



Workforce WindsorEssex
Board of Directors
Policy Manual

Table of Contents

Corporate Governance – Board of Directors	4
Guiding Principles and Values	4
Mission and Vision	4
Responsibilities of the Board	4
Strategy & Planning	5
Establishing the Objectives and Approving the Strategy and Operating Plans	5
Evaluating the Operating and Financial Results Against Plans and Addressing and Material Variances	5
Management Excellence	7
Selecting and Evaluating the Effectiveness of the CEO	7
Ensuring Management is Appropriately Skilled and Experienced to Implement the Board’s Objectives	7
Ensuring Employee Compensation Policy and Programs are Consistent with Prudential Incentives	8
Financial & Risk Management	9
Establishing Appropriate and Prudent Risk Management Policies	9
Overseeing Risk Management Policies and Obtaining Reasonable Assurance Workforce WindsorEssex is Adhering to its Risk Management Policies for Significant Risks	9
Establishing Appropriate and Prudent Enterprise Risk Management (ERM) Policy that Sets Out the Risk Appetite and Risk Tolerances for All Significant Risk Areas	10
Reviewing and Confirming Workforce WindsorEssex’s Risk Exposure is Aligned with its Risk Appetite and Risk Tolerances	10
Establish Financial Objectives and Planning	11
Exceptional Risk Management	11
Board Effectiveness & Governance	12
Understanding and Fulfilling Responsibilities	12
Exercising Independent Judgment	12
Training Requirements and Qualifications for Directors and Members of the Steering Committees	13
Establishing the Responsibilities, Accountability, and Authority of the CEO and Other Board Committees	13
CEO	14
Standing Committees	14
Delegation of Authority to the CEO	14

General Mandate for Delegation of Management Authority to the CEO	14
Decisions Requiring Approval of the Full Board or a Committee of the Board.....	15
Governance	15
Finance and Operations.....	16
Behaviour and User Privacy	16
Evaluating the Effectiveness of the Board	17
Affirming an Internal Control Environment and Ensuring Workforce WindsorEssex is in Control.....	17
Appendices	19
Appendix A: Candidate Evaluation & Nomination Procedure	20
Appendix B: Board of Directors Skills Matrix	22
Appendix C: Executive Committee Terms of Reference	23
Appendix D: Governance Committee Terms of Reference	25
Appendix E: Finance & Audit Committee Terms of Reference	27
Appendix F: Code of Conduct	29
Appendix G: By-Laws	31

Corporate Governance – Board of Directors

1. Guiding Principles and Values

In carrying out its duties and responsibilities as described in this policy, the Board will follow its corporate principles and values.

MISSION: Workforce WindsorEssex leads regional employment and community planning for the development of a strong and sustainable workforce.

VISION: By April 2025, Workforce WindsorEssex will be the regional authority on proactive and long-term employment and community planning solutions, driving social outcomes through sustainable investment.

2. Responsibilities of the Board

The Board is ultimately responsible for ensuring that Workforce WindsorEssex is operated in a safe and prudent manner and for ensuring adherence to the standards of sound business and financial practices.

There are four main responsibility areas of the Board:

- Strategy & Planning
- Management Excellence
- Financial & Risk Management
- Board Effectiveness & Governance

Strategy & Planning

1. Establishing the Objectives and Approving the Strategy & Operating Plans

The CEO and Senior Management will work together to develop the operating strategy and the sustainability plan for Workforce WindsorEssex. The Board is responsible for final review, suggested changes, and approval ensuring the performance of Workforce WindsorEssex is aligned with this strategy. CEO and Senior Management will create an operating plan and budget that implements the sustainability plan and objectives approved by the Board. The Board reviews and approves the operating plan and budget and ensures they support the achievement of strategic objectives.

Based on the best interests of Workforce WindsorEssex, the Board develops broad strategic direction and establishes Workforce WindsorEssex's goals against which performance will be measured.

The Board will:

- a. As part of the strategic direction, approve both long-term and short-term corporate vision and strategies to maximize community value
- b. Ensure the strategy and plans are prudent and within the Board's risk tolerance and consistent with long-term and short-term vision, with full Board review, consideration, and discussion before approval
- c. Set annual and long-term targets against which to measure the organization's performance
- d. Determine the appropriate criteria against which to evaluate performance
- e. Allocate sufficient time for consideration and oversight of the business objectives and business strategies and at minimum once per year, as deemed by the Board, schedule a special planning meeting
- f. Approve the organization's Privacy and Confidentiality Policy, Human Resource Manual, and Code of Conduct

2. Evaluating the Operating and Financial Results Against Plans and Addressing Any Material Variances

The Board monitors Workforce WindsorEssex's performance, including financial performance, against strategic goals, annual performance targets, compliance with Board policies, and the effective management of risk.

The evaluation of performance provides a means for confirming the appropriateness of the strategic direction and effectiveness in implementing the strategies and planning. As well, the evaluation measures Management's performance and ensures any material variances are identified and appropriately addressed.

The Board will:

- a. Review internal and external factors that may necessitate changes in the strategy and plans

- b. Monitor the implementation of the operating plan and ensure any material variances are proactively and effectively resolved
- c. Report to the community regarding Workforce WindsorEssex's direction and performance against the sustainability plan through the Annual General Meeting

Management Excellence

1. Selecting and Evaluating the Effectiveness of the CEO

The Board, or if so appointed through the efforts of a search committee, selects a CEO who is qualified and competent (as defined by the CEO job description), has integrity, and will act in a prudent and appropriate manner in the carrying out of all duties and responsibilities at all times. The CEO's ability will be demonstrated through past performance and accomplishments and align with future plans and expectations of the organization.

The CEO shall be entitled to an annual review of performance and review of salary. The Board, pursuant to the Executive Committee Terms of Reference, establishes goals for annually (or at other frequency as deemed appropriate) evaluating the CEO's performance based on a defined set of responsibilities, objectives, and performance targets. The review shall be carried out by the Executive Committee with the Chair acting as Chair. The Chair shall report the findings and recommendations of the Executive Committee to the Board. Any actions resulting from the review shall only be by resolution of the Board.

Responsibility of the CEO's performance management process (PMP) resides with the Executive Committee. Performance measures are established with the Executive Committee. Subject to the Executive Committee's PMP, the CEO may provide a written report of their own performance during the past year, including a comparison of actual results to plans and targets including a preliminary discussion regarding direction, priorities, and key plans for the coming year.

The Executive Committee may obtain at its discretion input on the CEO's performance from the Board of Directors. To ensure transparency, the final written performance assessment is presented to the CEO by the Chair of the Board.

The CEO will have the opportunity to provide a written response to the performance assessment.

The Board ensures there is a CEO succession plan in place that includes a plan for emergency interim succession.

2. Ensuring Management is Appropriately Skilled and Experienced to Implement the Board's Objectives

Workforce WindsorEssex strives to employ persons who are skilled and competent in their own areas of specialization, who are fully qualified to manage its various operations in a sound and prudent manner, and who are bondable. The necessary skills and experience are consistent with the Board's objectives and are able to respond to changing and emerging conditions, both internal and external.

Beyond the other duties as listed within the CEO job description, specifically in regards to talent, the CEO shall have the right to hire and terminate all staff and handle all personnel problems in accordance with prevailing government employment law and the personnel guidelines and procedures. The CEO shall direct the activities of staff personnel in the best interest of the

organization. The CEO shall keep the Executive Committee informed of all personnel decisions and inform the Board during regular or special communication or at the next Board meeting.

The CEO or employees may seek public office, such as town council, other elected government positions, or Board of Education, as long as such office will not interfere or be in conflict with regular duties in the organization. Such intention to seek office should be made known to the CEO for their direct reports and to the Board if the CEO is seeking public office. Review and approval are required by the Board of Directors or CEO as appropriate and should not be unduly withheld.

3. Ensuring Employee Compensation Policy and Programs are Consistent with Prudential Incentives

The Board is responsible to ensure the compensation guidelines and programs for all employees are well documented and provide appropriate incentives to encourage individual and team achievement while discouraging the acceptance of unsuitable risks.

The Board satisfies itself that compensation programs support the achievement of Workforce WindsorEssex's business objectives without compromising the ongoing viability, solvency, and reputation of the organization.

- a. Workforce WindsorEssex aspires to be an employer that implements lead pay and progressive practices and to that end will develop comprehensive human resources guidelines. The guidelines shall describe the competitive position taken by the organization in terms of compensation, benefits, leave, entitlements, responsibilities, and other staff issues.
To assist in ensuring that the CEO and employees are rewarded for their efforts, a variable incentive, bonus, or one-time payment program may be developed. The program for the CEO will be approved by the Board of Directors
- b. Change to full- and part-time staff complement shall be reviewed and approved by the Board annually, or at intervals as deemed appropriate based on organizational requirements as part of the budget process, and shall at all times be sufficient to ensure the efficient operation of the organization

Financial & Risk Management

1. Establishing Appropriate and Prudent Risk Management Policies

The Board establishes and maintains a comprehensive risk management framework as part of its effective oversight of the organization. The risk management framework is the set of policies and processes used to identify, measure, manage, and direct the level of risk Workforce WindsorEssex is willing to accept while meeting its strategic goals. The framework also outlines responsibilities, accountabilities, limits, and authorities of the Board, Management, and staff within the organization.

The Board oversees and ensures prudent risk management policies are developed and implemented—appropriate for the size, complexity, and risk profile of Workforce WindsorEssex—and controls are effective and address the following risk management areas with no material deficiencies:

- Credit Risk Management
- Operational Risk Management (including IT Risk Management)
- Capital Management
- Liquidity Risk Management
- Market Risk
- Security Risk Management
- Enterprise Risk Management

Workforce WindsorEssex's approach to risk management and control:

- Is based on best practices and proven principles used in the marketplace
- Uses processes that are clear and consistent throughout the organization
- Enacts controls that are practical and consistent with stated objectives
- Is an ongoing proactive process that includes monitoring, controlling, and tracking material risks
- Recognizes that risk management is critical to the success of the organization and, as such, is given a high priority
- Ensures risk management is the responsibility of everyone, including the Board, management, and employees

2. Overseeing Risk Management Policies and Obtaining Reasonable Assurance Workforce WindsorEssex is Adhering to its Risk Management Policies for Significant Risks

The Board critically assesses the strategy and annual operating plans of the organization through ongoing awareness and oversight of significant risks.

The goal of the Board is to ensure that relevant and emerging risks are identified and that they are managed in a balanced manner. Exposure to all risk areas is properly measured and assessed in terms of the organization's capacity to bear them. When risk exposures are considered too great or when rewards to risk are considered insufficient, timely actions are taken to mitigate or eliminate the exposure.

The Board will:

- a. Review and confirm, at a minimum annually, the appropriateness of the risk management policies and supporting processes and controls to reflect any material change in risk profile or risk exposure
- b. Obtain sufficiently comprehensive and timely reporting from the CEO about the organization's performance and significant strategic, business, and process level risks
- c. Confirm the risk management process enables the overall aggregation of risks in support of strategic risk management and control related decision-making

3. Establishing Appropriate and Prudent Enterprise Risk Management (ERM) Policy that Sets Out the Risk Appetite and Risk Tolerances for All Significant Risk Areas

Significant risk is defined as an event or activity which may significantly or materially interfere with the achievement of the organization's goals or an event or activity which may cause a significant opportunity to be missed.

Workforce WindsorEssex's risk management balances the costs and benefits of risk related actions. The main objective of the ERM policy and its implementation is to provide a reasonable degree of assurance that no single event or combination of events materially impacts the financial performance of the organization (in a negative fashion) or its ability to meet corporate objectives.

The Board will:

- a. Ensure the ERM policy is structured, developed, and implemented appropriate to the size and complexity of the organization
- b. Confirm the ERM policy appropriately sets out the risk appetite and tolerances for all significant and emerging risks
- c. Approve a comprehensive and consistent set of definitions and common terms for risks and risk management
- d. Monitor risk levels compared to established strategic risk targets to ensure they are within acceptable parameters

4. Reviewing and Confirming Workforce WindsorEssex's Risk Exposure is Aligned with Its Risk Appetite and Risk Tolerances

The Board plays a critical role in reviewing the organization's risk exposure and confirming risks are mitigated to within its overall risk appetite level.

The Board will:

- a. Regularly monitor the status of risk exposures to ensure they align with established risk appetite and risk tolerances through reports provided by management
- b. Review risks and risk mitigation activities at least annually to ensure that Workforce WindsorEssex is managing its risks appropriately and to identify and mitigate any new or emerging risks

- c. Ensure they are conducting extensive deliberations of significant and emerging risks and documenting within Board and Committee meeting minutes
- d. Monitor the level of risk and remediation plans to ensure risks are being managed

5. Establish Financial Objectives and Planning

The Board plays a critical role in reviewing the organization's financial management practices.

The Board will:

- a. Confirm Workforce WindsorEssex maintains its financial records on the accrual basis of accounting
- b. Ensure Workforce WindsorEssex maintains separate funds for revenue and expenses to provide segregated financial reporting by funded program and maintains a separate fund for shared expenses
- c. Confirm the financial records are maintained in accordance with the Accounting Standards for Not-for-Profit Organizations (ASNPO)
- d. Review and ensure the financial records of Workforce WindsorEssex will be maintained in a nationally recognized electronic accounting system. Books and records will be maintained for the current year and the minimum number of prior years as required by the Canada Revenue Agency or any other governmental agency or department which has jurisdiction over the records of Workforce WindsorEssex
- e. Ensure Workforce WindsorEssex will maintain a fiscal year of April 1 of the current year to March 31 of the following year, matching the fiscal year of provincial and federal governments
- f. Approve the annual budget proposed by the Management Team no later than 60 days after the beginning of each fiscal year
- g. Meet the legal duties to safeguard the organization's assets

6. Exceptional Risk Management

The Board acknowledges that when an exceptional risk occurs, time is of the essence. An exceptional risk is an external occurrence such as, but not limited to, a natural disaster, major weather event, or public health/safety emergencies.

In the event of an exceptional risk, the Board will:

- a. Pre-authorize the CEO, or their delegate, to establish operational policies and procedures to minimize the impact of an exceptional risk on the organization, its employees, volunteers, and stakeholders
- b. Ratify or alter the operational policies and procedures at a future date, as required

Board Effectiveness & Governance

1. Understanding and Fulfilling Responsibilities

Directors will take reasonable steps to ensure that they understand their responsibilities.

The Board will:

- a. Elect from the Directorship a minimum of three executives including, but not limited to, a Chair, Vice Chair, and Treasurer; all other Committees in accordance with established policy; and appoints the CEO and other Officers. The process to elect occurs on a yearly basis at the Annual General Meeting of the Board
- b. Ensure that policies are in place and effective processes are established, based on governance best practices as may be relevant to Workforce WindsorEssex, for all aspects of Board governance
- c. Hold the required number of Board meetings as may be determined in order to fulfill its governance responsibilities
- d. Ensure the CEO maintains records of all open meetings and actions of the Board approved during these meetings. The minutes of each open meeting of the Board will be presented to the Board at its next scheduled meeting. All records of in-camera meetings shall be held by the Chair of the Board and the CEO
- e. Ensure governance knowledge and expertise are appropriate for the size, complexity, and risk profile of the organization
- f. Ensure all Directors are made aware of their responsibilities and accountability
- g. Ensure the Board is provided with the level of information and materials needed to make well-informed decisions
- h. Ensure Directors fully participate in Board deliberations in their oversight responsibilities
- i. Use a Consent Agenda, where items are proposed by the Board Chair and removed by any single Director, at Board meetings in order to ensure the effective use of Directors' and Management Members' time
- j. Ensure Board minutes are sufficiently comprehensive to provide a full record of all items discussed and reviewed during Board meetings
- k. Ensure reports provided to the Board are comprehensive and timely, and accurately address all material risk areas
- l. Hire and delegate to the CEO the authority to manage and supervise the business operations of Workforce WindsorEssex
- m. Determine executive limitations in the authority delegated to the CEO and approve policies within which Management will operate
- n. Establish goals for annually evaluating the CEO's performance based on a defined set of responsibilities, objectives, and performance targets
- o. Ensure there is a CEO succession plan in place that includes a plan for emergency succession

2. Exercising Independent Judgment

Effective governance requires a high level of coordination and cooperation between the Board and Senior Management. However, the Board has a duty to direct and oversee Workforce WindsorEssex's affairs which requires Directors to exercise independent judgment.

The Board will:

- a. Provide meaningful policy direction and oversight by working autonomously from the CEO and Senior Management
- b. Exercise independence through consistent constructive challenges to Senior Management
- c. Over time, increase their understanding about Workforce and Community Development operations through their exposure to issues and through ongoing training
- d. Obtain independent consulting advice about any legal, risk management, accounting, or other technical issue facing the Board of Directors at the expense of Workforce WindsorEssex with the prior approval of the Board
- e. Use independent resources, as appropriate, to assist in deliberations

3. Training Requirements and Qualifications for Directors and Members of the Steering Committees

Directors must have sufficient understanding and knowledge of the core competencies in order to be an effective member of the Board, including a sufficient level of strategy, legal, human resources, financial, and risk management competencies to be able to provide effective oversight, and an understanding of the framework and regulations governing the operation of Workforce WindsorEssex. The Board must commit to continuous learning to ensure each Director remains current regarding developments in governance, the operating and regulatory environment, and performance issues that may impact the organization.

The Board will:

- a. Implement an effective Director candidate evaluation and nomination process led by the Executive Committee in Appendix A
- b. Utilize the skills matrix in Appendix B to identify the desired skillset for Directors in order to fill upcoming and new vacancies as per the board composition requirements and term limits for Directors of office as specified in the By-laws
- c. Develop adequate Director orientation and training programs aligned to the size and complexity of the organization and ensure they are completed by all new Directors
- d. Document Director competency assessment criteria and processes and ensure they are followed including comprehensive self-assessments of individual Directors
- e. Create Director development plans to address any competency gaps and ensure appropriate continuing education programs are completed
- f. Remove from office those elected Directors who cease to qualify as Directors under Workforce WindsorEssex By-laws and policies

4. Establishing the Responsibilities, Accountability, and Authority of the CEO and Other Board Committees.

As outlined in this policy, the Board will ensure there exists a clear understanding of the responsibilities of the Board, committees, and Senior Management and their decision-making authorities and accountability.

CEO

The CEO is accountable to the Board of Directors for the achievement of Workforce WindsorEssex's goals.

Any delegation of authority shall not be interpreted as precluding interaction between the members of the Board and Senior Management, and relates solely to the accountability link between the Board and the CEO.

Responsibilities of the CEO includes:

- a. The annual operating plan will include and not be limited to the following components: profitability, credit and liquidity management, market risk management, governance, human resources, marketing, and community investment
- b. Managing the operations of the organization in accordance with the vision, mission, and strategic direction set by the Board, within policies as established by the Board in relation to the conduct of the organization and in accordance with all legislative requirements and by-laws
- c. Reporting information back to the Board in a timely and accurate manner so the Board may effectively monitor and evaluate Workforce WindsorEssex's performance against stated goals, within executive limitations, and based on industry-benchmarked standards
- d. Ensuring the Board is aware of relevant trends, community and regional issues, material external or internal changes, and any changes in the assumptions upon which any Board decision or approval has previously been made
- e. Advising the Chair if, in the CEO's opinion, the Board is not in compliance with its own policies or legal and/or regulatory requirements
- f. Providing the Board with information that the Board may require in order to make fully-informed decisions regarding the execution of the annual operating plan
- g. Taking direction from the Board as a whole, except when fulfilling individual requests for information or responding to committees duly charged by the Board
- h. Reporting in a timely manner on actual or anticipated non-compliance with any Board-approved policy or decision

Standing Committees

The Standing committees of Workforce WindsorEssex shall be as follows:

- Executive Committee – See Terms of Reference in Appendix C
- Governance Committee – See Terms of Reference in Appendix D
- Finance & Audit Committee – See Terms of Reference in Appendix E

5. Delegation of Authority to the CEO

General Mandate for Delegation of Management Authority to the CEO

The Board delegates to the CEO the authority to manage and supervise the business and affairs of the organization, subject to the direction of the Board of Directors and the policies established by the Board.

- This delegation includes making all decisions regarding the organization's operations that are not specifically reserved to the Board, or a Committee of the Board, under the terms of the Delegation of Authority, and that do not require approval
- The CEO is accountable for the authority delegated by the Board. The CEO has the authority to sub-delegate operational decision-making as necessary and appropriate for the effective operation of the business, and will put in place a Delegation of Operational Authority guideline within the organization
- Any delegation of authority shall not be interpreted as precluding interaction between the members of the Board and Senior Management, and relates solely to the accountability link between the Board and the CEO
- The Board has determined what, if any, executive limitations may be required in the exercise of the authority delegated to the CEO, and in this regard approves policies within which Management operates
- The Board establishes goals for annually evaluating the CEO's performance based on a defined set of responsibilities, objectives, and performance targets

6. Decisions Requiring Approval of the Full Board or a Committee of the Board

Although the Board depends on the CEO and Senior Management's expertise to run day-to-day activities, the Board remains ultimately responsible for the overall governance of the organization. In conjunction with the policy to delegate certain matters to the CEO, the Board expressly identifies the following matters which require the approval of the Board of Directors and/or a duly authorized Committee of the Board:

Governance

- Strategic direction and the establishment of corporate performance objectives
- Material operational and risk management policies regarding the conduct of the business, including, but not limited to:
 - Corporate Governance Policy
 - Credit Risk Management Policy
 - Operational Risk Management Policy (including IT Risk Management)
 - Capital Management Policy
 - Liquidity Risk Management Policy
 - Market Risk Policy
 - Enterprise Risk Management Policy
 - Director Training and Qualifications Policy
 - Securitization Risk Management Policy
- Any decision that will result in a material deviation from Board approved strategic plans or policies
- The establishment of goals for effective monitoring of the organization's performance
- The establishment of an effective process for reviewing the performance of the CEO
- The development of effective Board governance policy, including the establishment of Board Committees
- Any matter that requires the review and approval of any Committee of the Board under the terms of the respective Committee mandates

- The enactment, amendment, restatement, or repeal of any by-laws for approval by the membership
- Matters that may involve personal legal liability of individual Directors
- The terms and conditions of the organization's Directors and Officers insurance
- Any other matter that in the opinion of the CEO or the Chair of the Board, should be determined by the Board

Finance and Operations

- Any multi-year or annual business, capital, or operating plans or budgets for the organization or any material amendment or deviations thereto
- The purchase, sale, mortgage, or lease of any real property by the organization
- Any significant change in the accounting principles and policies of the organization, as recommended by the Executive Committee
- The approval of any annual or interim financial statements of the organization.
- Any purchase, commitment, lease, or expenditure which, if completed, would raise the total of capital expenditures of the organization in any fiscal year to more than the dollar amount authorized plus a 10% variance pursuant to an approved operating plan for any fiscal year
- The authorization, execution, or entering into by the organization of any contract or transaction (or series of related contracts or transactions), the performance of which will require the expenditure or result in an actual or contingent liability of the Corporation for an amount exceeding the following limits:
 - a. Capital Expenditures
 - Each year, the organization prepares a budget highlighting capital expenditures
 - b. Operating Expenditures
 - In excess of approval annual operating plan level of materiality
 - Any new, renewing, or outsourcing agreement contracts in excess of \$10,000
 - Any matter that presents a real or perceived material risk to the financial position of the organization
 - Each year the Board will approve the level of materiality that will require further specific Board approval, as part of the annual operating plan

7. Behaviour and User Privacy

The Board provides leadership in business conduct and ethical protocol for the organization. The Board ensures that a code of conduct and ethical behaviour is established for Directors, officers, Senior Management, employees, and volunteers to describe the manner in which their business operations are conducted.

The Board will:

- a. Ensure understanding of what constitutes acceptable business conduct and ethical behaviour

- b. Ensure oversight of the definition of and application of Workforce WindsorEssex's standards of business conduct and ethical behaviour
- c. Ensure all Directors, officers, Senior Management, employees, and volunteers sign the Code of Conduct annually through the Board Secretary, after the AGM or during their onboarding period in case of new hires/starts, in Appendix F. The Board Secretary will attest that the organization's records are current

8. Evaluating the Effectiveness of the Board

The Board is ultimately responsible for the overall governance of Workforce WindsorEssex. Therefore, the Board must conduct regular self-assessment of its effectiveness as well as its committees' practices, with the assistance of external advisors, as required. The Board is responsible for overseeing the Governance and Executive Committees and their duties of creating an annual work plan, reviewing work plan reports, and addressing shortcomings identified during the process.

The Board will:

- a. Annually undergo an evaluation process that is sufficiently comprehensive and fully documented
- b. Ensure the Committees conduct an annual self-assessment process that is sufficiently comprehensive and fully documented
- c. Regularly assess its overall performance and the performance of individual Directors in fulfilling their respective governance responsibilities
- d. Establish key performance indicators and criteria to measure and evaluate its own effectiveness
- e. Address any gaps or weaknesses identified during the evaluation process
- f. Review and approve the Committees' Terms of Reference to ensure they are comprehensive
- g. Review the minutes of the Committees of the Board (this excludes the Executive Committee) meetings and a status report summarizing deficiencies noted through evaluation and examinations and progress on action plans to rectify deficiencies
- h. Ensure the Committees submit a work plan update to the Board of Directors, as required

9. Affirming an Internal Control Environment and Ensuring Workforce WindsorEssex is in Control

The internal control environment is influenced by the organization's risk appetite and is made up of policies as approved by the Board; operational procedures and controls; monitoring; and reporting. The Board's risk appetite and tolerances provide guidance to Senior Management regarding the maximum level of risk that the organization should accept and drives the extent and robustness of the control environment. The Board assigns responsibility to the Executive Committee to test and verify the control environment and ensure it is working effectively to mitigate risk. The Board ensures any recommendations are implemented by Management. The Board also engages the services of external advisors, as required, in the creation and/or review of new policies, processes, and controls to ensure the oversight structure is adequate for the complexity of the organization.

On an annual basis, the Board is required to review and assess the operations of the organization. Management develops monitoring and Board reporting techniques, pursuant to all policies, that meet the test of being effective from a Board perspective. Written Board reports will provide sufficient information to meet the Board's statutory decision-making and Board governance requirements.

The Board will ensure that the monitoring and reporting to the Board or a designated committee includes, but is not limited to, the following reports and their respective frequencies:

- a. Status of the annual operating plan quarterly
- b. Status of the Board Policy Log and Operational Log annually
- c. Management Excellence capabilities and effectiveness annually
- d. Updates on risk management monthly, as they occur
- e. Updates on instances of policy non-compliance and actions to correct monthly
- f. Actions taken to alleviate or correct unfavourable material variances from budget expectations monthly
- g. Updates on any outstanding matters of litigation involving a material claim against the organization or breach, as they occur



Appendices

Appendix A: Candidate Evaluation & Nomination Procedure

1. Policy

Directors must have sufficient understanding and knowledge of the core competencies in order to be an effective member of the Board, including a sufficient level of strategy, legal, human resources, financial, and risk management competencies to be able to provide effective oversight, and an understanding of the framework and regulations governing the operation of Workforce WindsorEssex. The Board must commit to continuous learning to ensure each Director remains current regarding developments in governance, the operating and regulatory environment, and performance issues that may impact the organization.

2. Procedure

In order to support the effective evaluation and nomination of new Directors, the following procedure will be followed by the Executive Committee or ad hoc committee of the Board:

- a. Directors terms and responsibilities are outlined in the By-laws and must comply with the Ontario Not-for-Profit Corporations Act. The By-laws allow for temporary appointment of Directors during the year if possible

3. Director Recruitment

- a. Annually, before the end of March, a Director profile on those that are eligible and willing to serve on the Board during the next Financial Year shall be completed which identifies areas of strength and potential gaps on the Board (see Appendix B – Skills Matrix)
- b. An advertisement for new Directors highlighting the competencies required must be added to the website immediately following
- c. A short version for social media and email should include appropriate graphics to gain attention
- d. A campaign is launched immediately following and may include weekly inserts: Linked-in notices; Twitter tweets; Facebook posts; Emails to stakeholders; Personal invitations to potential candidates by directors, staff, and other stakeholders; and any other appropriate means of attracting good candidates
- e. Applications are to be received by the end of April
- f. The CEO and Committee's Chair or Chair's delegate review the candidate applications, identify a short-list of the best candidates, and interview the short-listed candidates
- g. Potential director details are then submitted to the Board for consideration in advance of the AGM meeting
- h. The potential Directors are then elected and appointed at the AGM
- i. Directors who were appointed on a temporary basis during the year as provided by the By-laws will be confirmed at the AGM as directors to serve a full term
- j. All applicants that are not successful must receive an email thanking them for their submission with a brief reason for not being successful. This is important to ensure continued community goodwill

4. Examples

Interested in being a Director of a Board?

Workforce WindsorEssex is currently searching for new directors to serve on its Board. We lead employment and community planning for the development of a healthy workforce in our Region. This includes the:

- Development of resources that influence business, education, and community leaders to drive change in the community
- Sustaining the work of our organization through continuous innovation and iteration, organizational excellence, financial sustainability, and permanent staffing
- Elevating the efforts of our community to develop a healthy workforce

The following competencies would be especially of value to the current Board:
<List the Competencies that are required>

Normally, 10 meetings of approximately two hours each are held every year. There would be an expectation that preparatory work is done in advance of the meetings. Officers of the Board have a higher time requirement and Directors may also be involved in special projects. Directors are also invited to Workforce events on a regular basis. These events take place about 4-6 times a year during working hours. This would mean a commitment of about 30 hours a year or higher should the Director be elected as an officer or involved in a special project. Directors are elected for a three-year term, renewable for one additional term.

Being a Director of the Board of Workforce WindsorEssex is a prestigious position that opens doors to the community and gives firsthand insights into workforce trends and developments in our region.

Experienced directors and those that have limited board participation are all invited to apply. We continuously build a strong board of individuals who can make a difference with their competence and contribution.

Directors are all volunteers and do not receive any remuneration for their participation. Besides the benefit of doing good work, gaining Board experience and being a leader in the community, directorships are always great additions to any resume.

Please submit a brief profile that is one or two pages (maximum) identifying specifically why your background will make you the perfect fit for our Board. No cover letter is required.

Closing Date for Submissions: March 31

Short-listed candidates will be invited to an interview before the end of April.

Submit your profile to <email of assistant to the CEO> or if you have any questions.

Apply Now to Join the Workforce WindsorEssex Board of Directors

Be part of the solution in leading employment and community planning for the development of a healthy workforce in our Region.

See <link to website> for the details.

Appendix B: Board of Directors Skills Matrix

Board of Directors Skills Survey

This survey is needed to identify the current Board Strengths so that any potential gaps in the Board requirements can be filled through a director recruitment campaign before the June AGM.

Individual results will only be seen by the Chair, Vice-Chairs, and CEO.

Survey Questions

1. First name and Last name: _____
2. Are you available and eligible to serve on the Board after the June AGM (i.e.: not at the end of your second three-year term as a board member)? **Answer Yes or No:** _____
3. Please provide your best indication of your level of expertise in the listed areas (*please add any expertise not listed*):

Ratings Scale

Rating	Description
1	Minimal education, training, or experience
2	Some education and/or experience
3	Relevant diploma or degree with limited experience
4	Extensive experience but no formal qualifications/certifications
5	Extensive experience and qualifications/certifications

Area of Contribution	Rating
Not-for-profit Organizations	
Governance	
Finance/Accounting	
Human Resources	
Law	
Marketing	
Grant Applications/Management	
Political Awareness	
Information Technologies	
Education and Training	
Employment Services	
Other: Please list	
Other: Please list	

Appendix C: Executive Committee Terms of Reference

1. Role

The Executive Committee (the “Committee”) shall be responsible for overseeing the management of the day-to-day affairs of the Corporation and the Board of Directors (the “Board”) within the policies and through authority delegated by the Board. Specific oversight responsibilities relate to the management of finances, strategy, risk, human resources, organizational integrity, and the senior management of the Corporation. The Committee also establishes the Agenda for Board meetings.

2. Accountability and Reporting

The Committee is accountable to the Board

The Chair of the Board may choose to report activities of the Committee to the members of the Board at or between Board meetings at their discretion

3. Responsibilities

The Committee shall:

- a. Oversee the management of the day-to-day affairs of the Corporation on behalf of the Board of Directors, within the policies and directives of both bodies
- b. Oversee and co-ordinate activities related to strategic planning and business plans as approved by the Board of Directors, determine areas of advocacy, and develop and/or strengthen strategic alliances
- c. Oversee risk management for the Corporation, update the risk profile annually, and ensure that emerging risks are identified and brought to the attention of the Board
- d. Review monthly financial statements and authorize actions necessary to address emerging trends in a timely manner
- e. Review any human resource issues that may rise to the Board level and determine corrective action together with management
- f. Review and/or co-ordinate any input to legislative or regulatory bodies made in the name of or on behalf of the Corporation
- g. Report regularly to the Board of Directors and, where necessary, seek action on urgent matters outside the scope of delegated authority
- h. Conduct contractual and financial negotiations with the CEO and set performance expectations and review performance on an annual basis or more often if required
- i. Set the Agenda for Board meetings
- j. Deal with any other urgent and important actions that may be appropriate for Board level involvement

4. Membership

The Executive Committee consists of between four and six voting members including the CEO.

The following officers are ex-officio members of the Executive Committee:

- The Chair of the Board who serves as the Chair of the Committee
- The Past Chair of the Board
- The Vice-Chair of the Board
- The Second Vice-Chair of the Board (if a second Vice-Chair has been elected)
- The Treasurer
- The Chief Executive Officer (non-voting)

Additional members may be appointed to provide any required expertise if the number of members is below six (e.g. if the Past Chair no longer wishes to serve, if a Second Vice-Chair is not appointed, or if the Treasurer is also a Vice-Chair).

The Financial Manager and Administrative Support are normally invited to the Committee meetings.

The Committee may call for in camera sessions to deal with sensitive matters.

Appendix D: Governance Committee Terms of Reference

1. Role

The Governance Committee (the “Committee”) shall be responsible for overseeing the Governance of the Corporation and the Board of Directors (the “Board”) within the policies and through authority delegated by the Board. Specific oversight responsibilities relate to ensuring that the Board functions according to best practices, that Board level policies and procedures are developed and approved, that Board reviews are conducted annually, and that the Board continues to have the required 10-12 competent and committed directors.

2. Accountability and Reporting

The Committee is accountable to the Board.

The Chair of the Board may choose to report activities of the Committee to the members of the Board at or between Board meetings at their discretion.

3. Responsibilities

The Committee shall:

- a. Review leading governance practices on an annual basis and determine areas for improvement of the Workforce WindsorEssex Board
- b. Identify areas where Board Policies and Procedures should be developed and oversee the process of development and approval
- c. Establish and oversee the criteria for identifying Board Policies and Procedures as separate from Operational Procedures established by the Management Team
- d. Where helpful to the CEO and while respecting Board-delegated authority to the CEO for operations, establish an ad hoc Advisory Human Resources sub-committee, chaired by a Vice-Chair and comprised of between three and five members, including up to two (2) Community Representatives as invited by the Committee Chair through fair process, and one (1) Senior Staff member, providing that the majority of Committee members are Board members
- e. Review current Board Policies and Procedures where identified that changes need to be made and/or at least every five years
- f. Oversee the Board Review process to ensure that the Board has the required competencies
- g. Oversee the Board Recruitment process to ensure that the required number of directors, competence levels, and commitment levels are maintained, through the establishment of an ad hoc Board Recruitment sub-committee comprised of at least three (3) Board members and one (1) Senior Staff member

- h. Oversee the review and disciplinary requirements if any for all Directors when needed

4. Membership

The Governance Committee consists of between three and five voting members, including up to two (2) Community Representatives as invited by the Committee Chair through fair process, providing that the majority of Committee members are Board members.

The following officers are ex-officio members of the Governance Committee:

- The Chair of the Board
- The Chief Executive Officer (non-voting)

The Chair of the Governance Committee must be appointed by the Board and should not be the Chair of the Board, but typically will be a Vice-Chair.

Additional members are appointed to provide any required expertise.

Administrative Support is normally invited to the Committee meetings.

Appendix E: Finance & Audit Committee Terms of Reference

1. Role

The Finance & Audit Committee (the “Committee”) shall be responsible for overseeing the financial affairs of the Corporation and the Board of Directors (the “Board”) within the policies and through authority delegated by the Board. Specific oversight responsibilities relate to ensuring that the Board functions according to best practices, that Board level financial policies and procedures are developed and reviewed, that an independent financial audit is conducted annually, and that the Board continues to receive pertinent and timely financial information.

2. Accountability and Reporting

The Committee is accountable to the Board.

The Chair of the Committee will report activities of the Committee to the members of the Board at regular Board meetings or through written correspondence.

3. Responsibilities

The Committee shall:

- a. Review leading financial practices on an annual basis and determine areas of improvement for Workforce WindsorEssex
- b. Identify areas where Financial Policies and Procedures should be developed and reviewed
- c. Establish and oversee the criteria for identifying Financial Policies and Procedures as separate from Operational Procedures established by the Management Team
- d. Review current Financial Policies and Procedures where identified that changes need to be made and/or at least every five years
- e. Ensure the organization has financial competencies as hired by the Management Team;
- f. Recommend auditor to ensure audit is completed for presentation at the Annual General Meeting by discussing the work focus and findings with the auditor and management team in advance
- g. Review and recommend annual budget and present on a quarterly basis

4. Membership

The Finance & Audit Committee consists of between three and five voting members, including up to two (2) Community Representatives as invited by the Committee Chair through fair process, providing that the majority of Committee members are Board members.

The following officers are ex-officio members of the Finance & Audit Committee:

- The Chair of the Board
- The Chief Executive Officer (non-voting)
- Senior Manager of Finance & Operations (non-voting)

The Chair of the Finance & Audit Committee is appointed by the Board and typically will be the Treasurer.

Additional members are appointed to provide any required expertise.

Administrative Support is normally invited to the Committee meetings.

Appendix F: Code of Conduct

Declaration by Directors, Staff, and Volunteers

Code of Conduct

The Workforce Development Board Windsor Essex, trading as Workforce WindsorEssex, is governed by a Code of Conduct. It is a requirement for all directors, staff, and volunteers to sign the Code of Conduct annually at the first meeting after the Annual General Meeting, or if appointed to the Board or hired during the year immediately on appointment/start date.

I _____ (full name) understand that I am required to abide by this Code of Conduct during my tenure/term with Workforce WindsorEssex.

Conduct

Board Directors, Staff, and Volunteers shall:

- Be governed by the principles of accessibility, accountability, coordination, equity, self-reliance, mutual responsibility, and simplicity
- Be governed by the values of: consistency, fairness, openness, integrity, honesty, excellence, quality, service, encouragement, patience, and human dignity

Board Directors, Staff, and Volunteers when engaged in activities of the Board or the Corporation shall not:

- Speak disrespectfully of or to another person
- Use offensive words or inappropriate language
- Speak in public on behalf of the Board or Corporation without advance authorization and/or, consultation with the Board
- Be critical of policy, practices or persons unless this is within the proper Board forum

Board Directors, Staff, and Volunteers must recognize that, by the nature of their service, they will be perceived as representing the Corporation at all times and that any activity even if unrelated to the Corporation may negatively impact on the perception and integrity of the Corporation.

Confidentiality

Dependent on role or responsibility, Directors and/or Staff and/or Volunteers may be required to retain confidentiality even after their term is complete.

Board Directors, Staff, and Volunteers shall:

- Keep in strict confidence any information regarding the Workforce Development Board Windsor Essex and agencies that is not publicly released by the Corporation
- Not engage in discussions related to situations based on information gained through their role, except where required to fulfill their role
- Treat all written and verbal information received as part of their role as confidential

Conflict of Interest

Board Directors, Staff, and Volunteers shall:

- Declare any conflict of interest to the Board Chair or CEO, be it real, potential, or apparent, which is not immediately obvious to the others
- Not make decisions or be motivated by other or additional considerations than the best interests of the Corporation
- Not contract with the Corporation without prior full disclosure and approval by the Board
- Disclose prior to any contractual commitment, any directorships of or interests in other organizations which are contracting with the Corporation
- Not take part in the discussion or vote on any question in respect of the Conflict of Interest

In certain circumstances, for example specialized knowledge, a Director, Staff, or Volunteer after declaring a Conflict of Interest may be invited to provide information on the topic if the majority of the Board vote in support of this exception but in no circumstances will be allowed to vote.

A Board Director, Staff, or Volunteer is subject to an escalating level of censure up to being removed/terminated or being asked to resign if they are not in agreement with the Code of Conduct or their behaviour violated the Code of Conduct for the Workforce Development Board Windsor Essex.

I have read the Code of Conduct for the Workforce Development Board Windsor Essex and agree to comply with the requirements.

Signature

Date

Appendix G: By-Laws

(Revised June 23, 2022)

A by-law relating generally to the transaction of the affairs of **Workforce Development Board Windsor Essex**, a corporation without share capital incorporated under the Ontario Corporations Act (Ontario Corporation Number 1762309).

Contents

1. Interpretation
2. General Business Matters
3. Members
4. Meetings
5. Notice
6. Board of Directors
7. Meetings of the Directors
8. Committees
9. Workplan
10. Officers
11. Auditor
12. Indemnification
13. Conflict of Interest
14. Confidentiality
15. Amendments
16. Effective Date

Be it enacted as a by-law of **Workforce Development Board Windsor Essex** as follows:

1. Interpretation

1.1 Definitions – In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- “*Act*” means the *Corporations Act* (Ontario), including the Regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time;
- “*appoint*” includes “elect”, and *Vice versa*
- “*articles*” means the Articles of Incorporation and/or other constating documents of the Corporation as amended or restated from time to time;
- “*Board*” means the Board of directors of the Corporation and “*director*” means a member of the Board;
- “*by-laws*” means this by-law and all other by-laws, including special by-laws, of the Corporation as amended from time to time and which are, from time to time, in force and effect;
- “*Corporation*” means this Corporation, being the corporation to which the Articles pertain, and named “Workforce Development Board Windsor Essex”;

- “*meeting of members*” includes an annual meeting of members and a special meeting of members; “*special meeting of members*” means a special meeting of all members entitled to vote at an annual meeting of members;
- “*recorded address*” means, in the case of a member, their address as recorded in the members’ register; and in the case of joint members, the address appearing in the members’ register in respect of such joint holding or the first address so appearing if there is more than one; in the case of a director, officer, auditor, or member of a committee of the Board, their latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act*, whichever is the more current. The secretary may change or cause to be changed the recorded address of any person in accordance with any information believed by them to be reliable.

1.2 Rules – In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- a. Except where specifically defined herein, words, terms, and expressions appearing in this by-law, including the terms “resident Canadian” and “unanimous shareholder agreement: shall have the meaning ascribed to them under the Act;
- b. Words importing the singular include the plural and *Vice versa*;
- c. Words importing gender include the masculine, feminine, and other genders;
- d. “His” or “her”, “he” or “she” are replaced by their gender-neutral terms of “their”, “them”, and “they”, which implies both singular and plural;
- e. Words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in their capacity as trustee, executor, administrator, or other legal representative.

2. General Business Matters

2.1 Head Office – The head office of the Corporation shall be in the City of Windsor or in the County of Essex in the Province of Ontario. The directors may, from time to time, determine the specific location of the head office.

2.2 Fiscal Year – The fiscal year of the Corporation shall begin on April 1 of each year and end on March 31 of the next year.

2.3 Execution of Documents – Deed, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by the Chair and another officer of the Board. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or class of documents shall be executed.

2.4 Banking – All matters pertaining to the banking of the Corporation shall be transacted with such banks, trust companies, or other financial organizations as the Board may designate or authorize from time to time. All such banking business shall be transacted on behalf of the Corporation pursuant to such agreements, instructions, delegations of powers, and signing authority as may, from time to time, be prescribed by the Board.

3. Members

3.1 Only the directors of the Corporation shall be eligible for membership in the Corporation and all members are directors.

3.2 There shall be no fee for annual membership and the member shall not pay any dues for membership. The Board of directors may, from time to time, set an amount or thereafter change the amount.

3.3 Every individual member in good standing is entitled:

- a. to attend any meeting of the Corporation;
- b. with the exception of the Chief Executive Officer, to vote at any meeting of the Corporation; and
- c. to hold any office of the Corporation.

3.4 Each member is entitled to one (1) vote. The Chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the member.

3.5 Membership shall cease:

- a. when a member ceases to be a director;
- b. when a member resigns and leaves the Corporation, whether or not in writing;
- c. when any conflict of interest arises concerning a member that is not waived by the Corporation;
- d. for any other reason reasonably determined by the Corporation.

4. Meetings

4.1 The annual general meeting of the Corporation shall be held no later than four (4) months after the end of the Corporation's fiscal year. The following business shall be conducted at the annual general meeting:

- a. reading of the financial reports;
- b. election of the directors;
- c. appointment of auditors and fixing or authorizing the Board to fix the remuneration of the auditor; and
- d. any other business that may properly be brought before the meeting.

4.2 The directors may, from time to time, call a general meeting of the Corporation.

4.3 The directors shall call a general meeting of the Corporation if at least ten (10%) percent of the members of the Corporation request that a general meeting be called.

4.4 Notice of the annual general meeting or of a general meeting shall be given to the members by the secretary at least seven days before the date of the meeting.

4.5 Quorum for the annual general meeting or for a general meeting of the Corporation shall be a majority of members of the Corporation present in person or by proxy at the time of the meeting.

5. Notice

5.1 Any notice required to be given under the Act, the Letters Patent, the by-laws, or otherwise by a member, director, officer, or auditor shall be deemed to have been given if it is:

- a. delivered personally to the person to whom it is to be given;
- b. delivered to the person's address as recorded in the Corporation's records;
- c. mailed to the person's address as recorded in the Corporation's records by prepaid ordinary mail; or
- d. sent to the person's address, facsimile number, or email address as recorded in the Corporation's records by any means of prepaid transmittal, delivery, recorded, or electronic communication.

A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three days after it was mailed or transmitted.

5.2 The notice shall specify the business to be attended to at the annual general meeting or at a regular or special meeting.

6. Board of Directors

6.1 The affairs of the Corporation shall be managed by a Board of between ten (10) and twelve (12) directors. Directors shall be active community leaders elected or appointed from a range of community sectors.

6.2 Any increase or decrease in the number of directors shall be approved by a special resolution requiring a two-thirds majority of members.

6.3 The directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent, or otherwise, unless the directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:

- a. to enter into contracts or agreements;
- b. to make banking and financial arrangements;
- c. to execute documents;
- d. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
- e. to purchase, lease, or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities, or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
- f. to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property; and

- g. to purchase insurance to protect the property, rights, and interests of the Corporation and to indemnify the Corporation, its members, directors, and officers from any claims, damages, losses, or costs arising from or related to the affairs of the Corporation.

6.4 Each director shall be a member of the Corporation at the time of their election or appointment and shall remain a member throughout their term of office.

6.5 No person shall be qualified for election as a director if such person is: less than eighteen (18) years of age, of unsound mind as found by a court in Canada or elsewhere, not an individual, or has the status of a bankrupt.

6.6 Each director shall be elected to hold office for one (1) term of three (3) years. Each director shall be eligible for re-election for one additional consecutive three (3) year term if they are otherwise qualified to be a director. Time served as an officer is not counted as part of a term. However, the maximum time a director may serve on the Board is limited to ten (10) years from the date of the first annual general meeting that they were formally appointed.

6.7 Each director shall serve, throughout the director's term in office, without remuneration and no director shall directly or indirectly receive any profit, payment, or remuneration of any nature or kind from the Corporation on any basis including, without limitation, in a director's capacity as an officer of the Corporation; provided, however that the foregoing shall not preclude a director from requesting and being reimbursed for reasonable expenses incurred in performance of their duties as a director of the Corporation.

6.8 A director ceases to hold office upon death, upon removal of office by the directors, upon ceasing to be qualified for election as a director, upon receipt by the Corporation of a written resignation, or, if a time is specified in such written resignation, at the time therein specified, whichever is later. Upon ceasing to be a director, such former director shall also cease to be a member of the Corporation.

6.9 A director may be removed from the Board by a resolution of the Board for, without limitation, the following:

- a. Breach by a director of the director's legislative obligations to the Corporation or breach of any other law.
- b. Any conflict of interest of a director that cannot be resolved in a manner satisfactory to the Board.
- c. Engagement by a director in activities that are deemed by the Board to be inconsistent with the objects of the Corporation, including the provisions of the Articles of Incorporation of this by-law.
- d. Inability of a director to meet the eligibility criteria of a Board member as described in subsection 6.6 of this by-law.
- e. Absence of a director from three (3) consecutive meetings of the Board without prior written approval of the Board.
- f. Any serious breach by a director of their duties as a director including, without limitation, a breach of the Code of Ethics.

6.10 If a member of the Board ceases to be a director for any reason, vacancies of the Board shall be filled by the temporary appointment of a director until the appointment can be finalized at the next annual general meeting. The temporary appointment time will not serve as part of the three-year term for this director.

6.11 The directors shall have and maintain policies and guidelines to assist in the operation and activities of the Board and the Corporation including, without limitation, the Code of Ethics, which policies and guidelines shall be adhered to by all members and directors of the Corporation.

7. Meetings of the Directors

7.1 A quorum for a meeting of the Board of directors shall be half of the current number of directors plus one.

7.2 Meetings of the Board may be called by the Chair, or any two members of the Board.

7.3 The Annual General Meeting of the Board shall be called by the Board of directors not later than four (4) months after the end of the Corporation's fiscal year end.

7.4 Regular meetings of the Board shall be held a minimum of four (4) times a year. Further meetings may be held as often as determined by the Chair of the Board.

7.5 No formal notice of any meeting of the Board shall be necessary if all the elected directors are present or if those absent have indicated their consent by letter or email to the meeting being held in their absence.

7.6 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.

7.7 Material errors or omissions with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting unless all directors consent to the validation of the meeting and proceedings.

7.8 The directors shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to their original vote.

7.9 A declaration that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number of proportion of the votes recorded in favour or against any resolution.

8. Committees

8.1 From time to time, the Board of directors may establish committees to take on specific assignments and usurp such duties as deemed required, which committees shall be constituted by resolution of the Board.

8.2 Committee Chairs may invite up to two (2) representatives from the community, who are not elected Board members, to participate in committee work, providing the majority of committee members are Board members.

9. Workplan

9.1 The Board shall determine policies and duties to guide and support the work of the Board and may delegate Workplan items to any Board committees to facilitate its work.

10. Officers

10.1 The Board of directors shall elect from among themselves a Chair, up to two Vice-Chairs, and a Treasurer who shall each serve until the next annual general meeting or until they are removed from office by resolution of the Board of directors. The Treasurer may also be appointed as a Vice-Chair and hold two offices. The Chief Executive Officer (CEO) is an ex-officio non-voting member of the Board and committees of the Board and is a non-voting member of the Corporation.

10.2 The CEO is the senior employee of the Corporation and is employed and supervised by the Officers of the Board. The CEO is responsible for all operations of the Corporation as well as ensuring that all corporate secretarial work related to the Board and corporation is carried out as required. Performance expectations for the CEO are set annually by the Chair.

10.3 At the end of each one (1) year term, officers may be re-elected for an additional consecutive one (1) year term.

10.4. The officers of the corporation shall have the following duties:

- a. Chair – Chair all meetings of the Corporation and of the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents with a Vice-Chair; perform any other duties which the Board may, from time to time, assign;
- b. Vice-Chair/s – Serve as the alternative/s in seniority order for the Chair with the same applicable duties when the Chair is not available; and
- c. Treasurer – Oversee the financial administration, reporting and feasibility of the corporation.

11. Auditor

11.1 The Board shall appoint and pay a licensed auditor on an annual basis to prepare and provide the Auditor's Report, the External Auditor's Finding Report, and the Annual Information Return. The Corporation shall not be required to appoint the same auditor in each year.

11.2 The Auditor shall be engaged to prepare a management letter for the purpose of indicating to the Board specific ways to improve reporting and financial operations for the efficient management of the Corporation's resources. The management letter shall identify how the Corporation has corrected and recommend how the Corporation may correct any deficiencies in legislative compliance and internal controls.

12. Indemnification

12.1 The Corporation shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- a. all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, manner, or thing whatsoever made, done, or permitted by them in the execution of the duties of their office; and
- b. all other costs, charges, and expenses that they sustain or incur in or about or arising from or in relation to the affairs except costs, charges, or expenses thereof as are occasioned by their own willful neglect or default.

13. Conflict of Interest

13.1 The directors and officers shall comply with all applicable conflict of interest legislation and regulations including, without limitation, the *Municipal Conflict of Interest Act*.

13.2 The directors and officers of the Corporation shall ensure that any and all employees comply with all applicable conflict of interest legislation and regulations and any related policy of the Corporation in respect of conflicts of interest.

14. Confidentiality

14.1 Directors and officers will ensure that confidential information of the Corporation is not disclosed or otherwise made available to any person, except to the extent that disclosure is required in the course of judicial proceedings, pursuant to the law or as otherwise may be reasonably required, but in each instance, only to the extent necessary.

14.2 All directors, officers, and members of the Corporation will be required to sign a confidentiality agreement in a form acceptable to the Corporation.

15. Amendments

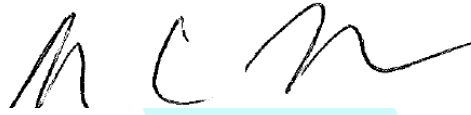
15.1 By-laws of the Corporation may be enacted, repealed, amended, added to, or re-enacted by the directors in accordance with the provisions of the *Corporations Act*.

16. Effective Date

16.1 Subject to its being confirmed by the members, this by-law shall come into force when enacted by the Board, subject to the provisions of the Act.

[remainder of page intentionally left blank]

ENACTED by the Board this 23rd day of June, 2022.



A handwritten signature in black ink, consisting of stylized initials 'M C M'.

Chair



A handwritten signature in black ink, appearing to read 'Stephan Kelne'.

Second Officer