

**NORTH BAY FOOD BANK
BOARD OF DIRECTORS POLICIES AND PROCEDURES**

INTRODUCTION

1. BOARD STRUCTURE & RESPONSIBILITIES

- 1.1 Board Structure
- 1.2 Committees
- 1.3 General Responsibilities of the Board as a Corporate Body
- 1.4 Authority and Accountability
- 1.5 Major Duties of the Board
- 1.6 Due Diligence - Responsibilities of Individual Board Members
- 1.7 Conflict of Interest
- 1.8 Complaints and Disputes Involving Directors

2. ROLES OF THE OFFICERS OF THE BOARD

- 1.1 Chairperson
- 1.2 Vice Chairperson
- 1.3 Treasurer
- 1.4 Secretary
- 1.5 Board Members

3. STYLE OF GOVERNANCE

4. BOARD RESPONSIBILITIES

- 4.1 Annual Board Review
- 4.2 Financial Stewardship
- 4.3 Human Resources Stewardship
- 4.4 Performance Monitoring and Accountability
- 4.5 Risk Management
- 4.6 Community Representation and Advocacy
- 4.7 Management of Critical Transition Phases

5. EXECUTIVE AUTHORITY

- 5.1 Delegation to the General Manager
- 5.2 Appointment of the General Manager
- 5.3 General Manager's Performance Appraisal

6. BOARD DEVELOPMENT

- 6.1 Recruitment and Screening of New Board Member
- 6.2 Terminating Board Membership

7. BOARD MANAGEMENT

7.1 Meetings

7.2 Conflict Resolution

8. BOARD DECISION MAKING

8.1 In-Camera Meetings

Definitions

The North Bay Food Bank will also be referred to as the NBFB, or the Food Bank.

North Bay Food Bank Mission Statement

To work within our community to gather and distribute nutritious food to those in need, and to contribute to public awareness, the conditions that lead to food insecurity.

Our Values

- Our commitment is to serve our clients with courtesy and respect.
- We believe the best way to address food insecurity is through collaboration with others.
- Volunteerism is our strength and primary resource.
- We are accountable to our community for the service that we deliver.
- We are responsible and transparent stewards of the resources entrusted to us by our community.

INTRODUCTION

Policies and Procedures are the internal controls of an organization. Following policy affords allowances and boundaries for all involved with the organization, from the Board of Directors to staff and volunteers. Providing effective structure from which to work from, the organization can then look forward to productivity not otherwise reachable.

Policies and Procedures educate new and existing Board Members about the existing operating procedures of the organization. This document is also used to define roles and responsibilities, giving a sense of purpose and direction to each member.

Exceptions are clearly laid out for both Board and staff, risks and challenges can be managed, and employee engagement can be achieved when operating within the boundaries as established by effective policy and procedures.

1. BOARD STRUCTURE AND RESPONSIBILITIES

BOARD STRUCTURE

POLICY 1.1

POLICY

According to the North Bay Food Bank by-laws, the affairs of the organization shall be managed by no less than five (5) and no more than eleven (11) directors.

Directors shall be elected to hold office for a term of two (2) years and a retiring Director is eligible for re-election following the expiry of their term.

Building a strong board requires that prospective board members know from the start what the organization expects of them. Expectations are described in this Policy and Procedures document.

PROCEDURE

Board members and staff may at any time identify prospective board members.

Potential Board Members will need to submit an application and meet with members of the Executive Committee before being nominated.

Generally, Board Members will be elected at the Annual General Meeting. However, if there are several openings on the Board, the Board may, and has the authority, to choose to seek out and approve potential board members throughout the year.

COMMITTEES

POLICY 1.2

POLICY

The North Bay Food Bank will have four standing Committees. They are:

1. Executive and Governance Committee
2. Finance Committee
3. Human Resources Committee
4. Fundraising Committee

PROCEDURE

The Executive Committee will comprise of the Chairperson, Vice Chairperson, Treasurer, and Secretary and at least one and no more than two board member(s). All positions of the Executive are filled and elected by the Board of Directors.

The Finance Committee will include the Treasurer and a minimum of two (2) other board members.

The Fundraising Committee will include a minimum of three (3) board members. This committee can also include staff and members at large.

The Human Resources Committee will include a minimum of two (2) board members.

With the exception of the Executive, the Board Chairperson and General Manager are ex-officio members of each Committee.

Each committee is governed by its own Terms of Reference which can be found later in this document.

The Board may at times, at its discretion, choose to create Ad-Hoc committees to deal with issues as they arise.

GENERAL RESPONSIBILITIES OF THE BOARD AS A CORPORATE BODY

POLICY1.3

POLICY

The role of the Board is governance; the role of the General Manager is management.

PROCEDURE

Trusteeship

The Board is responsible for the organization's programs, image and assets. The Board has a duty to manage the organization honestly, in good faith, and in the best interest of the organization.

Financial Management

The Board is responsible for spending money on programs that support the organization's priorities of need. As trustees responsible for funds which the

organization raises, accepts and disperses, adequate financial controls which protect the assets and limit the liabilities will be maintained.

Program Planning Implementation and Evaluation

The Board must ensure that goals are set, obligations defined and plans developed to reach these goals. The goals will reflect the needs of the Food Bank and the community it serves.

Communication

Communication within the organization, both written and verbal, will enable better understanding and support of all organization matters. Interaction with potential members, community leaders, other organizations, and various business and government bodies is also very important and falls within this area.

AUTHORITY AND ACCOUNTABILITY

POLICY 1.4

POLICY

The Board is the final authority of the North Bay Food Bank and is accountable to its funders and the community it serves.

The General Manager has authority over the day to day operations of the North Bay Food Bank and is accountable to the Board of Directors.

PROCEDURE

The Board will ensure funders and community interests are paramount in all decision making.

The Board will be accountable to the other members, ensuring proper interests are protected.

The General Manager will oversee the day to day operations, reporting activities to the Board at Board meetings, keeping in contact with the Chairperson as needed.

The Board will ensure proper government and funder/supporter reporting is complete.

Board members will follow the Code of Conduct as it is written. The Code is intended to assist Directors to understand their responsibilities to uphold the goals and values to which the NBBF aspires and to conduct business in accordance with the applicable laws and regulations.

Board members will also sign and respect the Oath of Confidentiality. By signing the Oath of Confidentiality, the signatory acknowledges an understanding of, and agreement with all of the NBFB's policies and procedures relating to client, staff, volunteer, Board Members and agency confidentiality.

MAJOR DUTIES OF THE BOARD

POLICY 1.5

As the oversight body of a non-profit organization, the Board of Directors is ultimately responsible for an organization's management activities. Each board member has a fiduciary duty to the organization. This means that the board acts on behalf of the membership or stakeholders in directing the affairs of the organization. The fiduciary duty of the board is the same for all types of governance and covers all areas of responsibility.

Diligence

Directors will act responsibly, prudently, and in good faith; educate themselves about the organization; make responsible inquiries with respect to the management of the organization; consider explanations to make informed decisions.

Skill/Competence

Directors with a special skill or knowledge have a duty to use their expertise in their role as a Board Member, and to practice the standard of care expected of their professional abilities.

Loyalty

Directors have a duty to always place the interest of the organization first. This means acting honestly, in good faith and in the best interest of the organization. Directors must fully and promptly disclose any potential conflicts of interest and take action to avoid perceived or real conflicts of interest.

Obedience

Directors have a duty to act within the scope of the governing documents of the organization and to ensure that committees and staff do so as well. Governing documents include the organizations bylaws, policies, rules and regulations. This duty includes ensuring that governing documents are kept up-to-date. Directors also have a duty to obey all laws and statutes that apply to the organization.

DUE DILIGENCE - RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

POLICY 1.6

There are ten basic responsibilities of the Board of Directors.

1. Determining the Organization Mission and Purpose

The Board is responsible for creating the mission statement and review it periodically for accuracy and validity. Each individual board member should fully understand and support it.

2. Select the General Manager

Consensus must be reached on the Executive Director's job description and a careful search process to find the most qualified individual for the position undertaken. As the employer, the board is responsible for providing the job description, orientation, and supervision of the Executive Director's position.

3. Support the General Manager and Review Their Performance

Ensure that the General Manager has the moral and professional support that they need to further the goals of the organization. The General Manager, in partnership with the entire Board, should conduct a periodic evaluation of the General Manger's performance as outlined later in this document.

4. Ensure Effective Organization Planning

As stewards of the organization, actively participate with the staff in an overall planning process and assist in implementing the plan's goals.

5. Ensure Adequate Resources

Provide adequate resources for the organization to fulfill its mission and work in partnership with the Executive Director to raise funds from the community.

6. Manage Resources Effectively

To remain accountable to its donors, the public, and to safeguard its tax exempt status, assist in developing the annual budget and ensure that proper financial controls are in place.

7. Determine and Monitor the Organization's Programs and Services

Determine which programs are the most consistent with an organization's mission, and monitor their effectiveness.

8. Enhance the Organization's Public Image

An organization's primary link to the community, including clients, the public, and the media, is the Board. Clearly articulate the organization's mission, accomplishments, and goals to the public as important elements of a comprehensive public relations strategy.

9. Serve as a Court of Appeal

Except in the direst of circumstances, serve as a court of appeal in personnel matters.

10. Assess its Own Performance

Evaluate its own performance in fulfilling responsibilities so as to recognize its achievements and reach consensus on which areas need to be improved. Discussing the results of a self-assessment at an Annual Review can assist in developing a long-range plan.

CONFLICT OF INTEREST

POLICY 1.7

POLICY

Definition of Conflict of Interest

A conflict of interest is described as an actual or apparent interest by a Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. A conflict of interest occurs when a Board member has a direct fiduciary interest in another relationship.

A conflict of interest includes any bias or the appearance of bias in a decision-making process that would reflect a dual role by a member of the organization or group. This conflict of interest extends to any direct family of a board member.

The following considerations should be made when facing a potential conflict:

Duty to Disclose

In connection with any actual or possible conflict of interest, a Board member must disclose the existence of the conflict and be given the opportunity to disclose the existence of the conflict and be given the opportunity to disclose all material facts to the Board or Executive Committee.

Removal of Self

Any director may remove themselves at any time from involvement in any decision or discussion in which the director believes that they have or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

Determining Whether a Conflict of Interest Exists

After full disclosure of all material facts, and after any discussion with the interested person, they shall leave the Board or Executive Committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

PROCEDURE

1. A Board Member may make a presentation at the Executive Committee meeting, but after the presentation they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The Chairperson of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed outcome or arrangement.
3. After exercising due diligence, the Executive Committee shall ascertain whether the NBBF can obtain with reasonable efforts a more advantageous outcome or arrangement from a person or entity that would not lead to a conflict of interest.
4. If a more advantageous outcome or arrangement is not reasonably possible under the circumstances, the Executive Committee shall determine by a majority vote of the disinterested directors whether the outcome or arrangement is in the NBBF's best interest, for its own benefit, and whether it is fair and reasonable. The resulting judgement will determine its decision as to whether to pursue to desired outcome or arrangement.

COMPLAINTS AND DISPUTES INVOLVING DIRECTORS POLICY 1.8

POLICY

There are occasions when complaints and/or disputes involving directors arise. With regard to The North Bay Food Bank activities, several factors must be considered to ensure that all interested parties are protected and that the issue is resolved accordingly.

PROCEDURE

1. All complaints will be submitted to the Board Chairperson in writing. If the Board Chairperson is not available to receive the complaint/dispute, or the complaint/dispute involves the Chairperson, the written complaint/dispute will then be submitted to the Vice Chairperson.

2. The Executive Committee will meet at its earliest convenience to discuss the complaint/dispute.
3. If the complainant(s) is/are a member(s) of the Executive Committee, they are not entitled to attend the Executive Committee meeting where their dispute is being discussed.
4. The Executive will then request a meeting with the complainant to deliberate further and ensure all required information is forthcoming.
5. Should the complaint/dispute involve unlawful activity/behaviour, the police or proper authorities will be notified immediately.
6. If the complaint/dispute involves the Directors'(s) behaviour or character, but is not unlawful, a meeting between the Director(s) in question and the Executive will be arranged to determine if the accusations are accurate.
7. A meeting between all Directors involved will follow to precede with conflict resolution procedures.
8. Should an amicable outcome be unreachable, the Executive Committee has a right to accept resignations or proceed with removal of the disruptive Director.

2. ROLES OF THE OFFICERS OF THE BOARD

1.1 Chairperson

Authority and Responsibility

The Chairperson is responsible to the Board of Directors who is the legal authority of the North Bay Food Bank. The Chairperson acts in a position of leadership for the Board of Directors and the organization.

Requirements of Board Chairperson Include:

- Commitment to the work of the organization.
- Knowledge and skills in one or more areas of board governance: policy, finance, programs, personnel, and advocacy.
- Willingness to serve on committees.
- Attendance at all Board meetings.
- Attendance at meetings of assigned committees.
- Attendance at Annual General Meetings.
- Support of special events.

General Duties

The chairperson shall:

- Provide leadership.
- Make sure the board adheres to its bylaws.
- Prepare the board's agenda with input from all Board Members.
- Chair meetings of the board.
- Encourage Board Members to participate in meetings and activities.
- Keep the Board's activities focused on the organization's mission.
- Act as a signing officer.
- Evaluate the effectiveness of the Board's decision-making process.
- Chair the Executive Committee. This includes coordinating the committee's work, preparing the Board's agenda, and acting on behalf of the Board in emergencies.
- Make sure that committee chairpersons are appointed.
- Orient Board Members and Committee Chairpersons to the Board.
- Serve as ex officio member of committees and attend their meetings when needed. Make sure there is a process to evaluate the effectiveness of Board members using measurable criteria.
- Recognize Board Members contributions.
- Act as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- Prepare a report for the Annual General Meeting.
- Orient new Chairperson.
- Meet with the General Manager on a regular basis on the running of the organization.
- Make sure the Board Members remain in their governance role.
- Be responsible for representing the organization to the public and media.
- Be familiar with the mandate, bylaws, and policies.
- Carry out other duties unique to the organization.

1.2 Vice-Chairperson

Authority and Responsibility

The Vice-Chairperson is responsible to the Board of Directors who is the legal authority for The North Bay Food Bank. The Vice-Chairperson acts in a position of leadership for the Board of Directors and the organization.

Requirements of Vice-Chairperson include:

- Commitment to the work of the organization.
- Knowledge and skills in one or more areas of board governance: policy, finance, programs, personnel, and advocacy.
- Willingness to serve on committees.
- Attendance at board meetings.
- Attendance at meetings of assigned committees.

- Attendance at Annual General Meetings.
- Support of special events.

General Duties:

The Board Vice-Chairperson shall:

- Act in the absence of the Chair person. If the Vice-Chairperson is absent, the Board Members elect a chairperson for the meeting.
- Learn duties of the Chairperson and keep informed on key issues.
- Replace the Chairperson at various functions when requested to do so by the Chairperson or the Board.
- Work closely as consultant and advisor to the Chairperson.
- Act as a signing officer.
- Prepare to serve a future term as Chairperson (optional).
- Chair at least one major committee.
- Be willing to act as a signing officer for cheques and other documents.
- Orient new Vice-Chairperson.
- Be responsible for representing the organization to the public and media when designated.
- Be familiar with the mandate, bylaws, and policies.
- Carry out other duties assigned by the Board.

1.3 Secretary

Authority and Responsibility

The Secretary is responsible to the Board of Directors who is the legal authority for the North Bay Food Bank. The Secretary acts in a position of recorder for the Board of Directors and the organization.

Requirements of Secretary include:

- Commitment to the work of the organization.
- Knowledge and skills in one or more areas of board governance: policy, finance, programs, personnel and advocacy.
- Willingness to serve on committees.
- Attendance at board meetings.
- Attendance at meetings of assigned committees.
- Attendance at Annual General Meetings.
- Support of special events.

General Duties

The Board Secretary Shall:

- Serve on Executive Committee.
- Keep copies of the organization's bylaws and the board policies.

- Keep record of board attendance.
- Make sure that there is quorum at board meetings.
- Keep accurate minutes of meetings.
- Act as a signing officer.
- Record all motions and decisions of meetings.
- Record all corrections to minutes.
- Keep copies of minutes of board meetings.
- Sign official documents of the organization as required.
- In the absence of the Chairperson and the Vice-Chairperson, chair board meetings until the election of an alternate chairperson.
- Orient the new Secretary.
- Be responsible for representing the Board position to the public.
- Be familiar with the mandate, bylaws, and policies.
- Carry out other duties assigned by the Board.

1.4 Treasurer

Authority and Responsibility

The Treasurer is responsible to the Board of Directors which is the legal authority for the North Bay Food Bank. The Treasurer acts in a position of financial leadership for the Board of Directors and the organization.

Requirements of Treasurer include:

- Commitment to the work of the organization.
- Knowledge and skills in one or more areas of board governance: policy, finance, programs, personnel and advocacy.
- Willingness to serve on committees.
- Attendance at board meetings.
- Attendance at meetings of assigned committees.
- Attendance at Annual General Meetings.
- Support of special events.

General Duties

The Treasurer Shall:

- Serve on the Executive Committee.
- Give regular reports to the Board on the financial state of the organization.
- Oversee the financial functioning of the organization.
- Make sure that all employee deductions are remitted.
- Speak for the budget in partnership with the Executive Director and Finance Committee. Make sure all necessary financial reports are filed.
- Chair the Finance Committee.

- Do the monthly reconciliation of all bank accounts unless performed by the bookkeeper/accountant.
- Orient the new Treasurer.
- Act as signing officer
- Make sure an audited statement of the financial position is prepared and presented at the Annual General Meeting unless performed by the bookkeeper/accountant.
- Be responsible for representing the Board position to the public.
- Be responsible for representing the Board position to the media when designated.
- Be familiar with the mandate, bylaws, and policies.
- Carry out other duties assigned by the Board.

1.5 Board Member

Authority and Responsibility

The Board of Directors is the legal authority for The North Bay Food Bank. As a member of the Board, the Board Member acts in a position of trust for the community and is responsible for the effective governance of the organization.

Requirements of Board Members include:

- Commitment to the work of the organization.
- Knowledge and skills in one or more areas of that would benefit the Food Bank.
- Willingness to serve on committees.
- Attendance at board meetings.
- Attendance at meetings of assigned committees.
- Attendance at Annual General Meetings.
- Support of special events and fundraisers.

General Duties

A Board Member is fully informed on organizational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

A Member at Large shall:

- Approve, where appropriate, policy and other recommendations received from the Board, its' Committees and Executive Director.
- Monitor all Board policies.
- Review the bylaws and policy manual, and recommend changes to the Board.
- Review the Board's structure, approve changes, and prepare necessary bylaw amendments.

- Participate in the development of the North Bay Food Bank’s strategic plan and annual review.
- Approve the NFBF’s annual budget.
- Assist in developing and maintaining positive relations among the Board, committees, staff members, volunteers and community to enhance the NFBF.
- Be familiar with the mandate, bylaws, and policies of the NFBF.
- Be responsible for representing the Board’s position to the public and media when requested.

3. STYLE OF GOVERNANCE

The North Bay Food Bank is a Governing Board and as such has regular meetings, receives reports from the General Manager and other staff as necessary, then gives direction as to how to deal with issues and set policy of the organization.

Governing boards often do things like approve individual expenditures, programs, and action, meeting regularly in order to these activities.

4. BOARD RESPONSIBILITIES

ANNUAL BOARD REVIEW

POLICY 4.1

Every calendar year the Board of Directors of the North Bay Food Bank will set aside a block of time to review and revise the Food Bank’s Strategic Plan, Annual Operating Plan, and Annual Budget.

This Planning Review will encompass the following:

- The creation of an overall Strategic Plan.
- A comprehensive fundraising plan
- An Annual Operating Plan will be put in place.
- Annual Budget for any major projects will be put in place and/or reviewed.
- Review Mission and Vision Statements
- Identify new board members as needed.

It is the Executive Committee’s responsibility to plan and prepare for the Annual Review. Part of that preparation will include an agenda reflecting the planning needs of the organization. This agenda should be made available a month prior to the Annual Review. In response, each Committee will come prepared with possible solutions in accordance with assigned responsibilities and duties.

The General Manager is to be present at the Annual Review.

FINANCIAL STEWARDSHIP

POLICY 4.2

POLICY

The Board of Directors are the trustees responsible for funds which the organization raises, accepts, and disperses.

PROCEDURE

Establish basic internal controls to ensure that transactions are appropriately executed and recorded, including segregation of duties to maintain appropriate checks and balances.

Be alert to control weaknesses that can lead to waste, misuse, misappropriation or destruction of assets (including data and data integrity) and taking action to correct such weaknesses.

Report all suspected or known misappropriations, misuses, destruction of assets (including data and data integrity) and conflicts of interest.

Maintain the confidentiality of The North Bay Food Bank financial information as required.

Board meetings will include a Treasurer's Report ensuring transparency and accountability.

Each Board member is responsible for gaining a sufficient level of comfort and understanding of the financial position of the Food Bank.

The Board is responsible for securing adequate resources for the organization to fulfill its mission.

The Board of Directors will at all times adhere to adequate financial controls which protect the assets of The North Bay Food Bank. These include:

- All monies will be secured in the business office, and there are a limited number of keys to this facility.
- At no time shall substantial amounts of cash or financial instruments be left onsite for more than 72 hours, unless approved by the Chair Person.
- Proper reporting to all levels of government will be adhered to.

Controls at Major Fundraising Events will include:

- Two people will always be present to count money ('Counters'), one will always be a Board Member or Senior Level Staff.

- Both Counters are to sign off on all deposits.
- Annual Audits will be conducted.

HUMAN RESOURCES STEWARDSHIP

POLICY 4.3

POLICY

Stewardship of The North Bay Food Bank's human resources involves creating a work environment in which people treat each other with respect and dignity, regardless of their roles, responsibilities or differences. Further, it involves providing others with support, direction, and resources to allow them to accomplish the responsibilities of their jobs and to reach the goals that you set with them for professional and personal growth.

PROCEDURE

Learn, follow and uphold the Food Bank's policies in human resource management, diversity and affirmative action, including applicable external policies, and government and regulatory requirements.

Maintain high ethical standards and demonstrating integrity, honesty and trustworthiness in all that you do as a representative of the NFBF.

Respect the diverse contributions of each Board Member and employee that, directly or indirectly, help the NFBF achieve its mission.

Create a positive and healthy work environment that will foster creativity, teamwork, collaboration and productivity among members.

Hire and retain qualified and productive employees.

Maintain internal title and salary equity.

Seek ways to continuously improve and innovate the work processes that you control or in which you participate. This includes openly sharing improvement strategies and lessons to help others learn from your experiences.

Practice open and direct communication in the workplace with empathy for other perspectives and reactions.

Exert a positive influence in the work place through your words and actions.

Participate in candid, developmentally oriented performance discussions to identify the progress that you and others are making in meeting assigned responsibilities and

moving towards future goals. This includes creating professional development plans to assist others in the acquisition of new skills and knowledge through education, training, networking and mentoring.

Create a work place where members share responsibility for supporting its missions and receive appropriate recognition for their contributions.

Maintain the confidentiality of NBFB human resources data and information as required.

Manage outside affiliations in a manner that is non-competitive with the NBFB's mission.

Seek an appropriate work-life balance as a way of ensuring personal and professional effectiveness for you and for others.

PERFORMANCE MONITORING AND ACCOUNTABILITY

POLICY 4.4

POLICY

The Board has a responsibility to hold itself accountable for the overall performance of its responsibilities and to evaluate its effectiveness.

In a positive, constructive environment board members will provide information to the Board Chairperson for the purpose of identifying actions to improve individual board member performance and to improve the performance of the Board.

The evaluation is to monitor the performance of the Board. This part of the evaluation will be carried out on an annual basis.

PROCEDURE

A Board Review will be conducted annually. It is at this meeting a plan along with goals for the coming year will be established. It will also assess the Board's work and achievements over the past year.

RISK MANAGEMENT

POLICY 4.5

POLICY

There is always a certain level of risk in every operation. Board Members are responsible for minimizing or eradicating possible risks associated with the North Bay Food Bank's activities.

PROCEDURE

When possible, an accountant or individual with financial designation will be hired or serve as a Board Member.

Proper financial reporting will be adhered to.

Directors' Indemnification Insurance will be maintained as well as comprehensive coverage for building and vehicle.

Insurance coverage for specific events will be obtained as required.

Precise and detailed job descriptions for staff, Board, and volunteers will be provided.

Board and volunteer orientation procedures will be implemented and followed.

COMMUNITY REPRESENTATION AND ADVOCACY

POLICY 4.6

POLICY

There are two parts to this policy:

- i. Board Members will associate themselves with the North Bay Food Bank in the community whenever appropriate.
- ii. Membership will also represent the community as a whole.

PROCEDURE

The Board of Directors will possess a familiarity with and access to community leaders, political representatives and other relevant local organizations.

Directors will also enjoy public recognition and respect as well as a commitment and ability to fundraise or to connect the organization with potential resources.

Directors will seek out opportunities to educate the public about the NFBF and advocate on its behalf.

Board Membership will include representatives from various vocations in the community, including but not limited to legal, financial, business, government, industry, and non-profit.

MANAGEMENT OF CRITICAL TRANSITIONAL PHASES

POLICY 4.7

POLICY

In the event the General Manager or Board Chairperson need to step down or are relieved of their duties, the Board will ensure The North Bay Food Bank's business continues.

PROCEDURE

A transition plan will be created that includes:

- All files and communications will be clearly marked and up to date;
- Signing authority changed and updated;
- The creation of a communication plan that ensures a consistent message to the public; confidentiality will be respected.

In the event the General Manager leaves their position abruptly, the Executive Committee will undertake the process of choosing a replacement. Recruiting may commence internally prior to public tender.

Until a suitable candidate is found, the Executive Committee will undertake the duties of the General Manager.

In the event the Board Chairperson leaves their position abruptly, the Vice Chair will assume the position. The remaining Board Members will then decide if the open position on the Board is to be filled immediately or at the next AGM.

5. EXECUTIVE AUTHORITY

DELEGATION TO THE GENERAL MANAGER

POLICY 5.1

POLICY

The General Manager reports to the Board Chairperson and is accountable to the Board. The Board will establish the broadest policies, delegating implementation and more detailed policy development to the General Manager.

PROCEDURE

Only decisions of the Board are binding on the General Manager. Decisions or instructions of individual Board members, officers or committees are not binding on the General Manager, except when the Board has specifically authorized such exercise of authority.

All Board authority is delegated through the General Manager so that all authority and accountability of staff, programs and enterprises (as far as the Board is concerned) is considered to be the authority of the General Manager.

Information or assistance may be requested by individual board members, officers or committees; but if such request, in the General Manager's judgement, requires a material amount of staff time or funds or is disruptive, it may be refused.

APPOINTMENT OF THE GENERAL MANAGER

POLICY 5.2

POLICY

The day to day affairs of the North Bay Food Bank will be managed by a General Manager.

PROCEDURE

Step 1: Determine future needs of agency and develop profile of ideal candidate.

- List demands of job - issues facing agency.
- List assets (knowledge, skills, and abilities) of ideal General Manager.
- Agree on salary range.
- Develop candidate profile.

Step 2: Plan hiring strategy and recruit applicants.

- Agree on tasks and schedules.
- Make interim arrangements for agency's management.

North Bay Food Bank: Board of Directors Policies and Procedures

- Agree on process and schedule.
- Decide how to involve staff and others.
- Advertise.

Step 3: Screen applicants.

- Receive applications.
- Screen applications.
- Choose whom to interview.

Step 4: Assess candidates.

- Plan assessment process.
- Design interview.
- Conduct interviews.

Step 5: Hire General Manager

- Agree on choice.
- Negotiate details.
- Draft employment agreement.

Final Steps: Establish and maintain good relationship.

- Set clear expectations.
- Plan for formal evaluation after the Probationary Period and Annually.
- Request periodic self-performance evaluation from new Executive Director.

GENERAL MANAGER'S PERFORMANCE EVALUATION

POLICY 5.3

POLICY

A Performance Evaluation of the General Manager shall be conducted annually and within three months of the fiscal year end, by the Chairperson of the Board. The performance will be measured against the criteria as outlined in the Annual Performance Goals document.

PROCEDURE

Members of the Board shall be invited to provide input to the HR committee.

The Evaluation will consist of a Self-Evaluation to be completed by the General Manager and an Evaluation completed by the Board Chairperson both of which will be completed at least one week prior to the meeting.

The Chairperson with the recommendations of the HR and Executive Committees in consultation with the Board, shall determine the salary, benefit and/or bonus changes based on the results of the evaluation.

6. BOARD DEVELOPMENT

RECRUITMENT AND SCREENING OF NEW BOARD MEMBERS POLICY 6.1

POLICY

The Board of Directors shall consist of no less than five (5) and no more than eleven (11) members as per the by-laws. Members will include various vocations in our community.

PROCEDURE

We select Board members through a transparent, non-partisan process that focuses on the abilities and suitability of individual membership candidates. We seek to recruit, develop and retain Board members who can and will carry out their duties as Board members, which includes:

- Participate fully in Board meetings and activities as well as other Organizational activities.
- Engage in ongoing development of the Board, including their own orientation to all aspects of governance as well as development of new members to support the Boards ongoing success.
- Monitor and seek to improve their own performance and processes to conform to standards of good governance and with Board policies and bylaws.
- Seek to develop positive relationships with the organizations external community and stakeholders.
- Represent their professional and personal perspectives with integrity and with respect for the perspectives of all Board members.
- Be conscious of and avoid conflicts of interest.
- Contribute to the Food Bank's ongoing development through their personal and professional competencies.

The Board provides members with opportunities to learn about the principles and processes by which we fulfill our mandate, through:

- Orientation for new Board members.
- Development opportunities related to Board and committee responsibilities.
- Education sessions at Board meetings.

TERMINATING BOARD MEMBERSHIP

POLICY 6.2

Terminating Board Membership

The Board reserves the right to request the resignation of any Board member who does not meet the Board's expectations and/or the mandate of the Food Bank, or who fails to comply with the NBFB's Code of Conduct.

7. BOARD MANAGEMENT

MEETINGS

POLICY 7.1

POLICY

This Policy is intended to support the contribution of all Board Members. Board Meetings are held when needed at a date and time set by the Board Chairperson.

PROCEDURE

All Board Members and the General Manager are to come to meetings prepared, having read all communications and/or reports prior to arriving.

Everyone is expected to arrive on time.

Regrets must be passed on to the Board Chairperson. Should a member fail to send their regrets, they will be considered absent.

All Board Members are expected to participate in meetings, conducting themselves professionally.

Unless approved by the Executive Committee, any board member who misses more than 4 meetings in any calendar year will be removed from the board.

Quorum will consist 50% +1.

CONFLICT RESOLUTION

POLICY 7.2

POLICY

The North Bay Food Bank is committed to creating and maintaining an organizational environment characterized by constructive, productive and supportive working relationships. These are ones that are open to contrasting styles of understanding and acting and different points of view and that recognize that human interactions are complex, often difficult, and that we all contribute to their success and breakdown.

All persons involved with the NFBF have an obligation to communicate openly and respectfully with one another and to provide reasons for particular decisions or actions. When disagreements arise, greater understanding by all is needed. The presence of conflict, if dealt with effectively, offers an opportunity for individual and organizational learning including identification of policies and practices which need to be improved.

PROCEDURE

In the event that any person or group is experiencing a board-related conflict or has a complaint about the actions of another person, the following guidelines will apply:

- Communicate directly with the person or persons whose actions are the cause of the complaint. People should reasonably expect to know if their behavior or their decision is a problem for another person or group.
- If the circumstances are such that the person with a complaint is unable or unwilling to communicate directly with the person or persons whose actions are the cause of their complaint, either for fear of it going badly, or of reprisal, the help of others should be sought in resolving the conflict.
- Complaints and conflicts that cannot be resolved by those directly involved will be dealt with by the Board Chairperson.
- Communication of the complaint or conflict shall first be made verbally. If this does not lead to a resolution that is satisfactory to the complainant, the nature of the complaint should be communicated in writing to the Board Chairperson. Such communication should be no more than one page and be descriptive in outlining the events that gave rise to the complaints and conflict.
- Persons involved in helping resolve the conflict can play a facilitation or mediation role where the goal is to help the parties restore working relationship in the future, or a decision-making/arbitration role where they investigate what happened and make a determination of who is responsible for the situation and what consequences for the parties should be. The choice of these two approaches should be offered to the parties. If a mediated approach fails to resolve the matter, an arbitrated approach can be undertaken.
- The parties will refrain from drawing others into the process as a way of garnering support or getting attention. This can escalate the problem and can be damaging to the organization.
- Complaints and conflicts shall be dealt with in a confidential manner. Meetings to resolve a complaint shall be open only to the parties and those attempting to

resolve the complaint. The parties may have an advocate or supporter present. Meetings may be with the parties individually, together or both. In the interest of openness, no minutes or written record of what is said in these meetings shall be recorded although, if the parties agree, the outcome of the meetings or a resulting agreement may be documented.

- The parties, and those helping to resolve the conflict, should avoid communicating the details of the complaint, making or responding to allegations or giving advice by email. Face-to-face communication, as difficult as it is, should be relied upon. E-mail messages can be used for arranging meetings or communicating details of the resolution process.

8. BOARD DECISION-MAKING

IN-CAMERA MEETINGS

POLICY 8.1

POLICY

The Board shall meet from time to time, as determined by the Board Chairperson, for the purpose of evaluating the Board's relationship with management, as well as is oversight of, and quality of, information provided by management.

Such meetings shall not be considered to be meetings of the Board but rather will be information meetings only.

The Board Chairperson shall immediately communicate with the Executive Director any relevant matters raised during the meeting.

PROCEDURE

A motion is required to move into and rise from a closed, or, in-camera session confidential or sensitive items. This usually includes:

- Assessing, rewarding or disciplining individuals;
- Dealings and discussions with other entities or persons where the information being discussed may compromise the relationship of the organization with them or its relationship with its stakeholders;
- Human resources issues;
- Matters relating to civil or criminal proceedings;
- Personal health information related to an individual;
- Financial, personal, contractual and/or other matters for which a decision must be made in which premature disclosure will be prejudicial;

North Bay Food Bank: Board of Directors Policies and Procedures

- Deliberations to decide whether a matter warrants being dealt with in a closed session of the Board.
- All matters brought before a closed session remains confidential until they are moved by board, or committee to an open session; a resolution should be passed with respect to those items that are to be moved to an open session.

During a closed session, all persons who are not Board members shall be excluded from the meeting unless otherwise approved by the Board Chairperson.

A separate agenda shall be prepared for closed sessions indicating the items to be considered during the session. The agenda and any supporting materials shall be clearly marked confidential and shall be handled and secured in a manner that respects the nature of the material.

Voting during a closed session shall take place according to the regular provisions governing meetings.

Minutes of closed sessions shall be recorded and shall be marked confidential and shall be secured in a manner that respects the nature of the material.

Minutes of a closed session shall be presented for approval at a subsequent closed session.