

RIVER PARKWAY

Children's Centre

riverparkwaychildrenscentre.ca

40 Cleary Ave.
Ottawa



River Parkway Children's Centre
Corporation

Orientation and Governance Manual

March 2021

RPCC/RHCC BOARD GOVERNANCE

ACKNOWLEDGEMENTS

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INTRODUCTION

River Parkway/River Heights Children's Centres Board of Directors is pleased to present our Board Orientation and Governance Manual. This manual was initially developed in January 2018 and will be updated on the RPCC/RHCC websites as required. Note all reference to the RPCC Board and/or Corporation includes the River Heights Children's Centre (RHCC).

This board orientation and governance manual is timely and necessary as non-profit organizations continue to be held to high standards expected by our clients, the community, government, and other stakeholders.

Community Literacy of Ontario has designed a self-study *Board Governance Resource Guide (2014)* to help organizations further develop and strengthen their board governance practices. This manual was developed with the assistance of the resource guide and the Board of Directors thanks Community Literacy of Ontario for their assistance. Our governance manual will cover the key areas of:

- Board roles and responsibilities
- Governance structures
- The board and risk management
- Board development
- Effective board meetings
- Evaluation
- The importance of strategic planning

This manual will also include all Government policies, rules, regulations, and by-laws governing our non-profit children's centres.

Organization refers to the governing body

Non-profit refers to the incorporation status of the organization (others may call it not-for-profit, non-governmental organization, etc.)

Board member refers to any individual who is part of the governing body

Executive Director refers to the senior management staff of the organization

RPCC: River Parkway Children's Centre

SECTION 1 – ORIENTATION

Program Statement

At River Parkway and River Heights Children's Centres, we view children as being competent, capable, curious, and rich in potential.

To strengthen the quality of our program and ensure high quality experiences that lead to positive outcomes in relation to children's learning, development, health and well-being, our Registered Early Childhood Educators (RECEs) now use the document "How Does Learning Happen" (HDLH).

HDLH is a professional learning resource that provides a common framework to help programs focus on knowledge from research, theory, and practice on what's most important for children. It encompasses a broad range of program philosophies and approaches.

Implemented Approaches

In our beautiful Centres, we continually promote the health, safety, nutrition, and well-being of each child by providing a clean and safe environment. We have an on-site kitchen, and our cook prepares meals, snacks and beverages that meet the recommendations set out in the Health Canada documents. All children bring in their water bottles and are encouraged to drink water throughout the day. Our RECEs familiarize themselves with all information concerning any medical conditions, allergies, food restrictions and medication requirements and they also do a daily safety check to reduce hazards that may cause injuries.

We support positive and responsive interactions among the children, parents, and RECEs by being friendly, respectful, and welcoming to everyone. At RPCC and RHCC, the RECEs help children listen to and express themselves to one another to facilitate successful communication. We have created an environment that welcomes families into our centres, inviting them to share their talents and providing opportunities for families to participate in our special celebrations.

We encourage the children to interact and communicate in a positive way and support their ability to self-regulate. Through continual observation, experiences, and attention, we support children in developing strategies to remain calm and to regulate their emotions while recognizing the effects of their actions on others.

At River Parkway and at River Heights, the RECEs work together to foster the children's exploration, play and inquiry by providing interesting and complex open-ended materials, based on the children's interests and needs, that they can use in many ways. We provide opportunities for child-initiated and adult-supported experiences by asking for and considering children's ideas, and by carefully observing them. Information is used to plan and create a positive learning environment that is based on the interests of the child and supported by everyone. RECEs introduce new ideas, interests, facts, concepts, skills and experiences to widen the child's knowledge and life experiences.

We plan for and create positive learning environments and experiences in which each child's learning and development will be supported. RECEs use a warm approach to build relationships with the children. They get involved in their play to support development, challenge thinking and extend learning. RECEs learn with children, about children, and from children.

RECEs work together to program a variety of activities on a daily basis, in order for each child to experience indoor and outdoor play. We also incorporate active play, rest time, waker's program, quiet time and consider the individual needs of the children. We foster the engagement of and ongoing communication with parents about the program and their children in many ways. Communication is done in person, by phone, emails, memos, daily logs, posters, newsletters, and Storypark.

We view the community as a valuable resource and have monthly visits with the librarian. We help to direct parents to resources outside of the centre if necessary. Some of those community partners include early year's services, speech therapists, support services (e.g., First Words, Ottawa Children's Treatment Centre, Children's Inclusion Support Services) occupational therapists and Andrew Fleck.

We recognize the importance of continuous professional learning for all RECEs and those who interact with the children. We actively support the ongoing professional development for everyone. In addition to facilitating in-service training, we promote opportunities for RECEs to do external networking and to access other facilitated training and conferences. Since the College of Early Childhood Educators has introduced "The Continuous Professional Learning (CPL) Program", both centres are starting to familiarize themselves with the expectations.

We document and review the impact of the strategies set out in our program statement on the children and their families when everyone is together at our staff meetings. We have included the program statement on our agenda and discuss different ideas or changes to continually improve our programs at River Parkway Children's Centre and at River Heights Children's Centre.

[Tour of River Parkway/River Heights Children's Centres](#)

It is recommended that if you are considering a position as a board member or are new to the board that you request a tour of both children's centres. This tour will assist you greatly in understanding issues being addressed at the board level.

[Board Meetings](#)

The Board of Directors meet 9 times per year. Board meeting take place on the last week of every month (excluding June, July, and August). The Board has one Annual General Meeting per fiscal year and includes all stakeholders of the Corporation.

[Information Meeting\(s\)](#)

Periodically board members are required to attend information meetings to either receive information or to focus on a specific subject area requiring further discussion or development. These meetings may deal with issues impacting the Children's Centres, such as: City of Ottawa or Provincial Government information sessions, strategic planning sessions and local development.

Section 2 – Governance

Chapter 1: Board Roles and Responsibilities

Key Roles of the Board

The board of an incorporated, non-profit organization is legally responsible for the governance of the organization. Within that mandate is the expectation that the board of directors will develop, implement, and monitor policies that will allow the organization to carry out its work. Our board is elected by, and accountable to, its membership. While our board may appoint staff and/or committees to carry out specific work related to its policies, programs and services, the board is ultimately responsible for meeting organizational outcomes.

Collectively, the board must:

- Determine a governance model and ensure that appropriate organizational policies and structures are in place
- Participate in the development of a mission and strategic plan for the organization
- Hire and ensure that an effective senior management team is in place (i.e., Executive Director)
- Maintain effective partnerships and communication with the community, the organization's members and its stakeholders
- Maintain fiscal responsibility, monitoring income management, and approving and monitoring annual budgets
- Ensure transparency in all communication to members, stakeholders and the public
- Evaluate the organization's work in relation to a strategic plan
- Evaluate the work of the board of directors, ensuring continuous renewal of the board, and plan for the succession and diversity of the board

Individually, the board member must:

- Act in the best interests of the organization
- Understand the roles and responsibilities of being a board member
- Be familiar with the organization's by-laws, policies and procedures, strategic plan, mission, etc.
- Ensure he/she avoids conflicts of interest including operating in the best interest of the organization not in self-interest or the interest of a stakeholder group
- Respect confidentiality policies that pertain to membership and board discussions
- Approach all issues with an open mind, not letting his/her own personal prejudices affect decisions made for the good of all
- Do nothing to violate the trust of those who elected or appointed them to the board, or of those he/she serves
- Settle all complaints within the board
- Keep informed about the organization's financial activity and legal obligations
- Bring his/her own skills, experience, and knowledge to the organization
- Support this board at all times and all places
- Attend board meetings regularly and arrive prepared for meetings
- Support board decisions once they have been ratified by a vote
- Consider themselves a trustee of this organization and do their best to ensure that it is well-maintained, financially secure, growing and always operating in the best interests of those served

Ideally, when joining our board (or perhaps before deciding to join) CORPORATION board members should learn the:

- Governing structure under which the organization operates
- By-laws and all governing regulations and policies
- Roles, responsibilities, and functions of the board within the governing structure

- Job description for board members
- Measurement and standard by which board members are evaluated

Our board members are continuously:

- Governing
- Leading
- Recruiting
- Supporting
- Planning

Board Member Job Descriptions

Clearly written job descriptions help board members understand, and agree to, the role they are expected to play in an organization. Job descriptions need to be approved by the board and can also serve a purpose in evaluation and recruitment of board members. There are specific descriptions to be developed for each executive officer member (President, Treasurer and Secretary).

Attached: Template for Position Descriptions

Summary Role of Executive Officers

President: Chairs board meetings; responsible for conduct of board meetings and of board members; sets and follows agendas; the spokesperson for the organization to the public; a signing authority on legal and financial documents.

Vice-President: Fulfills duties of the chairperson in his/her absence.

Secretary: Attendance at board and executive meetings, takes accurate minutes – documents and distributes, follows up on meeting action items, keeper of board by-laws, policy statements and board correspondence; maintains database and accurate contact information of current board of directors.

Treasurer: Accounts for and reports on the funds, budget, and expenditures of the organization; a signing authority on financial documents.

Executive officers may be elected and/or appointed by the board. These positions may also be rotating positions throughout the term of a board.

Board Composition and Stakeholder Representation

The number of board members and representation required to be in place is specified in our organization's by-laws. Our by-laws do not stipulate any external representation. We do, however, utilize the expertise of Special Advisors to the Board of Directors.

Board Position Responsibilities

There shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time designate. One person may hold more than one office except for the offices of President and First Vice-President.

The duties of some of the officers of the Corporation shall be as follows:

1. President, First Vice-President and Second Vice-President

The President shall call meetings, set the agenda for all meetings, and preside at all meetings of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws.

During the absence or inability of the President, those duties and powers may be exercised by the First Vice-President. If the First Vice-President is absent or unable to perform such duties, they shall be executed by the Second Vice-President or such other Director as the Board may from time to time appoint for the purpose.

2. Secretary

The Secretary or the person performing the usual duties of the Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall see that all notices required to be given to members and to Directors are given. The Secretary shall perform such other duties as the Board of Directors from time to time determine.

3. Treasurer

The Treasurer, or person performing the usual duties of the Treasurer, shall see that full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account, and shall see that all moneys or other valuable effects are deposited in the account(s) of the Corporation. The Treasurer shall oversee the disbursement of the funds of the Corporation, take proper vouchers therefore, and shall render to the Board at regular meetings an account of all transactions. The Treasurer shall perform such other duties as the Board of Directors may from time to time determine.

4. Signing Officers

The Signing Officers of the Corporation are hereby designated as follows: The President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, and the Executive Director of the Corporation. The signatures of two of the signing officers shall appear on any deed, transfer, licence, contract, or other document executed on behalf of the Corporation and shall be binding on behalf of the Corporation.

Attached: Terms of Reference - Special Advisor

Board-Staff Relations

The board of directors is responsible for the hiring of the Executive Director, and the Executive Director (ED) hires other staff.

The ED is the link between the board and other staff, and the board communicates its directives or human resource policies (as required) to other staff through the ED. Board and committee meetings are usually the place for the board and ED to communicate, share information and decide on work related to the organization. The CORPORATION ED is considered an 'ex-officio' member of the board, meaning she attends board meetings, participates in discussion, and receives and provides reports but has no vote.

The board is responsible for ensuring:

- The development of the ED job description which includes areas of authority, a summary of responsibilities and the communication and reporting protocols between the board and the ED
- Interviewing, hiring, and providing training opportunities for the ED
- Conducting evaluation and performance appraisals of the ED on a regular basis

The board of directors and senior staff are supportive of each other; that in turn enhances the overall strength and effectiveness of the organization.

Creating a Mission and Vision

One of the board's key responsibilities is to define the mission of the organization. The mission, or purpose, is the reason the organization exists. The mission informs the organization's values, objectives, policies, and procedures. The board, its committees, its staff, and its members work

to achieve the mission while ensuring the organization works with integrity, transparency, efficiency, and accountability.

Vision is based on a future state the organization is working toward. *Mission* is the way in which the vision is realized.

Creating the Strategic Plan

Strategic planning is a critical role for the board. It involves looking ahead, making decisions, and taking appropriate action to avoid pitfalls and bring about improvements in an organization. This process will result in a strategic plan for the organization that covers a 2- to 5-year period. Both the process and the plan provide direction and goals for the organization but will also have a direct impact on programs and services, the number and role of committees, resources needed, governance and staff structures.

Two key points to remember about the strategic planning process are that the process is as important as the plan and that the planning process is a continuous one.

Chapter 2: Governance Structure

The board of directors represents the membership of the organization. The board sets in place policies, procedures, values, and long-term planning to meet the mission of the organization. The board does this through a governance structure or model. The corporation structure dictates not only the policies of the organization but also such things as the relationship between staff and the board, and the role and use of committees. The board is a policy governance board.

Attached: Organization Chart

Ontario's New Not-for-Profit Corporations Act

The Province of Ontario is developing new legislation called the Not-for-Profit Corporations Act (or ONCA). While this legislation is not yet in force (expected in 2021), it will impact the by-laws and membership structures of many Ontario non-profits.

Here are three excellent sources of information on ONCA:

- The Ministry of Government and Consumer Services: <https://www.ontario.ca/page/guide-not-profit-corporations-act-2010>
- The Ontario Non-Profit Network: <https://theonnc.ca/>
- Community Legal Education Ontario: <http://nonprofitlaw.cleo.on.ca/>

By-laws

As an incorporated organization, the corporation *must* have by-laws that comply with the requirements of incorporation legislation. These by-laws are literally the laws that enable our organization to carry on activities effectively and efficiently. Our by-laws will be reviewed annually in our November board meeting to determine if we require any changes to be voted on at our Annual meeting typically held in April.

Attached: Corporation By-laws

Regulations, Policies and Procedures

Policies and procedures in essence are the instructions for how our organization and its board and staff adhere to its governance structure, governing documents, and regulations. The policy tells our organization what to do, and the procedure tells how to do it. Each policy should have a procedure, and together these documents will direct board and staff on making decisions and working within certain limitations.

The following websites outline the act governing Child Care Centres in the province of Ontario:

- The Ministry of Education:
<http://www.edu.gov.on.ca/childcare/>
- Childcare and Early Years Act, 2014:
www.ontario.ca/laws/statute/14c11/v8

The Corporation, as obliged by the Ministry of Education, also maintains regulations, policies, and procedures in a manual, which is mandatory reading and understanding for all new childcare employees. Program Advisors from the Child Care Quality Assurance and Licencing Early Years Division from the Ministry of Education show up unannounced to the centre to review the manual and to ensure all childcare employees are up-to-date on this critical information.

Incorporation and Charitable Status

The Corporation is registered and has charitable status. A non-profit organization carries out activities that benefit the community and has individual members who do not gain a profit from the work of the organization. Our non-profit may incur a profit as long as the surplus or reserve is used to carry out the programs and services of the organization and not for the personal gain of members or staff. It is acceptable (and actually encouraged) for a non-profit organization to have a 'profit'.

Incorporation Definition

Incorporation is the process of creating a legal entity that has an independent existence, separate and distinct from that of its members.

As an incorporated organization, the Corporation is eligible to receive government funding. Many government agencies require that any organization that they fund must be incorporated.

The Corporation is required to file regular reports and comply with specific regulations or risk losing its corporation status.

Charitable Status

The Corporation has charitable status and can issue receipts for donations suitable for income tax purposes.

Chapter 3: The Board and Risk Management

Risks and Liabilities

Along with roles and responsibilities of the board, come risks and liabilities. Board members need to be aware of the legal duties that come with their positions. Directors of our non-profit incorporated board are not paid for their work, but that does not absolve them from being liable for the decisions and actions they make.

Some of the items covered in previous sections, such as having clear job descriptions, may help board members stay informed of their responsibilities, but the onus is on the individual to be knowledgeable about risk management. Many volunteers mistakenly believe that if the organization is incorporated, they are automatically protected from liabilities, but that is not the case. The governing laws of incorporation do go a long way in protecting boards and board members, but there are duties that fall to the individual.

Our board members may also believe that they do not have to assume any liability or manage risk if there are paid staff within the organization that execute the day-to-day operations of the organization. True risk management is the result of teamwork between an agency's board members and its staff.

It is recommended that individuals seek out advice, and possibly counsel, if they are unsure of their personal liabilities or the liabilities of the organization as a whole. The information provided in this section is not meant to discourage or intimidate individuals from getting involved in non-profit organizations, but rather to assist them in being informed. In the end, using common sense and being honest, knowledgeable, and cautious will go a long way toward avoiding risk and liability. The information provided in this section is not legal advice. Any questions or concerns should be discussed with a legal professional.

Briefly, the basic duties of our board of directors are:

The duty of diligence (also referred to as fiduciary duty) — to act in good faith and in the best interest of the organization through such actions as:

- Staying informed by reading minutes, agendas, and support material
- Attending meetings regularly and voting on issues brought before the board
- Being knowledgeable about the policies and operations of the organization

The duty of loyalty—to place the interest of the organization first through such actions as:

- Avoiding and/or declaring conflicts of interest
- Representing the organization in a positive manner
- Respecting confidentiality

The duty of management—to act and make decisions in line with the governing policies and by-laws of the organization through such actions as:

- Understanding the scope of authority for staff and directors
- Regularly reviewing by-laws and policies
- Ensuring legal requirements related to governance, incorporation, etc. are met
- Ensuring meetings are held and documented with minutes
- Understanding the requirements of laws and standards related to the clients the organization serves

A board member who does not comply with these duties may be held liable for the outcomes and results that occur. Members can be found liable if the actions and/or decisions that they make (or do not make) result in:

- A law being broken
- A contract being breached
- Injuries or damage (could be physical, environmental, emotional, etc.)

Indemnification

Indemnification is one of those legal terms related to risk management that is necessary but cumbersome. Even trying to understand its meaning can lead to confusion as directors with little board experience may again assume that if they are indemnified they are wholly protected. As an incorporated organization the Corporation is required by law to indemnify directors, which means that if the organization is sued, fined, or charged with any legal costs the organization will reimburse the legal fees and/or any financial settlements incurred

by the board member.

However, indemnification is only as good as the organization's ability to cover those financial costs, and members still have to prove that they conducted business and made decisions with due diligence. It should be noted that while indemnification does not unequivocally protect a board member, it substantially lessens the risks as compared to those who are part of an unincorporated board.

Insurance

Liability insurance for boards is known as Director's and Officer's (D & O) Insurance. This insurance covers the legal costs that an organization is responsible for if liabilities have occurred. While the [Canada Not-for-profit Corporations Act](#) does not state that boards and their members must have insurance, some funders require it before granting money to organizations, and some organizations have this written into their by-laws and policies as a requirement. This type of insurance is renewed each year for the Corporation.

Financial and Human Resource Management

The issue of risk management is complicated and reaches beyond the scope of governance and this document, but there are some key areas that the board of directors will want to be informed about pertaining to risk management and financial and human resource management.

In relation to human resource management, board members should be knowledgeable about:

- Employment insurance and income tax laws and payroll related standards and regulations
- Workplace safety and liability
- Workplace hazardous waste and material handling (if applicable)
- Consultant and non-employee regulations
- Employment legislation and standards

With regards to financial management, directors should ensure:

- Auditors are appointed annually, and audit reports are reviewed thoroughly

- Finance committees are in place and financial reports are provided and reviewed regularly
- Safeguards are in place for financial resources, including banking and back-ups of financial reporting documents
- Policies are in place and monitored that are related, but not limited to, investing, use of credit cards, signing authorities and fundraising
- They are knowledgeable about revenues and costs of the organization

Board members also have fiduciary responsibility, meaning that they must exercise a high standard of care in managing the organization.

Chapter 4: Board Development

Development

Board development is a cycle that includes:

- Recruiting board members
- Holding elections
- Providing ongoing support and recognition
- Providing board orientation and training
- Succession planning

Recruitment

While some organizations have recruiting protocols similar to hiring paid staff such as advertising and interviewing, the board keeps the process more informal. Regardless of the approach, the board at a minimum should:

- Assess their needs in terms of skills, experience and diversity
- Have clear board job descriptions
- Have an application and screening process

The by-laws dictate a specific representation of board members but do not address skills.

Some of the things the board looks for when recruiting members are:

- Dedication
- Ability to make a time commitment
- Good judgment
- Strong communication skills
- Compassion and respect for others
- Willingness to learn
- Ability to work well with others

- A sense of wider community and passion for the mission of the organization
- Representation as outlined in our by-laws e.g., parents and congregation representation

Board members should include outreach to:

- The broader membership of the organization
- Friends, family, and associates of current board members
- Stakeholder organizations affiliated with the organization's target client base
- The business and corporate community
- Other volunteer organizations and service clubs
- The First Unitarian Congregation of Ottawa
- Educational organizations and institutions
- Volunteer centres and online volunteer database organizations
- The community at large during special events, fundraising activities, etc.

Other methods to be considered for board member recruitment should include:

- Board member job description
- Brochure, pamphlet, or links to online information about the organization
- Information about board time commitment, meetings, committees
- Copy of the most recent annual report
- Orientation and development opportunities
- List of other board members
- Board member application form links to our organization's website and social media accounts

Elections

The board nominating committee usually prepares a slate of candidates that is presented to members at a monthly meeting for voting.

Corporation members cast their votes for the candidate(s) of their choice, and the board is formed. This process is always the responsibility of the membership, the board, and the nominating committee although staff may be asked to play a supporting role.

Support and Recognition

Annual General Meetings are often a good time to publicly recognize the work of board members through a gift, a certificate or a thank you note. Throughout the year board members can be recognized and supported through training opportunities, which show the person their contribution is valuable, and worth the time and money associated with training and professional development.

Orientation

Orientation occurs when a new member joins a board, and training occurs throughout the term of the board. Both are important for sustaining members' interest and contributing to a healthy organization.

Orientation will take the form of a review of a comprehensive governance manual by a mentor and a tour of the Corporation. Whatever the format, it is more than just reviewing the organization's policies. It should include discussion about the values and mission of the organization, details about governance and by-laws, information about committees, and getting familiar with the organization's office and staff.

Each board member will be given his or her own copy of a board member orientation manual. As well, the manual will be posted online for easy access. It will also be the basis for an informal orientation process. Ideally, orientation should occur prior to a member's first meeting, but realistically this often occurs at some point during the first few months of a new term. It may be led by staff or senior board members and can be beneficial to returning members as well.

* See Section 1 of this manual for further details related to Orientation.

Training

The Board of Directors should think outside the box when it comes to training. Online courses, podcasts, online training and attending conferences are alternatives to tried and true workshops and guest speakers.

- Planning a walk or other related team building exercise
- Holding a book exchange amongst board members
- Inviting board members' families to the Annual General Meeting or other organizational events
- Getting together to socialize at a unique restaurant or coffee shop

For skill-specific training and orientation, the Corporation will conduct regular surveys with board members to determine their training needs and plan accordingly. Training topics may coincide with trends and challenges facing non-profit children's centres (e.g., fundraising or risk management) but should also focus on continuous learning required and related to board development and the organization's specific governance structure. Also, we will look to evaluations and feedback from previous training sessions that board members rated as useful and valuable for training topic ideas.

A definite "must" is for boards to provide training on understanding the governance structure and how to operate within that structure. If the board of directors has a budget or has individual board members interested in investing in their own professional development, specific training can include how to chair effective meetings, how to take meeting minutes, working with financial software, etc. As well, we will not overlook the skills of board members who may be able to provide in-service training on a variety of topics.

The Corporation has limited resources and we must be creative! Many training topics are freely available online as downloadable print resources, online videos, online conferences, podcasts, webinars, or online training courses.

Succession Planning

As the baby boom generation nears retirement and the competition for our volunteers increases, it is safe to say the need for succession planning for the organization has become increasingly important. Succession planning means not only preparing for the loss of key positions but also being pro-active. We need to ensure we are able to retain leadership, skills, and experience, while at the same time allow for growth and introduction of new people. Succession planning also looks at the current and future needs of our organization so that work can be done to ensure staff and board members are recruited to match those needs.

Part of ensuring the good health of our organization is having a good balance of new and experienced board members.

Planning for board of director's succession will be incorporated into the strategic planning of our organization and should be part of our regular board meetings.

The board is responsible for preparing for succession related to the organization's management (i.e., Executive Director) and key board positions. The ED is responsible for succession planning for other staff.

Chapter 5: Effective Board Meetings

Meeting Management

The Corporation as an incorporated organization is required by law to have members' meetings. This translates to an Annual General Meeting (AGM) of the full membership and regular, more frequent meetings of the board of directors. The board of directors holds 9 meetings in a year while the board executive committee meet monthly.

Other members of the organization and special guests may be welcome to attend board meetings but usually as invited visitors with no vote. The Executive Director attends board meetings as an ex-officio (or non-voting) member of the board.

Note: At one time, [Robert's Rules of Order](#) was being used as a guide to conduct meetings. The book, however, was based in parliamentary language and was often confusing and too formal for volunteer directors. Many resources have since been adopted by boards to help them run meetings that are effective, matched with their organization's governance structure, and easy to read and understand. One excellent example is *Call to Order: Meeting Rules and Procedures for Non-Profit Organizations*.

Meetings are a necessary and legal part of our board governance but that does not mean that they cannot also be an enjoyable and productive part of the governance cycle. For board meetings to be effective they need to:

- Have a purpose
- Provide enough notice and appropriate materials for members to be prepared
- Be chaired effectively
- Follow proper meeting procedures and respect the time of board members
- Have clear supporting documents such as an agenda, minutes and other reports
- Ensure all participants have a voice and are respected
- Include some social interaction and networking time
- Accomplish results and/or have action items
- Be documented with minutes

Meeting Purpose

The purposes of board meetings are to:

- Make decisions
- Set policy
- Solve problems
- Plan and evaluate

Meeting Preparation

The role of planning and preparing for board meetings is the responsibility of the Board President and the Executive Director. The extent to which each is involved is dictated by our governance structure. A policy-governance board President meets with the Executive Director prior to a meeting and determines what the board versus staff issues are and then plans an agenda around only the board issues.

The key to preparation is for everyone to be clear about the role they play and what needs to be done prior to the meeting. Examples include:

- Adequate notice has been provided to board members in a format that has been previously agreed upon (e.g., two weeks prior to the meeting all board members are emailed a reminder and package).
- Copies of all documents needed prior to the meeting are distributed to members (e.g., agendas, past minutes, correspondence, proposed policies, committee reports, etc.).
- Facility space is booked or confirmed along with any equipment that may be needed for the meeting (e.g., flipchart, LCD projector, coffee machine).
- Arrangements for food and refreshments are confirmed (if applicable).
- Special guests (if applicable) have been confirmed and arranged to appear at an agreed upon time on the agenda.

Effective Chairing

The Board President is ultimately responsible for ensuring that meetings stay on track, timelines are respected, everyone's voice is heard, and goals are accomplished.

During meetings, the President should:

- Encourage participation by all board members
- Allow time for all views and sides of an issue to be heard and discussed before a vote
- Ensure members understand the discussions and terms of an issue by asking for clarification when necessary
- Summarize discussions before voting or moving on to the next item
- Keep the meeting on schedule by adhering to the agenda and keeping board members on topic
- Manage conflicts that arise during the meeting
- Ensure decisions are made clearly and explicitly (by vote or consensus) so that there is no room left for misunderstanding or misinterpretation
- Read or call for motions, call for votes on an issue, ensure votes are counted and recorded in the minutes (if required)
- Ensure that the recorder of minutes reflects attendance, motions, and votes

One thing most volunteers will agree on is the importance of meetings starting and ending on time. While everyone has a responsibility for ensuring this happens by reading material beforehand and staying on track with discussion, it is our President's role to call the meeting to order, move through the agenda as per timelines, and adjourn the meeting. Waiting for a late board member disrespects those who made the effort to arrive on time and keeping people long after a meeting should have ended disrespects everyone's time.

Of course, common sense should always play a role. If half the board is missing and you know traffic was bad, then it makes sense to wait an extra few minutes if everyone present agrees. Similarly, if a topic generated more discussion than was planned the chair should ask whether the group wants to stay later or stick to the end time and defer other items to a future meeting.

It should be noted that when the President is not able to attend a meeting, the First Vice President will assume the above duties and responsibilities.

Meeting Procedures and Quorum

Procedures for board meetings include:

- Calling the meeting to order
- Reviewing and approving an agenda
- Ensuring there is a recorder, and having minutes taken
- Reviewing and approving minutes from previous meeting
- Calling for motions, a seconder, and voting on items when appropriate
- Adjournment

Further to that, our board's governance structure and by-laws will dictate other aspects expected at meetings such as committee reports, staff reports and open discussion/networking time. For our board meeting to be considered legal in terms of its governance and incorporation status there needs to be quorum. Quorum represents the minimum number of voting board members who need to be present at a meeting for decisions to be made. The number defined for quorum is stated in our by-laws but is half of board members plus one.

When quorum is present the President can call the meeting to order. When quorum is not met a meeting cannot be called to order nor can any decision be made, issues voted on or minutes taken. A record should be kept that showed the meeting was cancelled due to quorum not being met.

Inefficient use of Board Meeting time may include:

- Dealing with other business not on the agenda
- Making, withdrawing, and amending motions
- Voting procedures and methods
- Declaring conflicts of interest
- Tabling discussions
- Adjournments and recesses

Explanation of Motions Template

Type of Motion	Purpose of Motion	Requires Secunder	Requires Discussion	Can be Amended	Vote Required
To table	To clear floor for more urgent business/set aside	Yes	No	No	Majority
To amend	To improve motion	Yes	Yes	Yes	Majority
To refer to	To allow more careful committee consideration	Yes	Yes	Yes	Majority
To limit or extend discussion to certain time	To provide more or less time for discussion	Yes	No	No	Majority
To call for the vote	To end discussion immediately and vote	Yes	No	No	Majority
To raise a question or privilege	To bring up an urgent matter due to undesirable conditions	No	No	No	Majority
To recess	To secure a rest	Yes	Yes	Yes	Majority
To adjourn	To end the meeting	Yes	No	Yes	Majority
To rise to a point of order	To enforce rules or call attention to rule violation	No	No	No	Majority
To appeal ruling made by Chair	To determine attitude of assembly on ruling made by Chair	Yes	Yes	No	Majority
To suspend rules temporarily	To allow special action not possible within the rules	Yes	No	No	Majority
To withdraw motion	To prevent vote or inclusion in minutes	No	No	No	Majority
To object to consideration of a motion	To prevent wasting time on an unimportant decision	No	No	No	Majority
To rescind	To repeal motion discussion	Yes	Yes	Yes	Majority
To ratify	To approve previous action taken	Yes	Yes	Yes	Majority

Agendas, Consent Agendas and Reports

The board of directors is to hold effective meetings by putting thought into the agenda, distributing it prior to the meeting, and then sticking closely to it during the meeting.

Ideally agendas should note:

- Topics/issues to be covered at the meeting
- Action required for each topic/issue (i.e., information only, discussion, decision)
- The person responsible for leading the discussion or providing information
- A timeline associated with each item
- A follow-up to previous outstanding meeting action items

In keeping with our governance structure, the board has standing items that appear on the agenda such as a report from governance and finance committees.

The chair should acknowledge the reports during the meeting and ask for any specific questions, concerns or further discussion; otherwise reports should receive no further attention at the meeting.

The same can apply to correspondence. Many organizations receive a large quantity of information between board meetings. The board package sent prior to the meeting can include a list of the correspondence and copies (if feasible and warranted). Members who want to look at the information can do so prior to or after the meeting, but time is not devoted to correspondence at the meeting unless board input is needed.

Attached: Agenda Template and Consent Agenda Description

Effective Participation

Members of the board who do not play a leadership or executive role still have responsibilities to ensure the effectiveness of a meeting. This includes active participation but also to:

- Arrive on time and stay for the duration of the meeting
- Read materials prior to the meeting to be prepared for discussion

- Be respectful of others who are speaking and avoid interrupting, rudeness and side conversations
- Have an open mind when listening to discussion and opposing perspectives
- Ask for clarification before voting or making a decision if unsure about something
- Carefully word motions
- Volunteer to help with items that require action *and* follow up on action items prior to the next meeting

Networking/Social Time

Some boards have found it beneficial to include social/networking time on the agenda. This has to be something closely monitored by the chair to ensure it is not too time consuming and does not take away from priorities of the meeting. It should be something that everyone agrees upon.

An alternative can be to tag social time onto the beginning or end of a meeting. It is an optional time for members to either arrive early or stay later to catch up with other board members and share information. Boards may also opt to have a social gathering once or twice a year in place of a regular meeting, such as a social event during the winter, or a BBQ/picnic during the summer months. Board members who have social media accounts can also choose to link with another using those media.

It is important for boards to have social opportunities as it builds a more cohesive team and ultimately leads to more productive and effective meetings.

Minutes and Action Items

The long-standing debate about meeting minutes is deciding how much information to include. It is a challenge to be able to reflect the intent of an action item without providing all of the nitty-gritty discussion details. The key is to realize that minutes are legal documents of the organization, but they are also intended to be read in the future, often by people who were not at the meeting. While it is important that all motions, decisions, and action items are recorded, it is equally important that there be some context as to how the decisions were made.

At a minimum, minutes need to include:

- The date and location of the meeting
- Members who were present for voting
- Motions put forth, the mover and seconder
- Amendments to motions
- The outcome of the motion (whether it was carried or not) and record of the vote including dissenters and those who voted in abstention)
- Follow up on all outstanding action items

The responsibility of recording and distributing minutes is given to our board secretary.

In addition to the formal minutes of a board meeting, action items should also be prepared. The action items may be part of the minutes or a separate document attached to the minutes.

Minutes and action items should be distributed to board members as soon as feasible after the meeting. At a minimum they should be distributed to the board to provide enough time for members to review them prior to the next meeting. At each meeting there needs to be time allotted to raise questions, clarify items, or make amendments to the previous meeting's minutes. Ideally, the minutes should have been read and reviewed prior to the meeting, eliminating the need to read through them at the meeting. Any board member who requires assistance in reading and reviewing the minutes should have the opportunity to do so prior to the meeting.

Once the minutes are approved by a vote of the board, they become part of the official record of the organization. An electronic copy of all minutes is kept in a board minutes file on the Director's computer, and a hard copy is kept in the board minutes binder in the Director's office at RPCC.

General Meetings

In addition to regular board meetings, the Corporation holds general meetings. These are as Annual General Meetings (AGMs) because one must be held no later than 18 months after incorporation and annually thereafter.

General meetings include the broader membership of the organization and board members. Every member in good standing of an organization is entitled to vote at general meetings, and those not able to attend may vote by proxy (through another member who is present). Membership criteria and eligibility are defined in our organization's by-laws. The current board runs the general meeting. There are agendas and minutes taken, similar to a board meeting, but there are differences in some procedures including voting methods, notice of meetings, conflict of interest and quorum.

Items usually addressed at the Corporation general meetings include:

- Presentation of an annual report of the board of directors and/or Executive Director
- Nominations and elections of new directors
- Presentation of the financial statements of the past fiscal year (usually by the organization's treasurer or auditor)
- Appointment of auditor for the next fiscal year
- Amendments, changes, or additions to the organization's by-laws

Chapter 6: Board Evaluation

Importance of Evaluation

In the previous sections, the importance of strong and effective governance has been emphasized. If the board does not evaluate, however, all the good work it does can be in vain. We need to evaluate its work as a way to be accountable and transparent to our stakeholders. We must tackle our board evaluation before we are faced with an organizational crisis.

Board evaluation is a key part of the board governance structure and is different from an evaluation of programs and services. We need to take ownership and control over our evaluation. To evaluate effectively our board first needs to ensure that there are benchmarks in place, many of which have been touched upon in previous sections such as:

- Having clear board job descriptions
- Hiring competent senior staff
- Having a strategic plan
- Having a strong chairperson
- Holding effective board meetings
- Adopting a governance structure that fits with the culture of the organization.
- Implementing and monitoring governance and planning materials

The Purpose of Evaluation

The Corporation does not currently have a board evaluation, which is linked with planning and is directly tied to achieving the outcomes and results in the board's strategic plan. While it is important for us not to wait until our board is in crisis mode before doing an evaluation, an evaluation can bring to light warning signs that your board is getting off track.

Evaluation Process

The evaluation process looks at what the board has achieved and how it has achieved it. The board is responsible for evaluating the areas that pertain to governance. Staff or independent consultants are usually responsible for evaluating programs and services. The board's area of evaluation responsibilities includes:

- Board management (meetings, roles of individual directors, committees, etc.)
- Board development (recruitment and orientation process, governance structure)
- Board goals, mission, and strategic plan
- Evaluating the Executive Director

Some of our tasks may happen more regularly, such as evaluating board meetings and checking in with work related to the strategic plan, while other areas such as evaluating the ED may occur on an annual basis. Boards may choose to hire an independent consultant to assist with evaluation, but it is the board's responsibility to decide on the process and to ensure that the evaluation is implemented, and the results reviewed.

ATTACHMENTS

Job Description Template

Position: What is the job title?

Authority: What authority does the position carry?

Responsibility: To whom is the position accountable? What are the broad areas of responsibility?

Term: How are board members elected and for how long? How do board members leave the board?

General Duties: What are the typical duties board members are responsible for?

Evaluation: How will board members' effectiveness be assessed?

Qualifications and Skills: What specialized or practical skills are needed to do the job?

Time Requirements: What is a realistic estimate of the time required as a board member?

Special Advisors to the Board of Directors - Terms of Reference

Title: Special Advisory Services

Purpose: The purpose of this function is to provide temporary valuable assistance to the Board of Directors through one or more special advisors, selected based on targeted expertise. Advisors usually fill gap or supplement knowledge of the current board members.

Scope: The scope of the work to be performed is specific to the targeted level of expertise required and identified at the time the Special Advisor is engaged. Some examples of this type of expertise may be Advocacy, Marketing and Branding, etc.

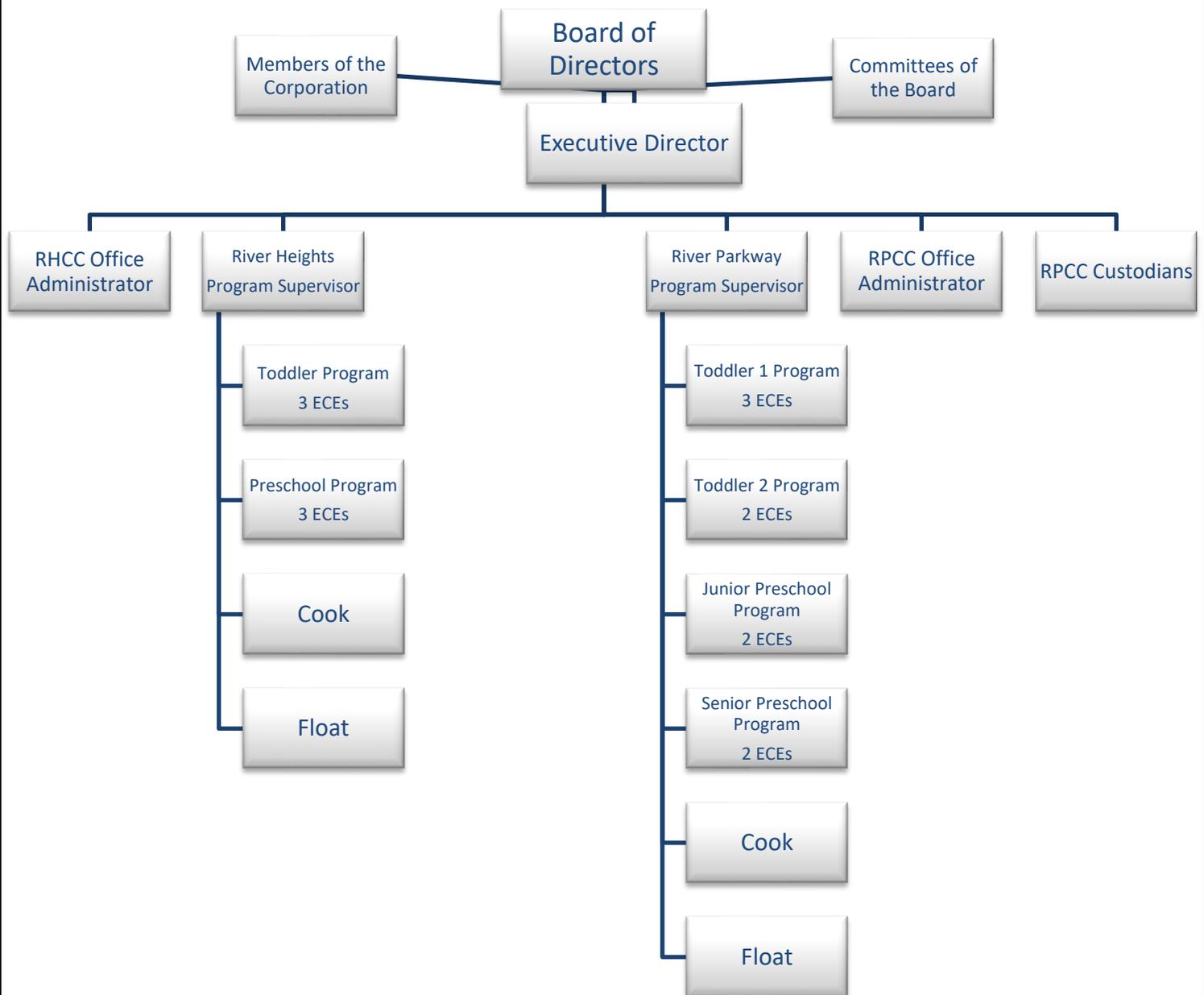
Responsibilities: The core responsibility of a Special Advisor is to provide advice upon request to the Board. Other responsibilities may involve actively attending various types of meetings (includes board meetings at which they are expected to have a specific role), summarizing observations, making recommendations, and holding one on one consultation with board members as required.

Primary Differences between Board Members and Special Advisors:

Special Advisors do not:

- Attend all board meetings
- Have fiduciary responsibilities
- Have a vote
- Receive unrelated board materials or records of decisions

Organizational Chart



River Parkway Children's Centre By-laws

By-law No. 1

All previous by-laws and amendments to the by-laws of the Corporation are hereby revoked and replaced as follows:

Article I: Name and Location of the Corporation

The Head Office of River Parkway Children's Centre, hereinafter referred to as the Corporation, shall be in the City of Ottawa, and at such place therein as the Directors may from time to time determine.

Article II: Purpose of the Corporation

The purpose of the Corporation is:

- a) To assist children by operating childcare agencies pursuant to the provisions of The Child Care Early Years Act, 2014, (CCEYA) and amendments thereto;
- b) Subject to The Charitable Gifts Act, to accept donations, gifts, legacies, and bequests.

Article III: Membership in the Corporation

Any individual and any Corporation may become a member of the River Parkway Children's Centre upon payment of an annual fee and upon ratification by the Directors. A representative of the Board of Directors shall promptly inform each member of admission. Such member, whether individual or corporate, shall thereafter be entitled to one vote in the Corporation so long as the membership is in effect.

The Board of Directors shall determine dues or fees payable by members from time to time. An authorized representative of the Board shall notify members of the dues or fees at any time payable by them. If they are not paid within 30 days of such notice, the member shall, upon payment of the dues or fees, be re-instated.

Members may resign by written notification to the Board of Directors. Such resignation shall be effective immediately upon acceptance by the Board. All rights and privileges of membership shall cease upon resignation from the Corporation.

Suspension or expulsion of a member may result from any contravention against the by-laws of the Corporation or from any intentional act that compromises the integrity or good name of the Corporation. Suspension may occur upon resolution by a Director and a majority of assenting votes at any regular or special meeting of the Board of Directors. A resolution to expel a member shall occur only in the form of an extraordinary resolution and shall be passed by a majority of members represented in person or by proxy at a general meeting duly called of the Corporation. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Article IV: Meetings of the Corporation

The annual meeting of the members shall be held no later than 100 days after the beginning of the new fiscal year. Other general meetings may be held at such time and place as determined by the Board of Directors.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, and the annual report of the auditors shall be presented. The membership shall elect a Board of Directors for the ensuing year and empower them to set reasonable and appropriate fees for the auditors for the upcoming fiscal year. Upon resolution by the Directors, the books and records of the Corporation may be opened for inspection to such person or persons as may be named in the resolution.

The Board of Directors or the President or First Vice-President shall have power to call at any time a general meeting of the members of the Corporation. Notice of the time and place of every such meeting shall be given to each member by hand, by prepaid mail, by electronic communication, or through posting a notice in the Centre at least ten days before the time fixed for the holding of such meeting. Such written notice is not required if all the members of the Corporation are present in person or represented by proxy duly appointed.

Any meeting of the Corporation may be adjourned and reconvened within a 30-day period. Any such business may be transacted when the meeting reconvenes as might have been transacted at the original meeting. No notice shall be required of any such adjournment and no quorum is mandatory for adjournment. A quorum for a meeting reconvened shall be defined as the number of members present in person.

No error or omission in giving notice of any annual general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

Article V: Quorums at Meetings of the Corporation

A quorum for the transaction of business at any regular or special meeting of the members shall consist of not less than 15 members represented in person or electronically. If no quorum exists at the reconvention of a meeting of the members, the meeting shall be held, and any such business may be transacted as might have been transacted at the original meeting.

Article VI: Voting at Meetings of the Corporation

Subject to the provision, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall be entitled to cast one vote in person or by proxy. Such proxy need not be a member, but before voting shall deposit with the Secretary sufficient appointment in writing from the member. No individual may carry more than two proxies. No member shall be entitled either in person, virtually or by proxy to vote at meetings of the Corporation unless all dues or fees owing are paid in full.

At all meetings of members each question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one vote. A declaration shall be made by the Chairperson that a resolution has been carried or not carried, and an entry to that effect shall be made in the minutes of the number of votes in favour or against such question.

If a poll is demanded, the question shall be decided by a majority of the votes given the members present and those represented by proxy. The poll shall be taken in such manner as the chairperson directs, and the members of the Corporation shall be informed as to the number of votes in favour of or against the resolution.

In the case of an equality of votes at any meeting, whether upon a show or hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

Article VII: Responsibilities of the Board of Directors

The Directors of the Corporation shall administer the affairs of the Corporation in all matters. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, to sell, exchange, or otherwise dispose of real or personal properties of the Corporation, upon such terms and conditions, as they may deem advisable.

The Directors shall also see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept and that the Corporation maintains adequate insurance at all times.

Article VIII: Membership on the Board of Directors

The affairs of the Corporation shall be managed by a Board of up to 12 Directors, each of whom shall be a member of the Corporation at the time of the election or within 10 days thereafter. Whenever possible, the Board shall consist of a combination of up to 4 members from each of the First Unitarian Congregation of Ottawa; parents of children attending or who have attended one of the Centres operated by the Corporation; and members of the Community. Each Director shall be elected to hold office for a two-year period and shall be eligible for re-election if qualified. The election shall be a show of hands unless any member demands a ballot.

Vacancies on the board may be filled from among the qualified members of the Corporation so long as a quorum of directors remains in office. Alternatively, a quorum of Directors may resolve that such vacancy shall be filled at the next annual meeting of the members, at which time the Directors for the ensuing year are elected. If there does not exist a quorum of Directors, the remaining Directors shall forthwith call a general meeting of the members to fill the vacancies.

The members of the Corporation may remove a Director before the expiration of his or her time, given that extraordinary resolution has been brought forth and passed by a majority at a general meeting duly called for the purpose of passing such a resolution. The Director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the general meeting before the resolution is put to a vote. At such general meeting, any person otherwise qualified may be elected to replace that Director for the remainder of the term.

At any annual meeting, any two members of the Corporation may nominate a member of the Corporation for election to the Board. Notwithstanding the foregoing, the Board, prior to any annual meeting, may appoint a committee for the purpose of nominating the succeeding Board.

The Directors shall receive no remuneration for acting as such, nor shall they receive directly or indirectly any profit from their position on the Board; provided that the Directors may be paid reasonable expenses incurred in the performance of their duties.

Article IX: Meetings of the Board of Directors

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. Notice of such meetings shall be given to each Director not less than one day before the meeting is to take place. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting.

The Board may appoint a time and a day in any month for regular meetings, and no notice of such regular meetings need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

Nor error nor omission giving such notice for a meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

Under emergency or extraordinary circumstances, the President or person performing the usual duties of the President shall have the authority to transact business via telephone conversations or electronic communication with all available Directors. Questions arising under such circumstances shall be decided by a simple majority of votes cast verbally by any and all Directors available. Any question decided upon in this manner shall be presented in the form of a resolution at the next regular or special meeting of the Board and shall be ratified by the Directors.

Article X: Quorum at Meetings of the Board

A simple majority of sitting members of the Board shall form a quorum for the transaction of Business. The President or person performing the usual duties of the President shall have the authority to permit Director(s) to participate electronically as full voting members.

Board Members are expected to attend at least two thirds of the meetings (minimum six annually), whether in person or electronically.

Article XI: Voting at Meetings of the Board

Questions arising at any meeting of the Directors shall be decided by a majority of votes. Each Director shall be entitled to one vote at any regular or special meeting of the Board and shall carry no more than 2 proxies for absent Directors. Every question shall be decided in the first instance by a show of hands unless any Director requests a ballot. If a ballot is requested it shall be taken in the manner directed by the Chairperson, and the number of votes in favour of or against such resolution shall be presented to the Board. In the case of an equality of votes, the Chairperson shall have a second or casting vote. A declaration shall be made by the Chairperson that a resolution has been carried or defeated, and an entry to that effect shall be made in the minutes of the meeting. Such entry shall be admissible in evidence as proof of the outcome without record of the number of votes in favour of or against such resolution, unless such vote was taken by ballot.

Article XII: Officers of the Corporation

There shall be a President, a First Vice-President, a Second Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time designate. One person may hold more than one office except for the offices of President and First Vice-President. The duties of some of the officers of the Corporation shall be as follows:—

1. Presidents, First Vice-President and Second Vice-President

The President shall call meetings, set the agenda for all meetings, and preside at all meetings of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws.

During the absence or inability of the President, the First Vice-President may exercise those duties and powers. If the First Vice-President is absent or unable to perform such duties, the Second Vice-President shall execute them, or such other Director as the Board may from time to time appoint for the purpose.

2. Secretary

The Secretary or the person performing the usual duties of the Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall see that all notices required for members and Directors are given. The Secretary shall perform such other duties as the Board of Directors may from time to time determine.

3. Treasurer

The Treasurer, or person performing the usual duties of the Treasurer, shall see that full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account in paper copy or electronically, and shall see that all moneys or other valuable effects are deposited in the account(s) of the Corporation. The Treasurer shall oversee the disbursement of the funds of the Corporation, take proper vouchers therefore, and shall render to the Board at regular meetings an account of all transactions. The Treasurer shall perform such other duties as the Board of Directors may from time to time determine.

4. Signing Officers

The Signing Officers of the Corporation are hereby designated as follows: The President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, and the Executive Director of the Corporation. The signatures of two of the signing officers shall appear on any deed, transfer, licence, contract, or other document executed on behalf of the Corporation and shall be binding on behalf of the Corporation.

Article XIII: Execution of Documents

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the Signing Officers. Any two signing officers or any persons from time to time designated by the Board of Directors, may, upon approval of the Board, transfer any and all shares, bonds, or other securities.

Article XIV: Finances of the Corporation

Unless ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

All cheques, bills of exchange or other orders for the payment of money, notes or other debts shall be signed by such officer(s) as shall from time to time be determined by the Board of Directors. Any such officer or agent may alone endorse notes and drafts for collection on account of the Corporation and may endorse notes and cheques for deposit in the Corporation's name.

The Corporation shall present an annual audit to the members of the Corporation at the annual meeting.

Article XV: Amendments to the By-laws

Notice of any proposed amendment to the by-laws must be circulated to all members at least twenty-one (21) days prior to the meeting at which the amendment is to be considered. Such amendment must be proposed by the President of the Corporation or the persons performing the usual duties of the President at a general or annual meeting of the Corporation. Any amendment to the by-laws must be in the form of an "extraordinary resolution" and must be passed by a two-thirds majority of members represented in person or by proxy at the meeting.

Article XVI: Liquidation and Dissolution of the Corporation

Upon the dissolution of the River Parkway Children's Centre and after the payment of all debts and liabilities, the remaining assets of the Corporation shall be distributed or disposed of to charitable organizations, which carry on their work solely in Ontario.

Form to Amend By-laws

I certify that the foregoing is a true copy of a resolution to amend the by-laws of the RIVER PARKWAY CHILDREN'S CENTRE, passed by the members of the Corporation at the 2017 Annual Meeting this 6th day of April 2017. All previous by-laws and amendments to the by-laws of the Corporation are hereby invalidated.

President

Secretary

Note: *This form is an example and is only required when modifications are made to the by-laws.*

MEETING AGENDA



RIVER PARKWAY CHILDREN'S CENTRE
40 Cleary Avenue,
Ottawa, Ontario K2A 4A1



RIVER HEIGHTS CHILDREN'S CENTRE
1515 Tenth Line Road
Orleans, Ontario K1E 3E8

BOARD OF DIRECTORS' ZOOM MEETING Wednesday, February 24 @ 6:30 p.m.

Location: via ZOOM online

Approval of Agenda

- 1. Review Consent Agenda
Consent Agenda Items:**

**Minutes of Previous Meeting
Treasurer's Report
Executive Director's Report
Supervisors' Reports RPCC/RHCC**

- 2. Program Updates**

- 3. Ongoing Business
Board Committees**

Executive Committee	Chair
Personnel/Nomination	Chair
Finance	Chair Veronica S.
Secretary	Chair Lavonne C.
Marketing	Chair
Special Advisor	Eleonore B.

Campus Planning Update (Lavonne)

- 4. New Business**

Adjournment

Note: This agenda is an example only

Important Dates to Remember!

Next Board Meeting

**Wednesday, March 31,
2021 @ 6:30 p.m.**

via ZOOM

Annual General Meeting

**Thursday, April 22, 2021 @
6:00 p.m.**

via ZOOM

**Good Friday April 2
&
Easter Monday April 5**

We will be closed

Consent Agenda, *David O. Renz, Ph.D.*

What is a Consent Agenda?

A consent agenda is a practice by which the mundane and non-controversial board action items are organized apart from the rest of the agenda and approved as a group. This includes all of the business items that require formal board approval and yet, because they are not controversial, there is no need for board discussion before taking a vote. Items may be on a consent agenda only if all board members agree; if even one member considers a specific item to need discussion, it must be removed and placed on the regular agenda for the board meeting.

Why are Consent Agendas Used?

Consent agendas are used to save board meeting time and to help ensure that board meetings focus on substantive topics that are worth discussion. Through the “bundling” process, the entire set of items of business that are not worth board meeting time can be voted on in one action versus taking the time to vote on each individual item.

When Should Consent Agendas be Used?

Consent agendas should be used when there are a number of non-controversial business items on which the board needs to vote. Complete information must be provided in advance of the meeting to all board members, so that each knows what is being proposed and has the opportunity to consider whether the item truly is non-controversial. The key here is “non-controversial”, and the definition of non-controversial may vary from organization to organization. Consent agenda items often are matters that a by-law or some other rule or regulation requires to be formally approved by the board, yet there is no value added by engaging the board in discussion about the item (e.g., a routine lease renewal for a facility already included in the approved agency budget). Consent agendas are not to be used to hide actions that will be controversial – to do so breaches the trust of the board and undermines the value of this practice.

Where Should Consent Agendas be Placed within the Overall Meeting Agenda?

The consent agenda typically appears very near the beginning of the regular meeting. This allows any item removed from the consent agenda to be placed onto the overall agenda for discussion and action later in the meeting. As with all formal board action, a quorum must be present in order for action on the consent agenda items to be legitimate and binding.

Who Should Use Consent Agendas?

Consent agendas are used by both non-profit and for-profit organizations whose boards are trying to use members' time efficiently and that have much routine business to approve. It is especially common to see the boards of governmental entities such as libraries and educational institutions use consent agendas because of the volume of routine business that they are required by law and regulation to approve.

How Can Consent Agendas be Used Effectively?

The key to success is to provide all consent agenda information to board members well in advance of the meeting. It is essential that board members have ample time prior to a meeting to become familiar with each item on the consent agenda. That way, if a member or members have a concern about any item(s) that they believe need further discussion, then they will ask for the item(s) to be removed from the consent agenda and addressed separately.

At the time in the regular agenda when there is to be action on the consent agenda, the chair will first inquire whether there are any items that need to be removed from the consent agenda. If any member wishes an item to be removed, it must be removed and placed on the regular agenda. Immediately following the opportunity to remove any items for separate discussion, the consent agenda is moved and approved as a set. (For example: "I move the consent agenda". Another member "I second the motion".)

It may be useful to those who plan the overall meeting agenda and the consent agenda (usually the board chair and/or executive director) to have guidelines, developed in consultation with the board, to clarify which types of items might be appropriate for the consent agenda.

When Should a Consent Agenda Not be Used?

The consent agenda practice should not be used unless all members of the board understand and agree to its use. This approach places more responsibility upon members to prepare prior to the meeting. Obviously, if members do not read the information on the consent agenda prior to the meeting, they cannot responsibly agree to the inclusion of any particular item on the consent agenda. The worst outcome would be to take action on a matter of significant programmatic or legal importance without truly having the board's informed consent.