



Hamilton Community Legal Clinic
Clinique juridique communautaire de Hamilton

BOARD OF DIRECTORS POLICY MANUAL

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PREFACE

The Board of Directors (herein referred to as “the Board”) of Hamilton Community Legal Clinic/Clinique juridique communautaire de Hamilton (herein to be noted as “The Clinic”) has approved the Policies and Procedures contained in this manual. The Policies and Procedures outline the Board’s stewardship and governance responsibilities. The Board of Directors Policy Manual will be reviewed regularly.

PRECEDENCE OF BY-LAWS

Where there is conflict between the By-laws and this Manual the Board of Directors shall be governed by the By-laws.

SECTION 1 - FRAMEWORK POLICIES

1-S1: The Clinic's Vision, Mission, and Core Values

The Clinic's Mission or purpose, defined and approved by the Board, is formally and specifically stated here. All of the Clinic's activities will be consistent with this stated Mission.

Vision Statement

The Hamilton Community Legal Clinic/Clinique juridique communautaire de Hamilton will be recognized and valued as an important provider of poverty law services and advocate for social change.

Mission Statement

The Hamilton Community Legal Clinic/Clinique juridique communautaire de Hamilton is a community based not for profit bilingual (English/French) Agency whose diverse team of caring professionals and Volunteers provides legal services to low income individuals and communities to promote access to justice and to improve quality of life.

We do this through:

- Summary advice and referral
- Representation
- Community Development
- Law Reform

Core Values

We are committed to the empowerment of Individuals and the Communities within Hamilton by upholding the following values as we engage in our mission.

Trust, Respect and Integrity

- We are reliable, and accountable for our actions.
- Our services are delivered in a professional and ethical manner.
- We are committed to delivering equitable and consistent service.
- Honesty, openness and transparency are the hallmarks of the way we conduct ourselves.
- We are committed to effective governance.

Equity, Diversity and Inclusion

- We provide accessible, equitable and inclusive services.
- We demonstrate empathy in our interactions with others.
- We are a bilingual organization.

Members, Volunteers and Community

- The valuable work of volunteers and contributions of our Membership enable us to provide quality services.
- We collaborate with Organizations and Agencies to engage in Community partnerships to enhance Client service and promote access to justice.
- We are a visible presence in Hamilton as we provide access to justice.

Leadership, Excellence and Innovation

- We strive for excellence and provide quality services.
- We foster leadership at all levels.
- We are committed to the efficient, effective, and responsible use of funding.
- We focus on sustainable services.
- We work on maintaining and enhancing our relationship with our funder.
- We support proactive professional development for all Employees.
- We pursue innovation in our services by responding to the changing needs of Hamilton's diverse Community.

ANTI-OPPRESSION STATEMENT

Hamilton Community Legal Clinic/Clinique juridique communautaire de Hamilton (the Clinic) recognizes that individual and systemic barriers based on such identities as, but not limited to, race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, religion/spirituality, sex, sexual orientation, gender, gender identity, gender expression, age, record of offences, record of pardoned criminal offences, record of provincial offences, marital status, family status or disability, have historically marginalized and oppressed many people. We are a leader in the provision of equitable and inclusive services that recognize the dignity, independence, and worth of all people while encouraging equality of opportunities and full participation in society. In support of our Mission, Vision and Values, we remain dedicated to defending, advancing and promoting full social justice and equality rights as well as anti-oppression for all.

2-S1: Decision Making

The Board desires to seek decisions by consensus building wherever possible. A majority of votes shall decide decisions pertaining to business arising at any meeting of the Board.

3-S1: Authority & Accountability

The Board, as a whole, is responsible to the Membership and to the Funder and Donors who contribute to the operation of the Clinic.

- The Board is also accountable for exercising good stewardship over the Clinic on behalf of the trust placed in it by the General Public, Clients, Employees, Volunteers and other Stakeholders.
- Individual Board Members are elected and/or appointed, under the authority of the By-Laws, and are responsible to the Members of the Clinic whom elected or appointed them. However, they have no authority to act or give direction individually other than in such manner as is approved in these Policies or by resolution of the Board.
- The Board may delegate authority to an individual Director, Officer, Committee Member or Employee. However, the Board retains ultimate responsibility and accountability.
- The Board will account to the Clinic's Members, Funders and other key Stakeholders: through annual and periodic reports on the activities and finances of the Clinic; annual audited financial statements; providing access to minutes of Board meetings (except in-camera portions); receiving representations from and consulting with key Stakeholders; operating in an open and transparent manner.
- Systematic and rigorous monitoring of: Executive Director job performance, Board performance, and Policies will be conducted on a routine schedule using methods generally acceptable in good governance practices and agreed to by the Board or in these Policies.

4-S1: Strategic Planning

Strategic planning is pivotal to the work of the Board. It helps to ensure that Board decisions are guided and informed by both short and long range assessments of the environment within which the Clinic operates. Further, it provides a direction for the Board, the Executive Director (herein to be noted as “ED”) and the Clinic which can be evaluated at certain points.

The Board will work at all times with a current strategic plan. Adequate time will be dedicated annually to either development of a new strategic plan or to review and update the existing plan.

SECTION 2 - GOVERNANCE PROCESS

1-S2: Governance Process

The Board has three primary responsibilities with respect to the governance process:

- Maintain links to the Stakeholders of the Clinic and Members of the Clinic and the Hamilton Community are the Stakeholders,
- Establish and enact Policies that set out acceptable standards for Board performance; review Board performance, at least annually, and
- Assume full governance responsibility by setting clear Board Policies and developing a consistent plan for how the Board will operate.

2-S2: Governance Style & Commitment

The Board endorses a governance approach based on the following statements:

The governance role of the Board is to ensure accountability of the Clinic Members and to the Hamilton Community by achieving appropriate results for relevant persons at an appropriate cost and avoiding unacceptable activities, conditions and decisions.

The Board shall govern with an emphasis on:

- Outward vision rather than an internal preoccupation,
- Strategic leadership rather than administrative detail,
- Collective rather than individual decisions,
- The future rather than the past or present, and
- Be proactive rather than reactive.

The Board shall:

- Cultivate a sense of group responsibility. The Board, not the Employees, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to Employees' initiatives. The Board will use the expertise of the Board Members to enhance the ability of the Board as a body to make decisions and set strategic directions, rather than be led by individual judgments.
- Direct, encourage and motivate the Clinic through the careful establishment of broad written Policies reflecting the Board's Values and for greater certainty, the Board's major focus will be on the strategic direction of the Clinic; it will not focus on operations.
- Enforce upon itself whatever scrutiny is needed to govern with excellence. Scrutiny will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new Members in the Board's governance process and regular Board discussion of process improvement. The Board will not allow any Officer, Individual or Committee of the Board to hinder the Board from fulfilling its commitments.
- Formally evaluate its performance on an annual basis to ensure that it is meeting its responsibilities effectively. This evaluation may include individual reflections by each Director, as well as, a joint process where the Board takes a critical look at its processes and the outcome.

3-S2: Board of Directors' Responsibilities

The Board shall govern and oversee the management of the affairs of the Clinic in a proactive and responsible manner, including the following:

- Develop and review on a regular basis the mission, vision, value statements and strategic plan of the Clinic.
- Work collaboratively with Employees and the Community to fulfill the mission and vision of the Clinic.
- Work collaboratively with other Community Agencies and Institutions in meeting the Objects of the Clinic.
- Establish the selection process for the appointment of the ED, appoint the ED in accordance with the process established and ensure ongoing evaluation of the ED's performance.
- Delegate responsibility and authority to the ED for management and operation of the Clinic.
- Identify the principal risks of the Clinic's operations and solicit recommendations regarding the implementation of appropriate systems to manage these risks.
- Delegate required accountability to the Board, including financial oversight.
- Establish Policies and Procedures to provide the framework for management and operation of the Clinic.
- Review regularly the functioning of the Clinic in relation to the Objects of the Clinic, as stated in the Letters Patent of Incorporation and the By-Laws, demonstrates accountability to the Membership at the Annual General Meeting (herein referred to as "AGM") of the Clinic.

4-S2: Board Members' Competencies and Obligations

The Board requires the following **competencies** and **performance** from its Directors to:

- Be a Member in good standing; must be eighteen (18) years of age or older; must reside, work or volunteer within the City of Hamilton; and must support the Clinic's Objects,
- Commit to the principles and mandate of the Clinic as outlined in the Objects of Incorporation,
- Have demonstrated ability to assume a leadership role in the ongoing work of the Board,
- Have a general knowledge of the needs of the Members of the Hamilton Community served by the Clinic, and
- Commit to act in the best interests of all persons served by the Clinic.

A **Board Member** has an obligation to be an active participant and to:

- Be informed of the services provided by the Clinic and the Funding Agreements with funders,
- Attend Board meetings, as set out in the Board Member Attendance Policy 25-S2
- Prepare for in advance, participate in discussions and deliberations at Board meetings,
- Be a Member of at least one sub-Committee; prepare in advance, attend, participate in discussions and deliberations of chosen Committees,
- Be aware of and comply with the Board Conflict of Interest Policy,
- Act honestly with integrity, in good faith and in the best interests of the Clinic, and
- Exercise care, diligence and skill that a reasonably prudent person would exercise in comparable situations.

5-S2: The Executive Committee's Roles

The Chair of the Board shall:

- Chair all meetings of the Board or delegate to another Director in their absence.
- Develop meeting agendas in consultation with the ED.
- Sign all By-Laws, in conjunction with the Secretary or other Officer.
- Report to each AGM the management and operations of the Clinic, as well as, accomplishments during the year.
- Perform other such duties as may, from time to time, be determined by the Board.
- Be an *ex-officio* Member of all Board Committees to which they are not otherwise a member.
- Being an *ex-officio* Member includes the right to vote.
- Be a spokesperson on behalf of the Board or assign a designate to speak on behalf of the Board, as appropriately deemed.

The Vice-Chair of the Board shall:

- Assume the duties of the Chair during their absence.
- Perform other duties prescribed by the Board, from time to time, relating to the office.
- Due to unforeseen circumstances the Vice-Chair will step into the position of the Chair, until the next AGM, should the Chair not be able to complete their term.

The Treasurer of the Board shall:

- Monitor the financial activities of the Clinic.
- Oversee and ensure that complete and accurate records are kept, of all of the Clinic's financial matters, in accordance with generally accepted accounting principles.
- Act as a signing authority for the Clinic, as approved in the By-Law or by resolution of the Board.
- Ensure that the Board is provided with a monthly report, or as otherwise approved by the Board.
- Act as the Chair of the Finance and Audit Committee and meet as needed to ensure financial accountability.
- Recommend a competent auditor to be appointed annually.
- Collaborate with the auditor and ED in reviewing and presenting annual audited financial statements to the Board.

The Secretary of the Board shall:

- Ensure that all secretarial functions are performed for the Board and Executive Committee, and that records are kept of all proceedings and transactions.
- Ensure the keeping of the corporate seal and of all official books, papers, records, documents and correspondence of the Clinic.

- Oversee the keeping of records of meetings, Policies, By-Laws, Membership and any other records required by law.
- Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- Ensure that copies of minutes and agendas are circulated to Board Members prior to each meeting.
- Maintain, or ensure the maintenance of, the files and records of the corporation to be passed on to future Officers and ensure the security and confidentiality of all such files and records.

Election of Executive Committee:

At the first meeting of the Board, called to order at the end of the AGM, the Board will elect the Executive Committee which includes a Chair, Vice-Chair, Treasurer and Secretary.

The Process for recommendation and election of the Executive Committee is as follows:

The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board after the AGM elections of such Board of Directors. This meeting shall be held within thirty (30) days of the date of the AGM with the understanding that incumbents, being Members of the Board, shall continue in their positions until the next election is held by the Board.

6-S2: Code of Responsibility

The Clinic commits its Board Members to ethical conduct, in keeping with the Directors' Code of Responsibility in the Clinic By-Laws and the Oath of Office signed annually by each Member of the Board. Board Members are expected to act and be perceived to act with integrity on all issues under consideration. Board Members will collectively use their skills and experiences to represent the Broad interests of the Community and to ensure their fiscal and legal obligations are met.

The Board Members shall:

- Understand the mandate and the task that may be required of them;
- Be aware of the Clinic issues and keep up to date on community trends that may affect these issues;
- Be objective in thought process and action— Board Members shall come to Board meetings with a point of view, but shall be prepared to engage in an exchange of ideas and views and be able to change that point of view if the evidence suggests change is in order;
- Attend Board meetings and be prepared to listen, question and debate; Board Members shall ask questions and become informed of the interests of others and the Clinic;
- Communicate directly with the Chair and act immediately about any Board concerns;
- Act in good faith through all aspects of the governance process considering the best interests of the Clinic and the Clinic's Stakeholders;
- Commit to fully explore the Clinic's issues and search for solutions;
- Keep all Board discussions confidential; and
- Support the Board Chair's role to act as spokesperson for the Board.

7-S2: Conflict of Interest

If the Board Member's external affiliations, obligations or other formal associations influence or are perceived to unduly influence the Board Member's actions, then a conflict of interest should be declared. Identifying conflicts of this sort is often difficult except in extreme or obvious cases.

Nonetheless, Members of the Board must be vigilant regarding these circumstances in order to ensure impartiality, integrity and the perception of same.

Every declaration of a conflict of interest, potential conflict of interest or if another member perceives a Member has a conflict of interest as well as the general nature thereof shall be recorded in the minutes of the Board.

Definition

A conflict of interest is a perceived or real impediment to a Clinic Member's responsibility to support the Board's collective goals and interests, due to a Member's affiliations, obligations or other associations and relationships outside the Board. A conflict of interest exists when the Board Member participates in making a Board decision, when they know or should reasonably know that the decision may enhance the private interest of the Board Member or promote the private interest of another person or organization with a formal association to the Board Member.

Process for Declaring a Conflict

- For the purpose of this policy, "associates" includes: the parents, siblings, spouse or partner of the Board Member as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to the Board Member.
- Every Board Member who, either directly or through one of his or her associates, has or thinks they may potentially have a conflict of interest, with respect to a proposed or current contract, transaction or decision of the Board, shall disclose the nature and extent of the interest at a meeting of the Board.
- The declaration of interest shall be announced at the Board meeting during which the issue creating the conflict is first raised.
- If the Board Member (or their business associates) becomes interested in a contract, transaction or decision after the Board meeting during which it is first raised, the Board Member shall make a declaration at the next meeting following the Board Member's perception of a conflict.
- After making such a declaration, an interested Board Member shall not vote, participate in the discussion, or otherwise attempt to influence the voting on the decision, nor should the Member be counted in any required quorum with respect to this vote.
- If a Board Member believes that any other Board Member is in a conflict of interest position with respect to a vote on any decisions, the Board Member should have the concern recorded in the minutes.

NOTE: All Board Members have an individual responsibility to question any situation where conflict of interest may be an issue. This is not solely in the domain of the Chair.

- The following process shall be followed:
 - The Board will then vote on the decision and the vote of each Board Member will be recorded.
 - Thereafter, at the request of the Board Member who recorded the initial concern, the Board shall vote on whether the Board Member alleged to have an interest was in conflict.
 - The question of whether or not a Board Member has a conflict of interest shall be determined by a simple majority vote.
 - If the Board so finds, the vote of the person in a conflict of interest position will be voided.
- If a Board Member fails to make a declaration of their interest in a particular decision, this may be considered grounds for removal from the Board.

8-S2: Confidentiality

Oath of Office and Confidentiality

Directors shall treat the affairs of the Clinic with the same care and diligence with which they should treat their own affairs.

Respecting confidentiality is not only the cornerstone of trust and confidence, it is a legislated obligation. At all times, Board Members must respect the confidentiality of all Client names and/or circumstances that might identify Clients. Similarly, all matters that the Board dealt with during in-camera meetings and all matters related to personnel and/or collective bargaining must be held in strictest confidence. Matters specifically determined by Board motion to be matters of confidence are to be held in confidence. This means that Directors may not relate these matters to anyone, including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board.

To protect Client confidentiality, all Members of the Board are required to sign an Oath of Office and Confidentiality Agreement, a copy of which is found in Appendix 1 of this Board Governance Policy Book. Signing this agreement is a condition of participating in the governance and operation of the Clinic.

Confidentiality is treated with utmost seriousness by this Board. A breach of the Oath of Office may result in immediate removal following a motion of the Board to the Membership, in accordance with By-Law [Article 10.1] should the Director not resign voluntarily.

9-S2: Board Committee Principles

The Board has seven (7) Standing Board Committees: the Executive Committee, Governance Committee, Personnel Committee, French Language Services Committee, Board ARAO Committee, Fundraising and Engagement Committee, and Finance Committee. Any other Committees will be used only on an *ad hoc* basis.

Board Committees are to help the Board do its job, not to direct the Employees. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation.

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 ED.

Board Committees do not exercise authority over Employees. The ED is accountable to the Board as a whole not to an Individual Committee. If a Committee recommends executive action by the ED it must be approved by the Board.

This policy applies only to Committees, which are formed by Board action, whether or not the Committees include non-Board Members. It does not apply to Committees formed under the authority of the ED.

Committee Structure

A Committee is a Board Committee only if its existence and responsibilities are established by the Board, regardless of whether Board Members sit on the Committee. Unless otherwise stated, an *ad hoc* Committee ceases to exist as soon as its task is completed. Clinic Members, not on the Board, may be invited to sit on Committees to add Community input and help to represent the views of the Stakeholder

Committee Terms of Reference

Prior to forming a Committee, the Board should approve clear Terms of Reference. If it is a standing Committee, the Terms of Reference shall be reviewed annually by the Committee and any needed changes shall be recommended to the Board.

10-S2: Guideline and Template for Committee Terms of Reference

TERMS OF REFERENCE

COMMITTEE NAME

PURPOSE:	Result expected, tasks and activities to be carried out, recommendations the Board will expect.
ROLES AND RESPONSIBILITIES:	Outlines the duties to be performed by the Board Committee and its delegated responsibilities.
ACCOUNTABILITY AND REPORTING:	All Board Committees are accountable to the Board, and report to the Board. Although official minutes of meetings are preferred more informal notes are acceptable to be kept and filed with Board minutes.
TIMELINE:	Indicate whether it is a Standing Committee or <i>ad hoc</i> ; when it is to report to the Board and, if <i>ad hoc</i> , approximately when its work is to be completed and cease to exist.
COMPOSITION:	Committees shall elect their own Chairs in accordance with the Terms of Reference of each Committee. The Chair recruits the appropriate Membership based on the will of the Board. The Chair of the Board is an ex-officio Member of all Committees.
EMPLOYEES' ROLE:	The Board will clarify whether Employees are equal partners in the discussion and decisions of each Committee or are a resource/support to the volunteer Members of the Committee. The ED or designate shall be invited to attend committee meetings.
MEETINGS:	Outline the expectations of number of meetings for each Committee.

11-S2: E-mail Policy

Scope

This Policy covers appropriate use of any e-mail sent between members of the Board.

Definition

Electronic mail (e-mail) is a software tool that provides users with the capability to transmit or receive messages and/or attachments from one computer to another. E-mail is an effective tool that is a standard option in facilitating business communications. E-mail messages may constitute important records of actions taken or decisions made.

The Board acknowledges and respects the fact that not all Directors may use e-mail as a means of communication and shall ensure that such Directors are kept up to date in a manner acceptable to them.

Privacy

In general, e-mail shall not be considered as a means of a 'private communication.' In the normal operation of business, e-mail messages are viewed by the sender and receiver only; there is however, no guarantee of privacy. E-mail messages can be forwarded to a person the original message was not intended for, or stored and viewed by another user of the computer.

Policy Statement

The Clinic is committed to working through governance and service mandate issues ***at the table***. The importance of individual ideas and perspectives through discussion, questioning and debate may be limited through e-mail. Such discussion sets the overall direction and values for the Clinic. Email will be used for decision making in exceptional circumstances.

Confidential information (including all references to personnel, human relations, finances, service issues and governance issues) may be sent via e-mail. Sensitive material transferred over e-mail may be at risk of detection by a third party. Board members must exercise caution and care when transferring such material in any form.

Alternate forms of communication may be used and appropriate protocols may be established to protect the ***privacy*** and sensitive nature of such information. The same principles of prudence required by Board members and employees with regard to the use of e-mail shall apply when faxing information.

If all Directors present consent, a meeting may be held via e-mail at the discretion of the Chair.

12-S2: Meetings and Minutes

Meetings

A quorum at regular meetings is defined by a majority of Directors of the Board which is 50% majority of the Board Membership plus one. Employees, Clinic Members or the General Public may attend regular Board meetings with advance notice to the Board. People attending Board meetings who are not Board Members shall have observer status only. *In-camera* meetings are open only to Board Members, unless, under special circumstances, there is the need for the ED or other staff to be included.

Minutes

- Minutes are kept as a record of Board decisions,
- Minutes will be viewed by the Board for amendments and acceptance; amendments will be reflected in the next set of minutes,
- A master Minute Book will be kept at the head office of the Clinic as a permanent record of all Board meetings, and
- *In-camera* minutes are confidential, recorded for the exclusive use of Board of Directors, and are kept in a secure locked place separate from the official Minute Book.

Committee Minutes and Notes

All Committee minutes and notes are recorded at each meeting and copies are kept at the head office of the Clinic. Chairs of committees shall ensure that someone volunteers to take those notes/minutes and provide them to the Committee Chair for review and distribution.

13-S2: Communication & Media

The Chair, or their delegate, speaks on behalf of the Board of Directors to the media pertaining to issues of a governance or systemic advocacy nature.

The ED, or their delegate, speaks on behalf of the Clinic to the media pertaining to issues of an operational nature.

14-S2: Annual General Meeting

The Annual General Meeting (AGM) of the Clinic will be held once a year on a date to be determined by the Board. A quorum for the AGM shall be the Members present.

Objectives

- Help Stakeholders understand the Clinic's role in the Community, specifically summary advice and referral, representation, public legal education, community development and law reform,
- Communicate the benefits of the Clinic,
- Help internal and external audiences understand the need for the Clinic,
- Have information available to provide to the public about Membership opportunities in the Clinic,
- Report on the activities of the Clinic in the previous year,
- Present the financial statements and Auditors report,
- Select the Auditor for the following year, and
- Elect new Directors to the Board.

15-S2: Board Member Composition and Requirements

To ensure that the Clinic is administered by a committed, skilled and representative Board of Directors, the following recruitment, retention and succession planning process for the Board shall be followed.

Board Composition:

The Board of Directors consists of 12 Members, whom are elected at the AGM for a 3 year term renewable to a maximum of 9 years.

It is critical that Board Members possess a range of “Competencies” and perspectives, as well as, be reflective of the diverse community served by the Clinic including former Clients, as set out in the “Competencies” for Potential Members of the Clinic’s Board of Directors. It has also been found preferable that:

- One Member has legal training, one Member has a financial background, one Member has been a Client of the Clinic
- and it is required that two (2) Members be bilingual (English/French),
- Members have knowledge of the Hamilton Community which was acquired through community service either as Employees or Volunteers, and
- The Board is representative of Hamilton Community demographics, including but not limited to: geographic location; age; gender identity; sexual orientation; racial, ethnic and cultural background; former Clients; people who have a range of disabilities; and Communities with particular interest in poverty law and issues dealt with by the Clinic.

16-S2: Board Members' Competencies

Board Members Competencies

A Board Member is a person with a trust, a duty to preserve and ensure the proper management of the Clinic and to act in the best interest of its Stakeholders. A Director must work for the betterment of the Clinic and its service to the Community. Therefore, a Director on the Clinic's Board must understand their duties, roles and obligations and bring with them the commitment required to carry them out.

Competencies considered when selecting a Clinic Board Member

- Interest in the Clinic, the Community and the Clinic's relationship to the Community,
- Readiness to devote time and effort to carrying out the duties of a Director of the Board,
- An understanding of, or a willingness to learn how to govern well,
- An open mind, intellectual curiosity, respect for the opinion of others,
- A commitment to the Clinic operating in a fiscally responsible manner,
- The ability to review financial documentation and comment on appropriateness of expenditure in line with strategic and operational plans,
- The ability to review fundraising documentation and reports, and guide future fundraising plans,
- The ability to plan strategically and plan collectively,
- Exposure to workplace/human resource issues, and preferably some management experience,
- Personal and professional skills and experiences that will benefit the Clinic, and help meet its mission and achieve its vision,
- The ability to network with others; a sphere of influence which brings some benefits to the Clinic, and
- The ability to follow political trends and happenings, and reflect on these in the context of the work of the Clinic.
- Competencies/Knowledge/Representative of diverse communities – exhibited competencies of principles of equity, diversity and inclusion.
- Sensitive to the needs of people living in poverty.
- Positive values and beliefs about social issues, people living in poverty and issues of advocacy about these issues.
- Bilingual – English and French.
- Past clients.
- Committee involvement/leadership/committee building/team work/works well with others.
- Experience with another governance board and/or took governance training.

In any given year, there may be specific competencies that the Board requires to compliment the Board Members' current strengths. This may include consideration of:

- Understanding of the Clinic system and poverty law, particularly housing and/or social justice issues.
- Able to devote time to the work of the Clinic, including committee work and able to participate fully.
- Enthusiastic, encourages and inspires others in the group.

- Team player and respect for the value of working as a team.
- Understanding of healthy debate and differing.
- Interested in the best interests of the Clinic.
- Can set personal “agenda” aside.
- Strategic thinker, demonstrated decision making skills.
- Excellent verbal and written skills.
- Computer skills an asset.
- Able to work independently/manage multiple projects.
- Able to admit when wrong and take corrective steps.
- Pro-active: “decide what you should do and get on with it”.
- Strategic Planning.
- Community networking.
- Expertise in public relations.

17-S2: Board Member Recruitment, Selection and Interview Process

Recruitment for the Board of Directors

Recruitment is an ongoing duty of the Board. Members are encouraged to be on the lookout for potential Board candidates, keeping in mind our Board composition, competencies and demographic ideals. Many successful volunteers take on volunteer positions because they are approached by someone from an organization and asked to join.

Selection Process shall be carried out as follows:

- Clinic Employees shall keep a list of former Clients they feel are potential Members for the Board. Names shall be compiled through completion of file closure records.
- Four months prior to the AGM the Governance Committee shall:
 - Poll current Board Members to determine their interest in continuing as a Board Member and assess their interest in seeking a renewal of their term,
 - Assess Board Member satisfaction with current activity level and interests in further involvement, and
 - Develop and provide Board recruitment criteria to each Board Member and ask for names of potential Board candidates. This will identify future vacancies on the Board.
- When recruitment is needed the Governance Committee will advertise, through a variety of methods aimed at reaching a diverse cross section of the Clinic's catchment area, including but not limited to: Community Information Services fax/email service, local community newspapers ethnic media, public service announcements, groups contacted during outreach efforts, particularly multicultural organizations and the Volunteer Centre.
- The Governance Committee shall also notify Members of the Clinic, when the board is recruiting.
- An Interview Committee of the Governance Committee, consisting of at least two (2) Board Members and the ED, shall review applications, set up interviews for those persons being considered for Membership on the Board and ensure that successful applicants become Members of the Clinic for at least thirty (30) days before appointment.
- Nominees will be provided a Board application package which consists of a covering letter, a Board of Director Application and a Board Member Position Description. Nominees will be asked to read the package, complete the application, and return the application with a current résumé to the Interview Committee. At the interview stage, the Interview Committee will take the list of "Competencies" needed for a balanced Board into consideration during the decision making process.
- Once the Interview Committee has determined their selections, they will advise the Governance Committee of their choice(s) and rationale. The Governance Committee shall prepare a slate for the Board's approval, which shall be mailed to the Membership thirty (30) days in advance of the AGM.
- Additional nominations by Members from amongst the Membership may be submitted to the Board at least ten (10) days in advance of the AGM.

- A final slate shall identify nominees seeking election for their first three-year term, nominees seeking renewal of their term as a Board Member for another three-year term and Board Members completing the second or third year of their three-year term.

- This Slate of Board Members shall be recommended to the Membership at the AGM

18-S2: New Board Members' Retention Retention

Joining a new Board can be intimidating. There is a huge learning curve and, as with many organizations, it often seems they have their own language. To help new Members feel comfortable with this new role and feel better equipped to participate on the Board, a voluntary Board Mentor or Board Buddy shall be made available at or following the orientation. (Their roles will be explained later in this manual).

Retention Tips

- Make sure Board Members have the opportunity to get to know one another, know the management team, and know what is expected of them. This can be facilitated through opportunities for casual engagement when possible.
- Get Members involved quickly (signed up for a Committee), but don't overextend the Members.
- Provide targeted training & technical assistance regularly.
- Group training could be some sort of continuing education at each Board meeting (10-15 minutes), such as role playing, an expert/guest speaker, watching a video or webcast.
- Consider hiring an experienced Board Trainer or Facilitator to provide guidance to the entire Board on a regular basis (annually).
- Utilize Board Training opportunities that may be available.
- Involve as many Members as possible in special events; offer Volunteer opportunities.
- Incorporate term limits, so Members know when they will complete their service to the Clinic.
- Avoid micro-management.
- Experienced Board Trainers or Facilitators can help prepare the Board for possibly difficult transition periods or difficult issues that affect the entire Board.

19-S2: New Board Members' Orientation and Mentoring Process

Orientation of New Board Members

All new Board Members shall be oriented to the Clinic in a positive way with clear expectations to ensure that they have every tool they need to be successful and efficient in guiding the Clinic. The following tips will help prepare new Board Members for their duties as Directors, and to make their experiences on the Board rewarding.

An effective orientation will incorporate a face-to-face component as well as a notebook of important documents. This process shall be pre-planned and documented so everyone performing Board Member orientations covers the same material and all new Board Members shall have the same advantages.

The **face-to-face orientation** might include:

- How a Clinic Board operates and functions,
- History of the Clinic,
- Board responsibilities, including participation and attendance requirements,
- Organizational goals and update of current Strategic Plan,
- Site visit, including a meeting with the Executive Director and Board Chair,
- Time for a question-and-answer period, and
- Introduction to Board of Directors at their first Board meeting.

The **Board Member Orientation Notebook** shall include the following:

- Mission, Vision and Values statements,
- History/background,
- Program information (services, activities, etc.),
- By-Laws & Board of Governance Policy Book,
- Strategic plan,
- Employees & Board Member directory,
- Agendas & minutes (past 3-12 months),
- Budgets & financial reports, and
- List of current and planned Board Committees, with written descriptions and Terms of Reference.

Mentors or Board Buddies

A Mentor or Board Buddy shall be available to assist new Members by answering questions either via telephone, email or in person. It is suggested that the Mentor and new Member sit next to each other at the first few Board meetings, for further guidance, if needed. The usual length of mentorship is for one (1) year.

Experienced Board Members will be canvassed when new Members are joining the Board, to volunteer to act as a mentor. Mentors will be matched up in a manner that will complement the skills and background of the new Member. The mentorship is informal and shall evolve in accordance with the new Member's expressed needs. Should a mentorship arrangement be unsuccessful, another mentor may be offered. Mentoring has been found to be a positive learning experience for the Mentor and the new Board Members in most instances.

20-S2: Board Members' Succession Planning

Succession Planning

Succession planning can move a Board from a reactive position to a proactive mode where the Board looks not only at how it is operating today but gets ready for the future. Succession planning refers to the identification and development of potential successors for the Board as well as Executive positions on a Board. A key factor in succession planning is to create a match between the Clinic's future needs and the aspirations of individual Board Members which can often help Board Members articulate something they have not really considered.

A well-developed succession planning process increases the retention of superior Board Members because it recognizes that time, attention and skill development is being invested in every Board Member which can benefit them in other parts of their lives. When a board challenges and rewards its talented Members, Members are less likely to seek opportunities for Volunteer endeavors elsewhere.

Developing leadership talent is a long-term investment. A working succession system results in having more than one good person available for any key job. Real success requires choices between two or more qualified people. In order to have choices, a Board needs to identify who is ready now and what it will take to make others ready when you need them.

Succession planning can begin during recruitment, orientation and day to day Board meetings. Ensure that Members feel safe and honored for expressing their desire to take on additional experiences and responsibilities. At the same time, the Board needs to be realistic about who can actually take on some responsibilities. That is where honest checking in, monitoring attendance and whether one accomplishes what they offered to do. Real Board evaluation can be a helpful tool in succession planning.

Succession Planning can make the recruitment, selection and election of Executive Members a pleasure rather than an uneasy time, as it is with some Boards.

21-S2: Board Members' Mid-Term Vacancies Succession Planning Mid-Term Vacancies on the Board

When a vacancy occurs on the Board, the Governance Committee may recommend to the Board that a Director be appointed to fill the vacancy until the next AGM, when the Director so appointed shall stand for election. The person filling the vacancy shall be appointed to complete the term of the person they are replacing to ensure the rotation of Members is maintained. If a vacancy occurs, which causes the number of Directors to fall below ten (10), the Board must make every effort to fill the vacancy within sixty (60) days.

- If a candidate is deemed to be a good fit with the Board, they are informed that their name will be put forward, with others, to be considered as a Member of the Board. The candidate must be informed that putting their name forward does not guarantee Board Membership.
- Opportunities are also discussed for Membership on a Committee or other Volunteer roles in the Clinic.
- A recommendation is made to the Board by the Governance Committee regarding the nominees to the Board.
- The Board approved slate of candidates is brought to the Clinic Membership for election at the AGM.

Exit Interviews

It is extremely beneficial, in the long term to make exit interviews a natural part of Board participation. It gives the Chair and/or ED the opportunity to genuinely thank the Board Member for their contribution while eliciting honest feedback about how the Board is functioning. It is wise to approach exit interviews with a brief set of questions. For the growth and wellbeing of the Board it is important that this valuable input be shared with the Board in order to put it to good use.

HCLC/CJCH BOARD OF DIRECTORS

EXIT INTERVIEW

1. What attracted you to the Board?
2. When invited to join the Board, were you given sufficient information to help you make an informed decision about becoming a Board member?
3. How helpful was the orientation and Board manual?
4. Were the roles and responsibilities of the Board, Committees, ED & staff clearly defined?
5. Did you receive the Agenda, the past minutes and other materials you needed sufficiently in advance for Board and committee meetings?

6. Did you feel that your opinions and the opinion of others were valued?
7. What was your experience at Board and committee meetings?
8. Were your skills and knowledge used to the Board's advantage?
9. When disputes/conflicts arose, were addressed and appropriately managed and resolved?
10. How could the Board be improved?

Any other comments

CONFIRMATION OF CONFIDENTIALITY AGREEMENT

I commit to hold in confidence all information about board members, staff, volunteers, as well as the confidential business information of the HCLC, which came to my attention while carrying out my duties as a Board member.

I commit to continue to respect and maintain the confidentiality as outlined above after my volunteer term with the HCLC ends.

Exiting Board Member: _____

Position/s: _____

Dates of time on Board: _____

Interviewer: _____

Position: _____

Date: _____

22-S2: Board Member Seeking Employment with the Clinic

The Clinic appreciates the skills, experience, expertise and commitment of its Members of the Board of Directors. Nonetheless, the Board must not only act ethically, in accordance with its Conflict of Interest Policy, but must appear to act ethically.

From time to time, a Board Member may wish to pursue employment with the Clinic. As soon as the Board Member decides to pursue said employment, they must resign from the Board of Directors prior to applying for employment with the Clinic. An application for employment with the Clinic shall not be accepted by the Agency until the Board Member has resigned from the Board of Directors.

If the Board Member is not successful in their candidacy for employment, they shall be eligible to apply to the Board of Directors, through the Selection Process, following their resignation from the Board for the purpose of seeking employment with the Clinic or thereafter.

Applying to become a Member of the Board of Directors of the Clinic again does not mean the person will automatically return as a Board Member. The former Board Member shall undergo the same process as anyone seeking to become a Member of the Board of Directors. This applicant must undergo the Selection Process which includes: submitting an application; a review of their previous contribution while on the Board; a review of the skills and talents needed by the Board at that time of this new application; and, an interview should their skills and talents still be needed by the Board. Following the interview, should the Selection Committee feel this person will be an asset to the Board and will hold no hard feelings for not having been hired as an Employee; a recommendation will be made to the Board to accept this person as a Board Member.

Should the fact that this person was unsuccessful in their bid to become an Employee of the Clinic, result in any conflict if they rejoin the Board, the person may be removed from the Board immediately, at the will of the Chair.

23-S2: Former Employee Seeking to be Board Member

The Clinic appreciates the commitment and expertise of Employees. When an Employee departs from the Clinic, the Agency values and welcomes their continued contribution to the Mission and Values of the Clinic.

A former Employee Member of the Clinic may apply to become a Board Member of the Agency at least two (2) years following their cessation of employment with the Clinic.

Former Employee Members may apply to become a Member of the Board of Directors through the Selection Process which includes interviews and review of skills needed by the Board at the time of application. Applying to the Selection Process does not automatically mean that the former employee will become a Board Member.

Should one's former employment with the Clinic result in any conflict as a Member of the Board, the person may be removed from the Board immediately, by resolution of the Board.

24-S2: Corporate Responsibility

Board's Responsibility under the Corporations Act and the Legal Services Act

The Board represents the Members of the Clinic. The Board is the legally constituted authority directly responsible to the Funders and the Community for prudent oversight of the Clinic's operations.

The Board is responsible for the articulation and/or safeguarding of the organizational mission and defining the outputs and outcomes it seeks.

The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the ED to manage the Clinic's operations.

25-S2: Board of Directors Attendance

Board of Directors Attendance Policy

Article 10.3 (c) of the Clinic's By-Law Number 1 stipulates that "the office of a Director of the Clinic shall be vacated automatically... if the Director misses three consecutive Board meetings or more than half the regular Board meetings, unless otherwise determined by the Board".

Purpose of Attendance Policy

This policy is intended to support Board members to fully participate in and contribute to the work of the Board. It is recognized that the role of Board member can be very demanding; however, to ensure the Board's ability to establish quorum and fulfill its governance obligations, members must regularly attend and reliably take an active part in Board meetings. This policy is designed to proactively address members' potential attendance issues as they arise.

Attendance by Teleconference

It is preferable that Board members attend meetings in person because it is easier for the Chair to manage the meeting and for everyone to participate, meetings are more productive and it promotes Board cohesion. The Board recognizes however, that extenuating circumstances may prevent members from being physically present for a meeting. A member taking part in a meeting via teleconference is considered to be in full attendance, but the Board encourages in person attendance as the norm.

Definition of a Board Attendance Issue

This policy is triggered by any of the following:

- The member is absent for two consecutive meetings without notification;
- The member is absent for three consecutive meetings with notice; or
- The member is absent for four of the ten Board meetings in the year.

Response to a Board Attendance Issue

If an attendance issue is identified for a member, the Chair or their designate from the Executive will promptly contact the member to discuss the issue and to remind the member of article 10.3 of the By-Law. The issue will be discussed by the Executive Committee, including extenuating circumstances that could result in the Board making a decision not to enforce 10.3 (c) of the By-Law. The Executive Committee will make a recommendation to the Board at its next meeting. Ongoing concerns will be raised in a manner that supports the member in an attempt to resolve the attendance issue; if necessary, conditions will be mutually established for continued membership on the Board.

26-S2: Board Committee Membership Policy

1. Purpose

This policy is concerned with the recruitment of community members to standing, ad-hoc, and advisory committees of the Board.

Having community members on Board committees is an effective vehicle for public participation, public consultation, collecting input to staff and board members on Clinic policies and programs, and recruitment to the Board of Directors. The inclusion of community members on Board committees can play an important role in decision-making processes by providing a means for staff and the Board of Directors to receive views and advice from experts and people with lived experience on a variety of matters.

This policy outlines a fair and equitable process for selecting community members to Board committees in keeping with the Clinic's commitment to principles of anti-racism and anti-oppression (ARAO).

2. Scope

This policy does not apply to advisory committees convened or supported by staff (e.g. S'elever Ensemble/Together We Rise, YÉN:TENE, No Hate in the Hammer, etc.)

3. Eligibility

A community member wishing to join a Board committee must be a member of the Clinic. The Chair of the Board may waive this requirement for community members under the age of 18 who have expressed their support of the Clinic's objectives.

Employees of the Clinic are not eligible to sit on Board committees.

4. Conflict of Interest

The Committee Chair must provide sufficient training and support to allow each community member to understand their responsibility to recognize and report conflicts of interest. A resource is attached as an amendment to this policy that may be useful.

A community member who has a perceived or real conflict of interest must report the conflict to the Committee Chair.

If a member's company, employer, or immediate family member is hired by the Clinic, the member must disclose the employment situation immediately to the Executive Director. The Executive Director must advise the Chair of the Board when such a disclosure is made.

Following a disclosure, the Board will determine whether the community member may continue as a member, must temporarily remove themselves from the committee, or must resign from the committee.

5. Composition

The Chair of a Board committee must be a member of the Board of Directors.

Board committees must be staffed by the Executive Director or their designate. Staff members do not have voting privileges.

6. Recruitment

Recruitment shall take place on an as-needed basis as determined by the Board committee and in a manner consistent with the Clinic's ARAO policy.

The Board of Directors is responsible for the approval of community members to Board committees, as recommended by the Committee Chair.

7. Term of Office

The term of office is one year unless otherwise specified in a Terms of Reference for the committee.

The term of office is renewable, at the discretion of the Board of Directors upon the recommendation of the Committee.

The Committee Chair shall provide ongoing feedback to community members on each member's contribution to the work of the committee.

On the recommendation of the committee, the Board of Directors has discretion to remove a community member of the Board committee based on, but not limited to lack of attendance, lack of contribution, or conduct.

8. Review

This policy will be reviewed in one year and using the Clinic's developing ARAO framework. Thereafter the policy will be reviewed every three years or as needed.

27-S2: Board Members' Attendance at Conferences, Training, and Workshops Policy

Purpose

Attendance at conferences, training and workshops can:

- benefit the full Board through the extra skills and experience acquired;
- enhance individual Board member's personal knowledge base, leadership and growth; and
- carry the spirit, values and priorities of HCLC/CJCH when attending functions with other clinics, community groups, or agencies.

Costs

In recognition that all Board members shall have an equal opportunity to attend such functions as representatives of the organization, the Clinic shall cover registration fees, and expenses in accordance with the Travel Policy.

Comportment

Board members who represent the Clinic at functions outlined in this protocol shall do so in a manner that promotes the spirit and values of the Clinic and shall conduct themselves in a professional manner in accordance with their Oath of Office. Attendance at such functions is mainly for the benefit of the Clinic, therefore attendees are expected to ensure they are adequately prepared to engage in discussion or vote on matters according to the directions of the Board of Directors. Attendees shall also provide a report to the Board regarding the matters discussed and outcomes of the conference or the key learning of training or workshop content.

Benefit to the Board of Directors

The following steps are meant to ensure the full Board receives some benefit from such opportunities:

- Provide the Board with a rationale for attendance at such functions;
- Engage in some advance preparation, as appropriate;
- Make it clear whether you are speaking as an individual or stating the opinion of the Board when at a function;
- Act in the best interests of the Clinic at all times; and
- Report back to the Board.

The ACLCO AGM

As members of the ACLCO, the Board has a duty to attend ACLCO AGMs. The Board shall ensure that all Board members receive the AGM background material, are apprised of the issues to be addressed, review proposed by-law amendments, and consider any Board members who are standing for election to the Executive to ACLCO.

Attendance at ACLCO AGM

ACLCO invites 2 people to attend their ACLCO AGM. The Clinic has a practice of sending one Board member and one staff person.

Board members who attend the ACLCO AGM shall carry the views of the Board, where appropriate. Any member attending shall act, at all times during the ACLCO AGM, in the best interests of the Clinic. The Board member and a back-up Board member will be selected at a Board meeting. The registration fee, hotel costs, and travel shall be paid by the Clinic in accordance with the Travel Policy.

In accordance with this policy, a brief report shall be provided following the ACLCO AGM. The following template is provided to assist members' reporting to the Board.

28-S2: Board Members' Travel Policy

Purpose and Scope

The purpose of this policy is to ensure the fair treatment of Board members required to travel for the purpose of attending functions related to and for the enhancement of education as Board members or for the purpose of attending Board and committee meetings. The provisions contained in this policy provide for the reimbursement of reasonable travel and accommodation expenses necessarily incurred while traveling for Board business and to ensure Board members are not out of pocket.

Professional Development

1. Upon request, Board members who have volunteered to attend any functions related to and for the enhancement of education as Board Members shall have reasonable travel and accommodation expenses paid for by the Clinic consistent with the *Travel, Meal and Hospitality Expenses Directive*.
2. Any Board member who has agreed to attend such function shall confirm their attendance by no later than one week prior to the date of the function.
3. Any Board member who does not confirm their attendance and who does not in fact attend, shall be responsible for reimbursing the clinic for any expenses incurred on that Board member's behalf.
4. If any Board member is unable to attend the said function because of serious, unavoidable reasons, that member shall not be obligated to reimburse the Clinic for any expenses incurred, but not recovered.
5. Board members shall not be expected to put expenses for travel or accommodations on a personal credit card. Upon request of a Board Member, the clinic shall charge those expenses on its own credit card or otherwise advance funds to the Board member for the known charges.

Board and Committee Meetings

6. Upon request, Board members who have attended Board and committee meetings shall have travel expenses paid for by the Clinic consistent with the *Travel, Meal and Hospitality Expenses Directive*.

Accommodation

7. The Clinic shall accommodate the accessibility needs of Board members who have disabilities and upon request, Board Members who have attended Board and committee meetings shall have travel expenses paid for by the Clinic consistent with the *Travel, Meal and Hospitality Expenses Directive*.

29-S2: Progressive Discipline Policy for the Board of Directors

I. INTRODUCTION

In accordance with the spirit of our By-Laws, Policies, as well as the Oath of Office and Confidentiality Agreement, the Board of Directors of Hamilton Community Legal Clinic/Clinique Juridique Communautaire de Hamilton (the Board) has a responsibility to operate in the spirit of collegiality, honesty, integrity and respect for the decisions of the Board as well as individual Board Members and Staff. At all times the Board and each Member of the Board shall conduct board business and themselves in a manner that is in the best interests of the Clinic with personal interests subordinate to those of the Board as an entity.

Progressive discipline is a process for dealing with behaviour that is not in accordance with the roles and responsibilities of Board Members and is not in the best interests of the Clinic. Improvement of a Member's understanding of their roles and responsibilities and/or behavior resulting in a successful turnaround of the situation is the desired outcome of progressive discipline. However, should there not be improvement, the Board may recommend that the Member follow the resignation clause in the Oath of Office and Confidentiality Agreement or a recommendation to the membership for removal of the Director could be the outcome.

II. OBJECTIVES

This policy is intended to assist individual Board Members and the Board as a whole to operate with integrity, efficiency and effectiveness to facilitate the business of the Board, thereby enabling Staff to complete the tasks necessary to serve our clients in the best interests of the Clinic.

More specifically, the purpose of this progressive discipline policy is:

- To improve Board Member performance and behavior by
 - Communicating concerns to a specific Member
 - Warnings, verbal and written
 - Better communications between/amongst Board Members
 - One-on-one coaching
 - Mediation
 - Training
 - Censuring
 - No improvement, therefore recommend the Member follow the resignation clause of the Oath of Office and Confidentiality Agreement or a recommendation to the membership to remove the Member
- To ensure an effective Board of Directors that supports the operation of the Clinic
- To ensure individual Board Members and the Board as a whole are acting in the best interests of the Clinic

III. APPLICATION OF POLICY

This policy applies to every current and future Board Member of Hamilton Community Legal Clinic/Clinique Juridique Communautaire de Hamilton.

IV. CONFIDENTIALITY

Except where a matter covered by this policy is taken to a meeting of the Clinic Membership, the Board shall do everything it can to protect the privacy of individual Board Members against whom actions outlined in the Procedures which form part of this Policy, are initiated.

V. TIMELINES

The steps outlined in this Policy shall be entered into as soon as a Board Member or the Chair notices such matters as a pattern of negligence or lack of preparedness for meetings, non-compliance with rules of confidentiality or ongoing disruptive behaviour. Corrective measures shall be taken in a timely manner because if such problems are not addressed as soon as they arise, they can adversely affect board functioning and Staff. The behavior may also escalate into something so serious that early corrective measures will not help the Board Member to improve their conduct resulting in a situation where there is no other alternative than the resignation clause in the Oath of Office and Confidentiality Agreement or a recommendation to the membership for removal of the Member.

VI. NO REPRISALS OR RETALIATIONS

This policy prohibits reprisals or retaliations against Board Members or Staff who are acting in good faith and in the best interests of the Clinic when they bring a Board Member's actions to the attention of the Chair or the Board; for making a motion, seconding a motion or speaking to a motion to censure; or to recommend that the Board use the resignation clause in the Oath of Office and Confidentiality Agreement or a recommendation to the membership for removal of a Board Member.

V. IMPLEMENTATION

This policy shall be implemented in accordance with the Procedures which form part of this policy.

SECTION 3 - BOARD/EXECUTIVE DIRECTOR LINKAGE

1-S3: Board and Executive Director Relationship

The Board views the ED as the link between the Board and the Employees. The ED is the Board's sole employee. The only specific duty of the ED is to be accountable to the Board for how well the Board's strategic plan and Policies are being carried out. This maintains accountability while allowing the ED latitude to act and to empower others to act.

The Board's sole official connection to the operating Clinic, its achievement, and conduct will be through the Executive Director (ED). Only decisions of the Board acting as a body are binding on the ED.

- Decisions or instructions of individual Board Members, Officers or Committees are not binding on the ED.
- In the case of Board Members or Committees requesting information or assistance without Board authorization, the ED can refuse such requests that require, in the ED's opinion, a material amount of Employees time or funds, or are disruptive.

The ED is the only link to operational achievement and conduct. All authority and accountability of Employees, as far as the Board is concerned, is considered the authority and accountability of the ED. The Board will not give instructions to staff who report directly or indirectly to the ED,

Monitoring of ED job performance will be solely guided by the job description and performance objectives determined through a performance review process with the Personnel Committee of the Board.

2-S3: Executive Director Roles and Duties

The ED shall communicate clearly and directly with the Board at all times and shall:

- Be responsible to the Board for the organization and management of the Clinic in accordance with Policies established by the Board and subject to direction of the Board,
- Ensure appropriate financial systems and controls are in place for the effective management of the Clinic and its resources,
- Ensure structures and systems for the development, review and recommendation of new programs, program expansions or changes that support the Clinic's strategic directions and plans,
- Ensure effective human resource planning and identify resource implications; provide leadership to employees in fulfilling the Mission, Objectives and Strategic Plan of the Clinic; work to position the Clinic as an employer of choice; attract and retain excellent Employees and Volunteers,
- Provide leadership in support of the Board's responsibility to develop and periodically review the Mission, Objectives and Strategic Plan of the Clinic,
- Provide leadership in revenue, development and donor relations,
- Communicate with related agencies and groups to support the Mission and Vision of the Clinic,
- Represent the Clinic externally to the Community, Government, Funders, Media and other Organizations and Agencies,
- Ensure the payment by the Clinic of all salaries and amounts due from and owing by the Clinic which falls within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board,
- Notify the Board of:
 - Any failure of any Employee to act in accordance with statute or regulations, or the Clinic's By-Laws and Policies,
 - Any belief that an Employee is unable to perform their duties, and
 - Any other matter about which the Board should have knowledge.
- Be responsible to the Board for taking such action as considered necessary to ensure compliance with the Corporations Act, the Regulations and the By-Laws of the Clinic and all other statutory and regulatory requirements,
- Perform such other duties as directed from time to time by the Board.

3-S3: Executive Director Performance Review Policy

Evaluation of the ED's job performance will be carried out and measured against organizational achievement of the missions, the strategic plans and the stated performance objectives set out in the performance review process with the Personnel Committee, on an annual basis.

Procedures

The ED shall, at the beginning of each fiscal year, draft performance objectives for that year and present these to the Personnel Committee for approval. Following the Performance Review by the Personnel Committee, it shall report its findings to the Board and make its recommendations for Board approval.

The ED Performance Evaluation Process shall be grounded in principles of collaboration, objectivity and confidentiality and shall:

- Ensure informal, continuous feedback throughout the year to the ED through written and verbal communications,
- Conduct an annual formal performance review process with the ED based on the ED's delegated authority, and compliance within parameters established by Board policy and directives,
- Provide the opportunity for input from each Board Member, and
- Provide a written Performance Review Report and ensure the report is stored in a place accessible only to the ED and the Board.

SECTION 4 - EXECUTIVE DIRECTIONS

1-S4: General Executive Constraint

The following directions set the boundaries within which the Board seeks to have all executive activity and decisions take place.

The ED shall report to the Board any actual or potential illegality or breach of any legislation or other applicable statutes.

The ED's practices, activities and decisions will be lawful, ethical and prudent; they will uphold the Objects of Incorporation, By-Laws, Policies and the established Values of the Clinic.

2-S4: Asset Protection & Risk Management

The ED shall ensure that assets are protected, adequately maintained and not placed at unnecessary risk.

The ED shall ensure that:

- Theft and casualty losses are insured per LAO negotiated agreements,
- The Clinic, Board, Employees and Volunteers are not unnecessarily exposed to claims of liability,
- There is sufficient maintenance to the physical site and equipment and that the wear and tear on equipment is reasonable,
- All purchases are given normally prudent protection against conflict of interest,
- All purchases are made only after comparative pricing and value analysis has been done,
- All purchases are given consideration to compliance for use with being ergonomically correct,
- The intellectual property, information and files of the Clinic are protected from loss or damage,
- The receiving, processing and disbursing of funds are under controls that are sufficient to meet the Board-appointed auditor's standards, and
- The Clinic's public image and credibility are protected to the fullest extent possible.

Procedure

The ED will ensure that procedures are in place, which meets all required privacy regulations.

3-S4: Budgeting Policy

The budget in any fiscal year shall adhere to the Board's established priorities and shall not risk jeopardy.

The ED shall ensure an annual budget that:

- Is based on a review of historical results, and the LAO funding structure to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions,
- Plans the expenditure in any fiscal year with funds that are conservatively projected to be received in that period,
- Ensures the fiscal soundness of future years and builds organizational capacity sufficient to achieve future priorities, and
- Meets the Boards' approval.

Procedures

- The annual budget for the fiscal year shall be prepared by the ED working closely with the appropriate Board and Employees,
- The Treasurer and the Finance and Audit Committee will be consulted and informed by the ED regularly as to the status of the budget, including projections and potential risk,
- The annual budget will be presented to the Board in a manner that ensures adequate time is allowed for the Board to scrutinize its contents,
- The Board of Directors shall approve the budget annually, ensuring that timing meets funder deadlines, and
- That the Board is provided with at least quarterly comparative financial statements that will be completed and presented to the Board by the Treasurer/Chair of the Finance and Audit Committee.

4-S4: Communication & Counsel to the Board

The ED will keep the Board informed.

The ED shall:

- Submit monitoring data required by the Board in a timely, accurate and understandable fashion,
- Keep the Board aware of relevant trends, anticipated adverse media coverage, significant external and internal changes,
- Report in a timely manner an actual or anticipated non-compliance with any Board policy (including the Board's non-compliance with its own Policies),
- Collect for the Board as many Employees and external points of view, issues and options as needed to support fully informed Board choices, and
- Deal with the Board as a whole, except when fulfilling Individual requests for information or responding to Officers or Committees duly charged by the Board.

5-S4: Compensation & Benefits

With respect to employment, compensation and benefits to Employees, Consultants, contract Workers, and Volunteers, the ED will protect the fiscal integrity and public image of the Clinic.

The ED shall:

- Change their own compensation and benefits only with the knowledge and prior approval of the Board,
- Work within established Human Resource procedures to establish employment agreements that are equitable for all employees, including contract Employees,
- Notwithstanding the current funding structure with LAO, the aim is to establish current compensation and benefits which are capable of attracting and retaining excellent Employees.

6-S4: Executive Succession

The ED will protect the Board from the sudden loss of their services.

The ED shall:

- Ensure that Employees are familiar with Board and ED issues, processes and the full range of operations of the Clinic, and
- The ED will provide the Board with sufficient notice of resignation or retirement to ensure smooth transition of the Clinic.

7-S4: Financial Planning, Conditions & Activities

The ED shall safe guard the financial strength of the Clinic by operating the Organization in a sound and prudent fiscal manner.

The ED shall:

- Spend only those funds that will be received in the fiscal year, indebting the Clinic (when necessary and with Board agreement) only to an amount that is repayable using non-designated revenues within 60 days;
- Apply prudent protection against conflict of interest with every purchase,
- Consider local services when all other comparators are equal,
- Attain Board approval for any single unbudgeted purchase greater than \$500.00,
- Use unbudgeted reserve/contingency funds only with Board approval, and
- Not acquire, encumber or dispose of real property (i.e. buildings, land) without Board approval.

Procedures

- The ED will ensure a current understanding of the Board's risk tolerance (the Clinic's ability to assume risk), risk preference (the Clinic's attitude and expectations about an investment) and time horizon (amount of time to set aside for an investment to meet the objectives of the Board).
- The ED will minimize wherever possible incurred fees, transaction costs and other related expenses.

8-S4: Planning

The Clinic intends to operate in a proactive manner.

The ED shall:

- Ensure the Clinic operates with a Board approved strategic plan developed with appropriate consultation with Board and Clinic Employees,
- Operate the Clinic in the presence of a multi-year Clinic evaluation strategy,
- Report to the Board in accordance with Board monitoring process,
- Promote a community-wide, co-operative and collaborative approach, and
- Bring planning recommendations before the Board in a timely manner.

9-S4: Community Relations

The ED is responsible for ensuring effective relations with the Clinic's external environment and for speaking on all issues of an operational nature.

The ED is responsible for ensuring that all community relations and communications issues of a governance nature are referred to the Board Chair or their delegate.

The ED shall:

- Speak on behalf of the Clinic and to all media issues of an operational nature,
- Take reasonable measures to confer with the Chair or their delegate where there is a question about who should respond to the media,
- Alert the Chair or their delegate of media issues and potential publicity issues,
- Ensure that in their absence, the designated spokesperson is an informed, articulate and professional Employee and that the designated spokesperson is aware of this limitation as it relates to the distinction between operational and governance issues, and
- Pursue opportunities for the Clinic to take an active leadership role in community and provincial affairs related to its mandate.

10-S4: Treatment of Employees

The ED shall ensure conditions, procedures and decisions which are lawful, safe, respectful, clear and dignified and which provide appropriate confidentiality and protection of privacy.

The ED shall:

- Ensure that the working environment is fair and supports the dignity of all Employees,
- Operate with written Human Resources' procedures which: clarify rules for Employees, provides for effective handling of grievances, and protects against wrongful discipline and/or dismissal,
- Honor the ratified terms of any Collective Agreement, and
- Inform Employees of their rights under this Policy.

11-S4: Treatment of Volunteers

Volunteerism embodies the spirit, and contributes to the vitality of the Clinic. A Volunteer environment promotes growth and development of Individuals, the Clinic and the Community.

Volunteers will gain knowledge and develop a sense of belonging to the Clinic, as they contribute their time and energy.

The Clinic's services will be enhanced by the diverse experiences, perspectives and talents of its Volunteers.

The ED shall:

- Nurture a Volunteer culture that optimizes the use of Volunteers in the daily operations of the Clinic to achieve the Mission of the Clinic,
- Attract a broad range of Volunteers in order to reflect the make-up of the Community,
- Provide uniform training and orientation for all Volunteers,
- Recognize all Volunteers at least once annually and ensure that Clinic Volunteers are considered equally for Community and or Provincial/National recognition events,
- Provide the Board with an evaluation of the Volunteer recruitment, placement, training and assessment program, annually, and
- Ensure that adequate insurance is purchased by the Clinic, covering Volunteers and Board Members with both liability and comprehensive insurance coverage.

The Clinic will do its best to ensure that the Volunteer experience contributes to the personal growth of each Volunteer. In doing so, Board Volunteer opportunities shall permeate all aspects of governance, including fundraising events. This will help to demonstrate to the Community that the Volunteer program, at our Clinic, is a good source of Volunteer expertise and Volunteer leadership, thereby making recruitment more effective.

12-S4: Workplace Anti-Violence Policy, Anti-Harassment / Anti-Sexual Harassment / Anti-Discrimination Policy

The Workplace Anti-Violence Policy shall apply to Board Members, as well as Employees, students, volunteers, visitors and clients. Board Members shall refer to the Workplace Anti-Violence Policy and its Procedure for guidance.

The Anti-Harassment/Anti-Sexual Harassment/Anti-Discrimination Policy shall apply to Board Members, as well as Employees, students, volunteers, visitors and clients. Board Members shall refer Anti-Harassment/Anti-Sexual Harassment/Anti-Discrimination Policy to and their Procedure for guidance.

SECTION 5 - FRENCH LANGUAGE SERVICE

1-S5: French Language Services' Commitment

The Clinic provides traditional poverty law services, including legal advice, and referrals and legal representation. The Clinic is also involved in public legal education, community development and law reform. All services are provided in both English and French.

All French language files, including case files, public legal education files and community development files are handled in French. All correspondence with the client is in French. The language of correspondence, on behalf of the client, with an outside source who is supposed to offer bilingual services, is in French. Case notes are in French.

2-S5: French Language Services' Policy

The Board is responsible and accountable for the Active Offer of French Language Services to the Hamilton Community.

The Board confirms its ongoing commitment to ensuring that the Clinic, by way of its bilingual (English/French) Employees, is able to respond to the requirements of the French Language Services Act and that office procedures continue to reflect the permanent structures necessary to meet these requirements.

The Clinic shall conform to the requirements of the French Language Services Act and in so doing shall provide services, materials, and assistance in both English and French. Caseworkers are mandated to represent and assist Clients in English/French and also to advocate for French Language Services on behalf of the Client base and their community. Communication, both verbal and written, with bilingual Clients is achieved according to their selection and preference.

Office procedures and methods of educating the general public shall reflect the Clinic's mission as it provides services to the Hamilton Community.

Areas of Law provided include:

- Tenant Rights
- Ontario Works
- Ontario Disability Support Program
- Canada Pension Plan
- Employment Insurance
- Criminal Injuries Compensation
- Human Rights (limited services)
- Employment Standards (referrals)
- Humanitarian & Compassionate applications for permanent residency
- Consumer Rights

The Board is responsible for monitoring compliance with this policy.

French Language Service complaints will be handled as outlined in the Clinic's Complaints Policy.

Division of Responsibilities

DIVISION OF RESPONSIBILITIES BETWEEN BOARD & DIRECTOR

AREA	DIRECTOR	BOARD
Long-term goals (more than 1 year)	Recommends and provides input	Approves
Short-term goals (less than 1 year)	Establishes and carries out	Monitors
Day to day operations	Makes all management decisions	No role
Budget	Presented through Treasurer	Approves
Capital purchases	Recommends	Approves
Decisions on building, renovation, leasing, expansion	Recommends	Planning Committee monitors
Supply purchases	Purchases in accordance to budget	Monitors
Major repairs	Obtains estimates and prepares recommendation	Approves
Minor repairs	Authorize repairs up to \$2,500.00	No role
Emergency repairs	Notified Board Chairperson and acts with concurrence from Chair	Works with Director
Cleaning and Maintenance	As per Lease	No role
Billing, credit and collections	Proposes policy and implements	Adopts policy
Hiring of Staff	Approves	Approves if requested by Director
Staff deployment and assignment	Establishes and administers	No role
Firing of staff	Approves	No role
Staff grievances	Usually stop at Director	If cannot be resolved, to be considered by the Personnel Committee
Personnel policies	Recommends & administers	Personnel Committee monitors
Staff salaries	Recommends	Approves
Staff evaluation	Evaluates other staff	Evaluates Director