



**THE BLOOM GROUP**

Community. Services. Together.

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**BOARD GOVERNANCE MANUAL**  
**THE BLOOM GROUP COMMUNITY SERVICES SOCIETY**  
**LAST UPDATED: JANUARY 22, 2015**

# Board Governance Manual

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## I. Statement of Intent

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<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
<b>Practice Applies to:</b>	Board Members and Executive Director	<b>Review Date:</b>	Annually in May
<b>Process Responsibility:</b>	Executive Committee	<b>Revision Dates:</b>	2013.12.03
<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	<b>Sections 1.B.1. &amp; 1.B.7.</b>

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The Board of Directors of The Bloom Group Community Services Society (“The Bloom Group”) is responsible for the governance, management and administration of The Bloom Group.

The Board may delegate particular responsibilities to Board members, committees, and others as it considers appropriate in the best interests of The Bloom Group (Ref: Bylaws, Art. 4.9).

This Governance Policy Manual is designed to guide the Board in the fulfillment of its obligations to the organization. The Manual sets out the responsibilities, relationships, and processes the Board follows in its work and operations. The Manual is subject to The Bloom Group’s Bylaws and Constitution, the *Societies Act* and other applicable laws.

### A. Annual Review Requirement

The Manual is reviewed annually by the Executive Committee.

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## II. Board of Directors

### A. Board Membership

<b>Document Owner:</b>	Society and Board Members	<b>Effective Date:</b>	2006.09
<b>Practice Applies to:</b>	Board of Directors	<b>Review Date:</b>	Annually in May
<b>Process Responsibility:</b>	Nominating Committee and President	<b>Revision Dates:</b>	2013.12.03
<b>Final Accountability:</b>	Board of Directors and Society Members	<b>CARF Standard:</b>	Section 1.B.2.a.

#### 1. Criteria

Board members are members of The Bloom Group in good standing who are elected at the Annual General Meeting (AGM) (Ref: Bylaws, Art. 4.2).

#### 2. Selection Process

The Nominating Committee of the Board recommends to the membership, through the Board, individuals for election to the Board [see Section II. C. 2. Board Processes – Committees of the Board].

The Nominating Committee solicits names and develops a list of potential candidates. At least two members of the Nominating Committee (or, where this is not possible, one member of the Nominating Committee and one other Board member) meet with each potential candidate. Potential candidates may also be invited to attend a Board meeting.

#### 3. Exit Process

##### a) Resignation from the Board

Directors who resign prior to the end of their term, or who decide not to seek re-election where eligible, are asked to provide a minimum of 6 months' notice wherever possible in order to allow for succession planning and recruitment.

##### b) Removal from the Board

The inability of a Board member to regularly attend Board meetings (whether in person or electronically) negatively affects the Board's ability to promote the best interest of The Bloom Group. Board members who miss three consecutive Board meetings for reasons other than disability, with or without explanation, may be asked by the President to resign from the Board.

A Board member may be removed from office by special resolution of the members of The Bloom Group (Ref: Bylaws, Art. 4.13). Upon removal, a Board member who was an officer ceases to be an officer.

##### c) Absences Due to Disability

If a Board member is absent from Board or other meetings due to disability, the Board member must be accommodated to the point of undue hardship before being asked to resign.

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d) Leaves of Absence

A Board member may request a leave of absence from the Board for a specified period, by making that request in writing to the President. The President determines whether to grant the request on a case-by-case basis, in light of any relevant provisions of the *Human Rights Code*, and taking into account the best interests of The Bloom Group.

While on leave, a Board member remains on the Board email distribution list, and continues to receive communications to the Board, such as meeting minutes, agendas and information. The Board member is noted as “on leave” in Board meeting minutes, and remains liable as a Board member for decisions made by the Board.

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## II. Board of Directors (continued)

### B. Leadership and Structure

<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
<b>Practice Applies to:</b>	Board of Directors	<b>Review Date:</b>	Annually in May
<b>Process Responsibility:</b>	Board of Directors	<b>Revision Dates:</b>	2013.12.03
<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	Section 1.B.2.e.

#### 1. Election and Terms of Officers

At the first Board meeting following an Annual General Meeting (“AGM”) at which Board members are elected, the Board elects a President, Vice-President, Secretary and Treasurer. (Ref: Bylaws, Art. 4.14).

The duties of each officer are set out in Articles 4.14 – 4.19 of the Bylaws.

The Board may elect other officers as it considers necessary.

Officers hold office for a term of one-year and may be re-elected.

#### 2. Financial Matters

Board members serve without remuneration, but are entitled to reimbursement for expenses incurred in the conduct of Bloom Group business, provided that they have been approved in advance by the President or his/her delegate, and written receipts are provided. (Ref: Constitution Sec. 6, Bylaws Art. 4).

#### 3. Size, Composition and Terms of Office

##### a) Size

The Board has no fewer than 5 and no more than 15 members. (Ref: Bylaws, Art. 4.1).

##### b) Appointments Between Annual General Meetings

The Board may appoint a member prior to the AGM to sit on the Board until the next AGM. Such a Director may be nominated for election at the AGM (Ref: Bylaws, Art. 4.3).

##### c) Term

A Board member is elected for a two-year term, and may be re-elected for a maximum of two further terms. The maximum term may be extended by no more than one year, where circumstances warrant (Ref: Bylaws, Art. 4.4 – 4.7).

#### 4. Selection of Committee Chairs and Members

Board Committees are chaired by a member of the Board, but may include individuals who are not members of the Board.

The Treasurer chairs the Finance Committee. The Executive Committee proposes the chair of the Nominating Committee and of any ad-hoc committees of the Board.

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The Board appoints committee chairs and their members. There must be at least two persons on a committee.

## **5. Selection of Liaisons**

The Board may designate a Board member to sit as a liaison member on a staff committee.

## **6. Use of External Advisors**

The Board may use external expert advice as necessary in order to take governance decisions. Such advice includes the annual financial audit conducted by an external accounting firm, legal advice, and investment support.

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## II. Board of Directors (continued)

### C. Board Processes

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<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
<b>Practice Applies to:</b>	Board Members, Committees and Exec. Dir.	<b>Review Date:</b>	Annually in May
<b>Process Responsibility:</b>	Board of Directors and Committee Chairs	<b>Revision Dates:</b>	2013.12.03 / 2015.01.22
<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	Sections 1.B.4. & 2.f. (3)

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#### 1. Conduct of Board Business

##### a) Meetings, Quorum, Agendas and Reports

Normally, Board business is conducted at Board meetings.

The President or his/her delegate chairs Board meetings.

A quorum of the Board consists of 50% plus 1 of current board members not on leave.

Board meetings are scheduled as far in advance as practicable. Unless there are extenuating circumstances, the date of the next Board meeting is confirmed at the preceding Board meeting.

Prior to each Board meeting, the President (or his/her delegate) in consultation with the Executive Director develops and circulates an agenda, together with any reports or information that is to be considered at that Board meeting. In extenuating circumstances, reports or information may be provided at the Board meeting.

##### b) Decision-Making Between Board Meetings

Where it is necessary or convenient for the Board to make a decision between Board meetings, a resolution in writing, signed personally by all Board members has the same effect as a decision of the Board made at a Board meeting. (Ref: Bylaws, Art. 4.11).

#### 2. Committees of the Board and Oversight

##### a) The following are Committees of the Board:

- i. Executive Committee: (Ref: Bylaws, Art. 5.1) This Committee includes the President, Vice-President, Secretary and Treasurer, and is chaired by the President. The Committee is responsible for conducting Board business as necessary between Board meetings. The Committee selects the Chair of the Nominating Committee and any ad-hoc committees of the Board, conducts the annual review of the Governance Policy Manual and, in conjunction with the senior management team, organizes Board development activities [see Section II. D. 2.]. Decisions made by the Executive Committee must be ratified by the Board at the subsequent Board meeting. (Ref: Bylaws, Art. 5.1).
- ii. Nominating Committee: (Ref: Bylaws, Art. 5.2) This Committee includes at least three members of The Bloom Group who are appointed no later than three months before an AGM at which Board members will be elected. The committee identifies the

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characteristics, skills, abilities and qualifications necessary to complement those of existing Board members in order to best serve the interests of the organization and recruits suitable candidates. In carrying out its mandate, the Committee applies a policy of:

- a. Inclusiveness, recognizing that a socially and professionally diverse Board promotes the integrity of The Bloom Group, and
- b. Independence, recognizing that a mix of Board members who have and have not had previous ties to The Bloom Group is optimal to maintain both continuity and renewal.

The Committee ensures that all nominees put forward for consideration do not have current business relationships with The Bloom Group; and are not directly related to the Executive Director or to members of the management team.

The Committee Chair presents its recommendations for potential Board members to the Board for discussion no later than the last Board meeting prior to the AGM at which new Board members may be elected. The Committee Chair prepares a short description of each person standing for election or re-election at the AGM for circulation to the membership before or at the AGM.

- iii. Finance and Audit Committee: This committee includes at least two members of the Board, and is chaired by the Treasurer. The Committee monitors the financial performance and management of The Bloom Group. This includes, but is not limited to: ensuring adequate internal controls and adherence to accounting standards; reviewing and recommending for approval the organization's annual operating and project capital budgets; monitoring annual and long-term financial performance; reviewing the annual external audit; management of the organization's investments; and ensuring adequate risk management processes are in place.
- b) Ad-Hoc Committees

The Board may create other committees as it considers necessary from time to time (Ref: Bylaws, Art. 5.3). The creation of a committee, statement of its responsibilities, and selection of its members is recorded in the minutes of the Board meeting at which the committee is created.
- c) Committee Procedure and Reporting Requirement

Each Committee is responsible for determining its own procedure.

Committee chairs are responsible for reporting regularly to the Board on the activities of their committee.
- d) Terms of Reference

The Board establishes terms of reference for each committee.

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## II. Board of Directors (continued)

### D. Orientation, Development and Education

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<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
<b>Practice Applies to:</b>	Board of Directors	<b>Review Date:</b>	Annually in May
<b>Process Responsibility:</b>	Executive Committee, President, Exec. Dir.	<b>Revision Dates:</b>	2013.12.03
<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	Sections 1.B.2.b. c. & d.

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#### 1. Orientation

- a) Board orientation ensures that all Board members become familiar with the organization's mission, vision, strategic goals, bylaws and constitution, operations, finances, and governance practices, etc. The Bloom Group is responsible for making information and resources available to new Directors to complete this orientation. New Board members are responsible for reviewing all materials, and identifying any information deficits to the President and/ or Executive Director.
- b) New Board members are provided with the following written information:
  - Bylaws and Constitution
  - Governance Manual
  - Society and Program Strategic Plan(s)
  - Current Society Annual Business Plan
  - Society Organizational Chart
  - Society Privacy /Confidentiality Policy
  - Board Minutes and Materials from prior 6 months
  - Most Recent set of Annual Service Reviews (if not included in above)
  - Most recent Annual Report and Audited Financial Statements
- c) Members of the Executive Committee are available to support new Board members in understanding the organization. New Board members may be paired with an existing Board member to provide regular support and orientation during their first year.
- d) The Executive Director and senior staff are available to provide further information about the organization's services and activities and assist new Board members to tour at least one facility or program from each service group during their first year on the Board.
- e) During their first 6 months on the Board, new Board members meet with the President and Executive Director to discuss their goals and aspirations for participation on the Board, and to review how their skills, interests, and networks can contribute to the success of the organization.

#### 2. Development and Education

- a) The Board ensures its own continuing capacity to fulfill its governance responsibilities by proactively advancing the skills and knowledge of the whole Board. Board members identify areas for development or increased knowledge to the President on an ongoing basis.

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- b) The Board's Annual Self-Evaluation includes the identification of priority issues for development and / or education [see Section IV. A. Performance – Board Self-Assessment].
- c) The Executive Committee and senior management organize Board development activities. These may include written briefs and policy / issue discussions at Board meetings, outside speakers, formal education or workshop opportunities (either internally or externally), and Board retreats.
- d) The Board may send one or more of its members to conferences or other educational events to enhance the Board's ability to fulfill its responsibilities.

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## III. Ethical Conduct and Conflict of Interest

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<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
<b>Practice Applies to:</b>	Board Members and Executive Director	<b>Review Date:</b>	Annually in May
<b>Process Responsibility:</b>	Board of Directors	<b>Revision Dates:</b>	2013.12.03
<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	Sections 1.B.1.

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### A. Ethical Code of Conduct

The Ethical Code of Conduct ensures that Board members work constructively together in the best interests of the organization, as follows:

1. Board members represent the interests of the entire membership of The Bloom Group and the public it serves;
2. Board members maintain the confidentiality of Board discussions and materials, of any information supplied to the member, and of any personal information, consistent with the organization's general policies on confidentiality and protection of personal information and as required by law;
3. Board members recognize that, once made, a decision is a decision of the whole Board, and must be supported by each Board member;
4. Board members commit sufficient time to attend to The Bloom Group business, including preparation for Board meetings and other Board activities, and regular attendance at Board meetings;
5. Board members participate in and support fundraising activities;
6. Board members comply with the Board's Conflict of Interest Policy [See Section III. B.]; and
7. Board members are courteous and constructive in Board discussions.

Board members sign an annual declaration confirming that they understand and agree to the Ethical Code of Conduct [see Section IV. C.].

### B. Conflict of Interest

The Bloom Group recognizes that, while Board members act in the best interests of the organization, they also participate as private citizens in the community. Accordingly, there is potential for conflicts of interest. The conflict of interest policy identifies what constitutes a conflict of interest and prescribes how to address them.

#### 1. Definition

"Conflict of interest" means a situation in which a Board member has a personal or private interest that may influence his/her exercise of responsibilities as a Board member to act in the best interests of The Bloom Group. Personal or private interest includes an individual's self-interest, that of a family member, or of another organization with which the individual is

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associated (whether paid or unpaid), in gaining an advantage or avoiding a disadvantage, whether financial or otherwise.

## 2. Disclosure

A conflict of interest must be disclosed in all of the following circumstances:

- a) Where the member's responsibilities to The Bloom Group are influenced by a personal or private interest;
- b) Where the member's responsibilities to The Bloom Group may appear to an objective observer to be influenced by a personal or private interest; and
- c) Where it is foreseeable that the member's responsibilities may be influenced in the future by a personal or private interest.

If a Board member becomes aware that he/she has a conflict of interest, he/she discloses it to the President or his/her delegate as soon as possible.

If a Board member or third party becomes aware of a conflict of interest affecting another Board member, he/she discloses that information to the President or his/her delegate as soon as possible, and the President contacts the affected Board member as soon as possible to advise him/her of the conflict of interest.

Any disclosure of a conflict of interest is kept strictly confidential, except to the extent that the conflict is declared as set out below.

Every Board member signs an annual declaration that he/she understands and agrees to comply with the Conflict of Interest Policy, and that he/she has no undeclared conflict of interest.

## 3. Resolution of Conflicts of Interest

Upon disclosure of a conflict of interest and gathering relevant information, the President resolves the conflict of interest by making a determination that is appropriate to the circumstances of the particular conflict. Appropriate resolution of a conflict of interest may include:

- a) Declaring the nature of the conflict of interest to the Board in advance of any discussion or decision-making by the Board;
- b) Declaring the nature of the conflict of interest to any affected third parties;
- c) Withdrawing from any vote or final decision-making on the matter to which the conflict relates; or
- d) Withdrawing from all discussions and decision-making on the matter to which the conflict relates.

If a conflict is declared, and a Board member does not participate in discussions or decision-making, the minutes shall record that fact.

The President maintains a confidential written record of all declared conflicts of interest and how they have been resolved.

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Board members sign an annual declaration confirming that they understand and agree to the Conflict of Interest policy and have no undeclared conflicts of interest [see Section IV. C.].

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## IV. Performance

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<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
<b>Practice Applies to:</b>	Board of Directors	<b>Review Date:</b>	Annually in May
<b>Process Responsibility:</b>	Board of Directors, President	<b>Revision Dates:</b>	2013.12.03
<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	Section 1.B.2.g.

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### A. Board Self-Assessment

1. The Board recognizes that assessing its performance is an ongoing responsibility. Self-assessment enables the Board to determine its effectiveness in governing the organization, to ensure it evolves within the environment within which the organization operates, and to ensure its activities remain relevant within the community it serves.
2. The Board undertakes an annual self-assessment in the form of an anonymous questionnaire, reviews its aggregated results, and may change its operation based on the self-assessment. The Executive Committee designs the self-assessment tool and ensures that the full range of Board activities is included in the survey. These include statutory, fiduciary, and legal obligations; governance; planning; Board development and self-continuation; Board operations; Board / Executive Director relationship; communications.
3. Board members raise questions or concerns about particular Board practices or activities as and when they arise. The Executive Committee ensures that these are discussed in order to promote opportunity for constructive change.

### B. Board Members Self-Assessment

The President ensures that each Board member has an opportunity annually to review his/her contribution to and satisfaction with serving on the Board.

### C. Conflicts of Interest and Ethical Code of Conduct

1. Board members complete an annual Conflict of Interest and Code of Conduct Declaration [see Section VI. A.].
2. A Board member reports any potential conflict of interest to the President as soon as possible [See Section III. B. 2.].
3. A Board member reports any breach of the Ethical Code of Conduct to the President as soon as possible [See Section III. A.].

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## V. Board Relationship to Executive Director

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<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
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<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	Section 1.B.3. 5. & 6.

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### A. Delegation of Authority

The Board oversees The Bloom group's operational organization, its actions and conduct by means of exclusive delegation of authority to the Executive Director.

### B. Delineation of Responsibility

The Board's exclusive responsibility is to hire and evaluate the Executive Director. The Executive Director's exclusive responsibility is to hire and evaluate employees of The Bloom Group.

The Executive Director will abide by organizational policies including, but not limited to, Accounting and Financial Management, Risk Management, Code of Conduct, etc. in consulting with and seeking authority from the Board. In general, the Executive Director will bring to the attention of the Board any issue or decision that materially impacts the organization and its operations.

### C. Governance Support

The Executive Director ensures that the Board has sufficient administrative support to fulfill its role.

### D. Access to Personnel

The Board communicates its decisions solely through the Executive Director, who is responsible for relaying board decisions to staff. While Board members may interact directly with staff, this is done with the mutual agreement of the Executive Director and the President.

### E. Performance Expectations

Performance expectations for the Executive Director are derived from The Bloom Group's Strategic Plan and Annual Plan [see Section V. F. 2.], and include the expectation that management work is conducted legally, ethically, and with integrity.

### F. Development and Evaluation

#### 1. Executive Director Performance Review

The Board reviews the Executive Director's performance annually and submits a report for Board approval in May of each year. The purpose of the review is to determine the Executive Director's progress in meeting identified goals and to identify any deficiencies.

#### 2. Scope of Performance Review

Performance evidence is derived from a number of sources, including:

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- a) Ongoing Executive Director Progress Reports to the Board against key objectives contained within the Strategic Plan, Annual Business Plan, job description or other documentation;
- b) Organizational performance indicators for other critical areas within the Executive Director's control;
- c) Interviews with Board members;
- d) Interviews with senior management and a selection of staff;
- e) Executive Director written comment on performance against the agreed criteria and on significant obstacles to success; and
- f) Feedback from key external stakeholders via surveys, letters or interviews.

The Board conducts a compensation review separate from and subsequent to the Performance Evaluation process.

### 3. Process for Performance Review

The Board, separately and in discussion with the Executive Director, reviews the evidence set out above to assess the Executive Director's progress in relation to identified annual goals relating to the organization as well as to personal and professional self-development. Any identified deficiencies inform goal-setting for the coming year.

The Executive Director is invited to give comments at the Board meeting at which the annual review is presented for Board approval. Upon approval by the Board, the Executive Director is invited to add comments to the report before it is signed, dated and entered in the Executive Director's personnel file.

## **G. Compensation**

### 1. Compensation Policy

The Board is responsible for establishing fair compensation policies for the Executive Director in order to attract and retain the best individual for the position within the constraints of market sector and position comparability. The Board adheres to a total compensation philosophy, reviewed and revised by a Board committee authorized to recommend executive compensation actions for full Board approval.

Total compensation mix includes – as warranted – base pay, other payments, benefits plans and perquisites.

### 2. Executive Director Compensation Process

Following adoption of the Executive Director Performance Review, the Board appoints an ad hoc committee on Executive Director Compensation ("EDC Committee") which prepares an Executive Director Compensation Report for approval by the Board. In preparing its report, the committee considers: The Bloom Group's excluded staff compensation policy; public sector executive compensation guidelines that The Bloom Group may be required to follow; the

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Executive Director's annual performance review; and market conditions for comparable sector positions.

### 3. Documentation

The EDC Committee documents:

- a) The terms of the current compensation arrangement;
- b) The annual review of executive compensation records;
- c) Date of review;
- d) Names of the board members on the committee who approved the compensation recommendation;
- e) Data used in the compensation review;
- f) Disclosures of conflict of interest, if any;
- g) Recommended compensation actions of the committee.

## **H. Succession Plans**

During the annual performance review process, the Executive Director submits a succession plan that identifies one or more members of senior management as having the skills and knowledge necessary to act as Executive Director during a material absence of the Executive Director. The succession plan also describes how roles and responsibilities will be revised in the event of absences by other members of senior management.

## **I. Executive Director Recruitment**

In the event of the permanent planned or unplanned departure of the Executive Director, the succession plan is implemented and a transition committee is created as follows:

### 1. Executive Director Transition Committee

- a) Within 15 business days from the date of notification or announcement of the departure of the Executive Director, the Board appoints an Executive Director Transition Committee comprised of at least one member of the Executive Committee, two other members of the Board of Directors and one Director-level staff. The Board may name other community volunteers to sit on this committee.
- b) If so directed by the Board, the committee recommends the appointment of an Interim Executive Director.
- c) The committee takes the following steps:
  - i. Conducts an organizational assessment,
  - ii. Determines the knowledge and attributes required for the position,
  - iii. Conducts the Executive Director search, and
  - iv. Recommends the successful candidate to the Board.



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## VI. Appendices

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<b>Document Owner:</b>	Board of Directors	<b>Effective Date:</b>	2006.09
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<b>Final Accountability:</b>	Board of Directors	<b>CARF Standard:</b>	Various

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**A. Conflict of Interest and Code of Conduct Declaration Form**

**B. Board Calendar**

**C. Organizational Chart**

**D. Society Privacy / Confidentiality Policy**