge that during the term of my appointment and thereafter I will be bound, as applicable, to follow all of MCCA's Privacy Policies, including those amended, developed and implemented, from time to time. I will notify MCCA's Privacy Officer of any situation or matter where there is a breach of privacy or the foreseeable potential for a breach of privacy. I further understand that the failure to adhere to MCCA's Privacy Policies may result in the termination of my appointment.

SWORN before me at \_\_\_\_\_, in the Province of Manitoba this \_\_\_\_\_ day of \_\_\_\_\_,

Signature: \_\_\_\_\_

Witness: \_\_\_\_\_

Policy Title:	<b>BOARD MEMBERS RESPECTFUL WORKPLACE</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP-1.6.1</b>
Policy Review:	<b>SEPT 2010; MARCH 2012; FEB 2014; FEB 2018</b>

**Respectful Workplace Policy for Board of Directors:**

The employer recognizes the right of all employees, Board members (including all members of governance committees), volunteers, contractors, donors and guests to be treated with respect and dignity, in an environment free from harassment. The *MCCA* shall take such actions as are necessary, which may include discipline, respecting an employee, trustee or volunteer engaging in harassment (sexual or personal as defined below) in the workplace. To constitute harassment, behavior may be repeated or persistent, or may be a single incident.

This policy applies to all persons related to or dealing with the *MCCA*. This includes employees, Board members (including all members of governance committees), volunteers, contractors, donors and guests, or anyone else dealing with the *MCCA*. It is a condition of employment, paid or unpaid; it is imperative that there be respect for the personal dignity of all persons. This policy applies in and on all *MCCA* premises, and wherever an *MCCA* sanctioned event takes place.

Preventing harassment is everyone’s responsibility. Senior management and Board members are expected to act against harassment even without a formal complaint, and staff and Board members are expected to express their disapproval if they encounter harassing behavior.

“*Harassment*” is defined as conduct or comments that the person knew or ought reasonably to have known would be unwelcome and inappropriate or otherwise offensive to a person or a group of people and that have the effect of creating an intimidating, hostile, embarrassing, or offensive work environment. The accused harasser’s *intent* has little bearing; the *impact* of the act is what is considered. *Harassment* includes sexual harassment, personal harassment and abuse of authority.

*Harassment* can occur with a colleague, a supervisor, subordinate, volunteer, Board or board member, persons contracted to work for the *MCCA* or donors/customers. It can occur through telecommunication equipment such as the telephone, facsimile machine, or computer terminals in the workplace or the employee’s home. *Harassment* comprises unwelcome or objectionable conduct, reprisal, communication, comments or display made on either a one time or continual basis that could reasonably be expected to demean, belittle, or cause personal humiliation or embarrassment.

Without limiting the definition, *harassment* as defined in the Manitoba Human Rights Act, is discrimination on the basis of the following prohibited grounds:

- race,
- national or ethnic origin,
- color,
- religion,
- age,
- sex,
- sexual orientation,

- ❑ marital status,
- ❑ family status,
- ❑ source of income,
- ❑ disability, and
- ❑ conviction for an offense for which a pardon has been granted.

Sexual harassment is defined as “any conduct, comment, gesture, or contact of a sexual nature that the person knew or ought reasonably to have known would likely cause offense or humiliation to any employee, or that might on reasonable ground, be perceived by that employee as placing an implicit or explicit sexual condition on employment opportunities for training, job security, performance assessments, promotion, or salary increases”. Sexual harassment may occur in the form of behavior by men toward women, between men, between women, or as behavior by women toward men.

*Harassment and sexual harassment* includes, but is not limited to:

- ❑ abuse of authority, which undermines or threatens an employee’s career
- ❑ written or verbal insult, abuse, or threats
- ❑ racial or ethnic slurs, including racially derogatory nicknames
- ❑ unwelcome remarks, jokes, innuendoes, or taunts
- ❑ patronizing, or condescending behavior, language, or terminology which reinforces stereotypes and undermines self-respect or adversely affects work performance or working conditions
- ❑ displaying offensive or demeaning pictures or material, (this includes pictures or material in private offices)
- ❑ practical jokes which cause awkwardness, embarrassment, or negatively affect work performance
- ❑ unwelcome sexually-oriented remarks, invitations, jokes, or requests whether indirect or explicit
- ❑ leering or obscene or offensive gestures
- ❑ unwanted and inappropriate physical contact such as touching, kissing, patting, pinching, and brushing up against a person
- ❑ inquiries or comments about a person’s sex life or sexual preferences
- ❑ differential treatment based upon race, gender, ethnicity, etc.
- ❑ both physical and psychological intimidation, such as demeaning behavior, and treating others with a lack of respect, or generally creating an atmosphere of fear.

It should be noted that, whereas some behavior may be offensive, inappropriate, unwanted, or a misuse of authority, it may not be considered harassment under the law. This does not make it acceptable at the *MCCA*, and this type of behavior will not be tolerated.

Actions and comments have different effects on each individual. Just because one person may accept or

tolerate offensive language, jokes or taunting, this should not make another person, who is offended or embarrassed by the same actions or comments, reluctant to express or report their objections.

Disciplinary action may include: warnings, reprimands, disciplinary counseling, negative performance appraisals, withheld or delayed promotions, suspension without pay, and termination.

REPORTING A COMPLAINT

If You Are:	Report Your Complaint to:
MCCA Employee	Executive Director. If Executive Director is the harasser, report your complaint to the Board Chair.
Executive Director/Executive Director	Chair. If the Chair is the harasser, report your complaint to the Past Chair or other Board Officer.
Board member or Board committee member	Chair. If the Chair is the harasser, report your complaint to the Past Chair or other Board Officer.
Board Chair	Past Chair. If the Past Chair is the harasser, report your complaint to any other Board officer.
Past Chair	Chair. If the Chair is the harasser, report your complaint to any other Board officer.

PROCEDURES FOR BOARD MEMBER COMPLAINTS

The MCCA encourages prompt reporting of complaints so that a rapid response and appropriate action may be taken. However, because of the sensitivity of these problems and the emotional toll such conduct may have on a person, the late reporting of complaints may not in itself preclude the MCCA from taking action.

Complaints may be lodged by a Board member (or by the Executive Director on behalf of a staff or an operational volunteer about a Board member) who is not being harassed directly, but who has witnessed or is affected by the harassment of others.

Investigations cannot be undertaken on the basis of an anonymous complaint. However, when a potential problem is brought to the attention of the Chair (Chief Governance Officer (or alternate) it will not be ignored. The potential problem will be actively monitored, and, when necessary, steps will be taken to correct the situation. The Chair (Chief Governance Officer (or alternate) has an obligation to not knowingly permit or fail to take reasonable action to terminate the harassment.

**Any Board member found guilty of harassment may be immediately removed from the Board of**

**Directors at the discretion of the investigator Chair (Chief Governance Officer (or alternate)**

**Informal Process**

A Board or Board committee member who experiences harassment should first attempt to make it clearly known to the person(s) responsible that the behavior is offensive and contrary to the MCCA



policy and request that it stop. The harasser may not realize that his/her behavior is unwelcome and offensive.

In some situations, this may be difficult or inappropriate, or the offensive behavior may continue even after the harasser has been told the behavior is offensive. In this case, the person being harassed should take immediate action as outlined below:

- ❑ The person who experiences harassment and attempts to deal directly with the harasser, but fails (or believes that direct approach is inappropriate), may choose to have the matter dealt with on an informal basis with the assistance of the Chair (Chief Governance Officer (or alternate) without proceeding with a formal complaint. The purpose of this step is to provide a means of obtaining information by voicing the problem and developing a way to deal with it. Complainants are encouraged to discuss these matters directly with the Chair (Chief Governance Officer (or alternate) if they feel this could resolve the issue.
- ❑ A Chair (Chief Governance Officer (or alternate) who allows, condones, witnesses harassment but takes no action or ignores a complaint of harassment will be seen as party to the harassment.
- ❑ An attempt must be made to resolve the problem within five business days.
- ❑ Where the complainant is unsure that harassment has occurred and would like help in determining whether or not the incident constitutes harassment, the complainant should immediately discuss the incident with the Chair (Chief Governance Officer (or alternate).
- ❑ Where the complainant finds the informal resolution of the problem is unsuccessful, inappropriate or unacceptable, the complainant may proceed with the formal complaint process.

### **Formal Process**

The person to whom the complaint has been formally addressed will investigate all formal complaints. They must be written and signed and should be directed to the Chair (Chief Governance Officer (or alternate). The complaint must include a description of the incident, witnesses, if any, and steps already taken if any, to resolve the matter.

- ❑ If an investigation is to be conducted, it will include interviews with the complainant, the alleged harasser, and any witnesses. The Chair (Chief Governance Officer (or alternate) will document the situation accurately and completely. The parties concerned will be advised their statements will form a part of a confidential report. The report will be available to the complainant and the alleged harasser at the end of the investigation.
- ❑ If the complainant is also alleging that a Chair (Chief Governance Officer (or alternate) has allowed or condoned observed harassment, or has not responded to a complaint of harassment, this matter will also be included in the investigations and report.
- ❑ The report will include all relevant factual information, a copy of the statements of the parties concerned, an appropriate analysis of the information including the conclusions reached, and any recommendations.

- ❑ All decisions made will be based on the facts of the incident and not the personalities of the participants. The investigator may, at the *MCCA*'s expense, hire professional assistance to deal with the complaint. The decision of the investigator is considered final.
  
- ❑ An attempt must be made to resolve the problem within ten business days from the written complaint being presented. The objective of a resolution will be to stop and prevent any recurrence of harassment and, where appropriate, mitigate the effects the harassment has had on the individual.

The *MCCA* will not, in any way, penalize or retaliate against a Board member, employee, operational volunteer, or anyone else, who in good faith makes a complaint of harassment, nor will the *MCCA* permit anyone else to do so. Such action would be serious violation of this policy and should be reported immediately to the Executive Director and/or the Chair (Chief Governance Officer (CGO)).

The *MCCA* will not tolerate any retaliation against any Board member, employee, volunteer, or anyone else for having complained of harassment, participated, or cooperated in an investigation of complaint. Board members, employees or operational volunteers who are found to have retaliated may be subject to disciplinary action. The *MCCA* encourages Board members, employees and volunteers to cooperate in an investigation of harassment.

Should the *MCCA* determine that the complaint was known by the person making the complaint to be false; this may result in disciplinary action. While this situation would not be expected, making knowingly false complaints would be considered a serious disruption to the workplace. This is not to be confused with situations where the facts are unclear or there is a lack of supporting evidence to support the complaint.

*IF THE MATTER IS NOT RESOLVED BY THE MCCA ANY PERSON MAY CONTACT THE MANITOBA HUMAN RIGHTS COMMISSION TO DISCUSS THE SITUATION WITH THEM.*

Policy Title:	<b>BOARD COMMITTEE PRINCIPLES</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.7</b>
Policy Review:	<b>SEPT 2009; MARCH 2011; SEP 2013; FEB 2017; MARCH 2019</b>

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Executive Director.

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with MCCA parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Board committees will adhere to all Board policies and in particular the Board's Code of Conduct.
6. Committees will be used sparingly and ordinarily in an *ad hoc* capacity.
7. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director.

Policy Title:	<b>BOARD COMMITTEE STRUCTURE</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.8</b>
Policy Review:	<b>FEB 2009; SEPT 2011; SEPT 2013; FEB 2017</b>

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

Examples of Board Committees include:

1. Nominating Committee

- A. Product: Properly screened potential board members—by no later than May 1st each year.
- B. Authority: No costs will be incurred and no more than 20 hours of staff time per annum will be required.

2. Legislative Change Advisory Committee

- A. Product: Plan of action including costs outlining Options and implications for board consideration regarding long term or regulatory effects to be achieved by the board – by no later than September 30 each year.
- B. Authority: No costs will be incurred and no more than 20 hours of staff time per annum will be required.

Policy Title:	<b>INVESTMENT IN GOVERNANCE</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP -1.9</b>
Policy Review:	<b>SEPT 2009; NOV 2010; SEPT 2011; SEPT 2015; MARCH 2018</b>

Poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - A. Training and retraining will be used appropriately to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
  - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
  - C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability for:
  - A. Board education and training, including attendance at conferences and workshops, MECCA and other operational events.
  - B. Audit and other third-party monitoring of organizational performance.
  - C. Ownership linkage surveys, focus groups, opinion analyses, newsletter and annual general meeting costs.
  - D. Board materials, meeting and committee costs including board members' reasonable out of pocket/ extraordinary expenses and board insurance and legal costs.
3. Costs will be known to the Executive Director by the beginning of December annually.

Policy Title:	<b>BOARD SUCCESSION</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP 1.10</b>
Policy Review:	<b>JUNE 2009; OCT 2009; SEPT 2012, NOV 2015</b>

In keeping with its commitment to excellence in governance, the Board shall strive to solicit candidates\* for positions on the Board who have characteristics which will enable them to govern, not to manage, the organization.

These characteristics will include:

1. Commitment to linking with the moral owners... understanding that they are stewards for an ownership of diverse people & willing to actively seek to access and understand that diversity.
2. Willingness to think in terms of systems and context – to see and focus on the big picture.
3. Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulations of these values.
4. Willingness to delegate the operational detail to the Executive Director within comprehensive and monitored Board policies.
5. Ability and willingness to deal with vision and the long term, rather than day-to-day details.
6. Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
7. Willingness and commitment to participate as a responsible team member and to honour Board bylaws, policies and decisions.
8. Commitment to withhold judgments in the absence of previously stated criteria.
9. Well developed communication skills and analytical skills; capability to review information with reasoned independence and to identify policy implications.
10. Ability to maintain confidentiality and exercise sound judgment in carrying out Board business.

\* HANDOUT THIS INFO TO NEW BOARD NOMINEES AND INCLUDE ATTACHMENT OF BOARD RESPONSIBILITIES

Policy Title:	<b>BOARD ORIENTATION</b>
Policy Type:	<b>GOVERNANCE PROCESS</b>
Policy Number:	<b>GP - 1.11</b>
Policy Review Date:	<b>SEPT 2015; APRIL 2018</b>

The Board will train and retrain annually to orient new members and to educate existing board member skills and understandings.

1. All board members will have an opportunity to participate in the new board member orientation within three months of joining the board.
  - A. Orientation will include: an overview of Policy Governance® principles and practices; the nationwide picture of contact centre industry trends and issues; a review of the relevant Acts, agreements, bylaws and policies; the relevant provincial landscape; an overview of the MCCA organization history, people, relationships, structure (including committees) and values; a tour of the facilities and the opportunity to meet staff.
  - B. Board members will have access to a manual that includes current board policies, the appropriate documents such as the Act, bylaws, the most recent Annual Report, the most recent set of Board minutes, the most recent Monitoring Report on EL policy 'Financial Condition & Activities' and a copy of the current Directors' and Officers' Liability Insurance and Travel Insurance.
  - C. Board members will receive contact information for board members and the Executive Director, the annual governance plan with board meeting dates and relevant literature to ensure familiarity with current programs and services.
  - D. Board members will be given a review of how all board documents are to be filed and organized.
2. Prior to attending their first board meeting, all board members will review and sign the annual *Performance Declaration* and *Oath of Confidentiality* attached to the Code of Conduct policy.

**MANITOBA CUSTOMER CONTACT ASSOCIATION**

**Board of Directors**

**BOARD MANAGEMENT RELATIONSHIP Policies**

Policy Title:	<b>GLOBAL GOVERNANCE-MANAGEMENT CONNECTION</b>
Policy Type:	<b>BOARD – MANAGEMENT RELATIONSHIP</b>
Policy Number:	<b>BMR - 1</b>
Policy Review:	<b>SEPT 2009; SEPT 2010; OCT 2013; APRIL 2017</b>

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled Executive Director.



Policy Title:	<b>UNITY OF CONTROL</b>
Policy Type:	<b>BOARD – MANAGEMENT RELATIONSHIP</b>
Policy Number:	<b>BMR – 1.1</b>
Policy Review:	<b>NOV 2010; DEC 2011; SEPT 2013; APRIL 2017</b>

Only officially passed motions of the board are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director’s opinion, a material amount of staff time or funds or is disruptive.

Policy Title:	<b>ACCOUNTABILITY OF THE Executive Director</b>
Policy Type:	<b>BOARD – MANAGEMENT RELATIONSHIP</b>
Policy Number:	<b>BMR – 1.2</b>
Policy Review:	<b>SEPT 2009; SEPT 2010; FEB 2012; APRIL 2016; MARCH 2019</b>

The Executive Director is the board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board stated Strategic Outcomes and avoidance of board proscribed means will be viewed as successful Executive Director performance.

Policy Title:	<b>DELEGATION TO THE Executive Director</b>
Policy Type:	<b>BOARD – MANAGEMENT RELATIONSHIP</b>
Policy Number:	<b>BMR – 1.3</b>
Policy Review:	<b>FEB 2009; NOV; MARCH 2012; SEPT 2016; April 2019</b>

The board will instruct the Executive Director through written policies which prescribe the organizational Strategic Outcomes to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the Executive Director to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Strategic Outcomes policies.
2. The board will develop policies which limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Executive Director uses *any reasonable interpretation* of the board's Strategic Outcomes and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the board.
4. The board may change its Strategic Outcomes and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

Policy Title:	<b>MONITORING Executive Director PERFORMANCE</b>
Policy Type:	<b>BOARD – MANAGEMENT RELATIONSHIP</b>
Policy Number:	<b>BMR – 1.4</b>
Policy Review:	<b>OCT 2008; FEB 2010; SEPT 2011; MARCH 2015; SEPT 2015; April 2019</b>

Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organizational accomplishment of board policies on Strategic Outcomes and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data which do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be *any reasonable Executive Director interpretation* of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favored by board members or by the board as a whole.
4. All policies which instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as suggested below:

Monitoring Schedule:

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>
<i>EL 1-Global Executive Constraint</i>	<i>Internal</i>	<i>February</i>
<i>EL1.1-Treatment of Consumers</i>	<i>Internal</i>	<i>February</i>
<i>EL1.2-Treatment of Staff</i>	<i>Internal</i>	<i>March</i>
<i>EL1.3-Financial Planning/Budgeting</i>	<i>Internal</i>	<i>Sept</i>
<i>EL1.4-Financial Condition &amp; Activities</i>	<i>Internal</i>	<i>Quarterly</i>
<i>EL1.5-Emergency Executive Director Succession</i>	<i>Internal</i>	<i>March</i>
<i>EL1.6-Asset Protection</i>	<i>Internal</i>	<i>November</i>
<i>EL1.7-Compensation &amp; Benefits</i>	<i>Internal</i>	<i>March</i>
<i>EL1.8-Communication &amp; Support</i>	<i>Direct Inspection/Internal</i>	<i>March</i>
<i>EL1.9 Grants &amp; Contracts</i>	<i>Internal</i>	<i>October</i>
<i>Strategic Outcomes</i>	<i>Internal</i>	<i>September</i>

Policy Type	<b>EXECUTIVE DIRECTOR PERFORMANCE EVALUATION &amp; COMPENSATION</b>
Policy Type:	<b>BOARD – MANAGEMENT RELATIONSHIP</b>
Policy Number:	<b>BMR – 1.5</b>
Policy Review:	<b>OCT 2008; OCT 2010; OCT 2012; APRIL 2016; APRIL 2018</b>

The Board, in the format described below, will conduct a formal evaluation of the Executive Director, based solely on the achievement of Board’s Strategic Outcomes policies and non-violation of its Executive Limitations policies over the course of the past year.

Accordingly:

1. The Board will present the formal evaluation to the Executive Director annually at the September Board meeting.
  - a) An informal midyear performance review will take place approximately 6 months following the annual review process. This process will be used as an opportunity for the Board and the Executive Director to share information and to ensure support and feedback is provided accordingly and in a timely manner with respect to ongoing monitoring reports and their interpretation.
  
2. The board’s formal process will consist of:
  - a) an in-camera discussion in which the board reviews the compilation of the monitoring reports the Executive Director has provided throughout the year, and
  - b) a follow-up discussion with the Executive Director in which the board seeks any further clarification and understanding of the monitoring reports, for these are the only criteria against which Executive Director performance can be assessed.
  
3. The ‘presentation’ of the evaluation will be in the form of a letter from the board that:
  - a) indicates its receipt of the monitoring reports and comments on the timeliness of them,
  - b) indicates its level of satisfaction/any issues with the accomplishment of or rate of progress the Executive Director has made towards organizational STRATEGIC OUTCOMES, and
  - c) indicates its level of satisfaction/any issues related to the Executive Director’s compliance with EXECUTIVE LIMITATIONS policies.
  
4. The board will access, at least bi-annually, a salary survey to ensure the Executive Director’s salary range is ‘market-based’.
  - a) The board will determine a compensation package and pay philosophy for the Executive Director position no lower than ‘market’ value.
  - b) The compensation package will include at least ‘market’ based salary, vacation, benefits and other relevant perks and incentives.
  
5. As part of the formal evaluation, the board will indicate the amount and nature of the

compensation adjustment awarded to the Executive Director.

- a) This amount would be comprised annually of a merit adjustment, cost of living adjustment, a 'market' adjustment and other considerations such as vacation and/or expense allowance

**MANITOBA CUSTOMER CONTACT ASSOCIATION**

**Board of Directors**

**EXECUTIVE LIMITATIONS Policies**

Policy Title:	<b>GLOBAL EXECUTIVE CONSTRAINT</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1</b>
Policy Review:	<b>FEB 2009; FEB 2011; NOV 2011; FEB 2013; SEPT 2016: NOV 2017: SEPT 2018</b>

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

Policy Title:	<b>TREATMENT OF CLIENTS*</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.1</b>
Policy Review:	<b>FEB 2009; FEB 2011; OCT 2013; APRIL 2016; NOV 2017; SEPT 2018</b>

With respect to interactions with interested parties or those applying to be interested parties, the Executive Director shall not cause or allow conditions, procedures, or decisions that are insufficient, unsafe, unnecessarily intrusive or reflect poorly on MCCA.

The Executive Director will not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited.
3. Fail to operate facilities with appropriate accessibility and privacy.
4. Neglect to explore, create and grow opportunities for healthy client relationships.
5. Provide services without appropriate consideration of client differences: cultural, geographic, language and other differences.
6. Fail to establish with interested parties a clear understanding of what may be expected and what may not be expected from the service offered.
7. Fail to inform interested parties of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

\*MEMBERS, STAKEHOLDERS, FUNDING BODIES AND SUPPLIERS



Policy Title:	<b>TREATMENT OF STAFF</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.2</b>
Policy Review Date:	<b>MARCH 2013; MARCH 2015; NOV 2016: NOV 2017: SEPT 2018</b>

With respect to the treatment of staff, the Executive Director may not cause or allow conditions which are unsafe, unfair, undignified, unhealthy, disorganized, disrespectful or unclear.

The Executive Director will not:

1. Operate without written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, (c) ensure a transparent, formal hiring process (d) ensure annual performance reviews and development opportunities and (e) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for non-disruptive expression of dissent.
3. \*Allow an unhealthy work environment or one that neglects to provide the supports required to maximize staff wellness and productivity.
4. Prevent staff from grieving to the board when (A) internal grievance procedures have been exhausted and (B) the staff person alleges that board policy has been violated to his or her detriment.
5. Fail to acquaint staff with the Executive Director's interpretation of their protections under this policy.
6. Allow staff to be unprepared to deal with emergency situations.

Policy Title:	<b>FINANCIAL PLANNING &amp; BUDGETING</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.3</b>
Policy Review:	<b>FEBRUARY 2010, OCTOBER 2012, SEPTEMBER 2014, SEPTEMBER 2015, NOV 2016, FEBRUARY 2018, NOVEMBER 2018</b>

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board's Strategic Outcomes priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The Executive Director will not plan in a manner or allow budgeting that:

1. Risks the organization incurring those situations or conditions described as unacceptable in the board's policy on Financial Condition and Activities.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning and budgeting assumptions.
3. Provides less for board prerogatives during the year than is set forth in the Investment in Governance policy.
4. Endangers the fiscal soundness of future years or ignores the building of organizational capacity sufficient to achieve the Strategic Outcomes in future years.

Policy Title:	<b>FINANCIAL CONDITION AND ACTIVITIES</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.4</b>
Policy Review:	<b>SEP 2009, SEP 2011, OCT 2012, OCT 2013, SEPT 2015, FEB 2017, FEB 2018, NOV 2018</b>

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Strategic Outcomes policies.

The Executive Director will not:

1. Operate without written financial policies and procedures which (a) assure honesty and integrity in all practices, (b) protect against wrongful conditions such as fraud, theft and preferential treatment for personal reasons, (c) provide appropriate segregation of duties and (d) foster a healthy, cost effective culture of financial management.
2. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
3. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
4. Use any long-term reserves.
5. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discreet fund balances by certain, otherwise unencumbered revenues within 60 days.
6. Fail to settle payroll and debts in a timely manner. (a) Debts payable with Provincial funds will adhere to 2 signatories per cheque according to guidelines. (b) Debts to the Executive Director will not fail to have appropriate supporting documentation and require at least one Board authorized signature on the accompanying cheque. (c) Other debts payable will not fail to have appropriate supporting documentation and 1 authorized signatory on the accompanying cheque.
7. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
8. Make a single purchase or commitment of greater than \$10,000, other than where the transaction is in the normal course of organization operations or in contractual funding agreements. Splitting orders to avoid this limit is not acceptable.
9. Acquire, encumber or dispose of land or buildings.
10. Fail to aggressively pursue receivables after a reasonable grace period.
11. Fail to ensure quarterly financial statements are accurate, current and available for inspection.

12. Allow use of any organization credit card unless (a) the card is not used for personal purposes, (b) the credit limit on the card does not exceed \$10,000 and (c) the balance owing on the credit card is paid in full monthly.
13. Fail to ensure that Executive Director personal business expenses such as travel, meals and professional development, are supported with the appropriate documentation.

Policy Title:	<b>EMERGENCY Executive Director/ED SUCCESSION</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.5</b>
Policy Review:	<b>SEP 2009, OCT 2012, NOV 2015, APRIL 2017; FEB 2018, MARCH 2019</b>

In order to protect the board from sudden loss of Executive Director services, the Executive Director will have no fewer than one other staff member sufficiently familiar with board and Executive Director issues and processes to enable that individual to take over with reasonable proficiency as an interim successor. Furthermore, the Executive Director will keep the Board informed of who the primary contact is in the absence of the Executive Director.

Policy Title:	<b>ASSET PROTECTION &amp; RISK MANAGEMENT</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.6</b>
Policy Review:	<b>MARCH 2011, NOV 2013, NOV 2015, APRIL 2017, FEB 2018, MARCH 2019</b>

The Executive Director will not cause nor allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The Executive Director will not:

1. Fail to insure adequately against theft and casualty losses and against liability losses to board members, staff and the organization itself.
2. Allow unauthorized personnel access to material amounts of funds.
3. Subject facility and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board or staff to claims of liability.
5. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; b) of over \$500 without having obtained comparative prices and quality; (c) of over \$3000 without a stringent method of assuring the balance of long term quality and cost. Orders shall not be split to avoid these criteria.
6. Fail to protect intellectual property, information and files from loss or significant damage.
7. Receive, process or disburse funds under controls which are insufficient to meet the board-appointed auditor's standards.
8. Compromise the independence of the board's audit or other external monitoring or advice. Engaging bodies already chosen by the board as consultants or advisors is unacceptable.
9. Remedy internal control deficiencies noted by the board appointed auditor in its Report to Management.
10. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non interest-bearing accounts except where necessary to facilitate ease in operational transactions.
11. Endanger nor fail to enhance the organization's visibility, public image or credibility, and its ability to accomplish Strategic Outcomes.
12. Change the organization's name or substantially alter its identity in the community.
13. Create or purchase any subsidiary corporation.

Policy Title:	<b>COMPENSATION AND BENEFITS</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.7</b>
Policy Review:	<b>SEPTEMBER 2006, OCTOBER 2008, SEPTEMBER 2010; FEBRUARY 2014; FEBRUARY 2016; MARCH 2018; MARCH 2019</b>

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or to public image.

The Executive Director will not:

1. Change the Executive Director's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
  - A. Incur unfunded liabilities.
  - B. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
  - C. Allow any employee to lose benefits already accrued from any foregoing plan.
  - D. Treat the Executive Director differently from other full time employees.

Policy Title:	<b>COMMUNICATION AND SUPPORT TO THE BOARD</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.8</b>
Policy Review:	<b>FEBRUARY 2012; SEPTEMBER 2014; APRIL 2016; MARCH 2018; MARCH 2019</b>

The Executive Director shall not permit the board to be uninformed or unsupported in its work.

The Executive Director will not:

1. Neglect to submit monitoring data required by the board in Board-Management Relationship policy 'Monitoring Executive Director Performance' in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored, and including Executive Director interpretations consistent with Board-Management Relationship policy 'Delegation to the Executive Director', as well as relevant data.
2. Allow the board to be unaware of any actual or anticipated noncompliance with any Strategic Outcomes or Executive Limitations policy, regardless of the board's monitoring schedule.
3. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
4. Let the board be unaware of any incidental information it requires including areas of progress and concern, changes to membership fees, anticipated media coverage, threatened or pending lawsuits and material internal or external changes.
5. Allow the board to be unaware that, in the Executive Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Relationship, particularly in the case of board behavior which is detrimental to the work relationship between the board and the Executive Director.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. Allow the board to be without a workable mechanism for official board, officer or committee communications.
8. Deal with the board in a way that favors or privileges certain board members over others except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board or (c) providing the board complimentary passes to MCCA events for disbursement among various Board Members.
9. Fail to submit to the board a required approvals-agenda containing items delegated to the Executive Director yet required by law, regulation or contract to be board-approved, along with the applicable monitoring assurance (such as government contracts).



Policy Title:	<b>OUTCOMES FOCUS OF GRANTS OR CONTRACTS</b>
Policy Type:	<b>EXECUTIVE LIMITATIONS</b>
Policy Number:	<b>EL-1.9</b>
Policy Review:	<b>OCTOBER 2014, SEPTEMBER 2016; APRIL 2018; APRIL 2019</b>

The Executive Director will not enter into any grant or contract arrangements that fail to emphasize the production of STRATEGIC OUTCOMES and the avoidance of unacceptable means.

## **MANITOBA CUSTOMER CONTACT ASSOCIATION**

**Board of Directors**

### **STRATEGIC OUTCOMES Policies**

Policy Title:	<b>GLOBAL OUTCOME</b>
Policy Type:	<b>STRATEGIC OUTCOMES</b>
Policy Number:	<b>SO -1</b>
Policy Review:	<b>OCT 2009; FEB 2010; SEP 2011; FEB 2012; SEP 2015; OCT 2018</b>

**WORKING FOR A STRONGER AND MORE SUCCESSFUL CUSTOMER CONTACT SERVICE INDUSTRY.**

Policy Title:	<b>LEVEL 2 OUTCOMES</b>
Policy Type:	<b>STRATEGIC OUTCOMES</b>
Policy Number:	<b>SO-2</b>
Policy Review:	<b>OCT 2009; FEB 2010; SEP 2011; FEB 2012; OCT 2018</b>

This STRATEGIC OUTCOME is interpreted to include but is not limited to these 2<sup>nd</sup> level (and subsequent levels of) OUTCOMES. The following 2<sup>nd</sup> level OUTCOMES are in order of priority.

1. An increasing number of members are engaged, recognized and enriched by the partnership with MCCA and each other.
2. An Industry that is thriving through professional development capacity building strategies.
3. Establish and maintain strategic partnerships with sector partners and other like-minded groups.

## GLOSSARY

### **STRATEGIC OUTCOMES POLICIES**

The category of Board policy statements that describe the reason for the organization's existence, that is: what benefits the organization should produce, who should receive the benefits, and how much they are worth (what good, for which people, at what relative worth or priority). Strategic Outcomes/ Strategic Outcomes are developed based on the Board's knowledge of and interaction with the owners – those to whom the Board is morally accountable

### **GOVERNANCE PROCESS POLICIES**

The category of Board policy statements that describe the manner in which the Board itself operates and behaves.

### **BOARD – MANAGEMENT RELATIONSHIP POLICIES**

The category of Board policy statements that describes the manner in which power is delegated and its proper use monitored or evaluated; the Executive Director's role, authority, and accountability

#### ***Direct Board Inspection***

The monitoring or performance evaluation process by which the Board or a group or an individual authorized by the Board examines the evidence and makes a determination as to whether or not the Executive Director interpretation of Board policy is reasonable, and whether the evidence demonstrates compliance with the Executive Director interpretation of the policy.

### **EXECUTIVE LIMITATIONS POLICIES**

The category of Board policy statements that define the boundaries of prudence and ethics within which the Board allows the Executive Director to make further decisions about operational means, or how things are done such as programs and services. These policies should not be used to prescribe methods the Board would choose if it were management's consultant.

#### ***External Monitoring Report***

This is a type of monitoring process the Board may use to assess the Executive Director performance. It is a written report done by an outside, neutral party who has examined the data or evidence and makes a determination as to whether the Executive Director interpretation of Board policy is reasonable and whether the evidence demonstrates compliance with Executive Director interpretation of the policy.

#### ***Governance***

"The process by which a small group of persons, acting as a group on behalf of an organization's owners, cause that organization to achieve what it should and avoid what is unacceptable." (Carver)

#### ***Internal Monitoring Report***

This is a type of monitoring process the Board may use to assess the Executive Director performance. It is a written report provided to the Board by the Executive Director which includes a reasonable interpretation of Board policy (indicators of organizational success), the rationale for choosing it/ them and evidence of compliance.

#### ***Means***

Means are all issues that are not Strategic Outcomes (a.k.a. Strategic Outcomes). Methods, conduct, or ways in which things are done. Means decisions include activities, programs, products, services and so on. The methods or ways in which the Strategic Outcomes are achieved are management means. The methods by which the Board does its own work are governance means.

**Monitoring**

Monitoring is the method used to assess performance. It is usually a systematic assessment of evidence to determine whether the Executive Director has complied with a reasonable interpretation of Board Strategic Outcomes and Executive Limitations policies, or whether the Board has complied with its own rules as set out in Governance Process and Board Management Relationship policies. Monitoring may be done by internal report, external report, or direct inspection, but only against criteria set out in Board policy.

**Owners**

This is not the legal ownership, but rather the group to whom the Board is morally accountable. On the owners' behalf the Board determines what human needs are to be met by the organization, who the beneficiaries should be, and how much the results are worth. In an equity corporation, the owners are the shareholders.

**Ownership Linkage**

This refers to intentional and constructive dialogue and deliberation between owners and Board members around the organization's Strategic Outcomes policies.

**Reasonable Interpretation**

The concept that once the Board has written a given policy, the person or group to whom it is delegated has the right to make any reasonable interpretation of the policy words. For Strategic Outcomes (Strategic Outcomes) and Executive Limitations policies, this is normally the Executive Director. For Governance Process and Board-Management Relationship policies, it is the Board Chair. The person so empowered must be able to demonstrate that the interpretation is a reasonable one by providing rationale to the Board.

**Stakeholders**

Stakeholders include any group or person that has some interest or stake in the organization. Stakeholders normally include staff, clients, vendors, funders, neighbours, perhaps government, and other agencies that may be influenced by the organization, and the owners. While the Board may take the perspectives of all of these groups into account when developing policy, its primary accountability is to the owners.