



# **Board Governance Manual**

Approved by resolution of the Parkland Food Bank Society Board of Directors  
on the 20<sup>th</sup>, of October 2023.

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## Introduction

In 1984, a group of concerned citizens began providing food bank services in the basement of the Stony Plain United Church. As demand for the service grew, a search for a more permanent home began, and in 1985, the food bank relocated to its Spruce Grove home. At this time, the food bank became known as the East Parkland Food Bank. After several more location changes over the years, construction began on a new facility for the Food Bank on Madison Crescent. On July 7, 1997, the Food Bank moved into this new location, where it has remained since. In 2000, the East Parkland Food Bank officially changed its name to the Parkland Food Bank. We are indebted to the perseverance of the Food Bank's volunteers and executives, and their continued dedication to providing food bank services to their community throughout the years.

The Parkland Food Bank Board is the governing body that provides authority, direction, and control of the society to ensure its purpose is achieved. Governance includes the structures, responsibilities, and processes that the Board uses to direct and manage its general operations. These structures, responsibilities, and processes determine how authority is exercised, how decisions are taken, how stakeholders have their say, and how decision-makers are held to account. Governance policies formalize the roles and responsibilities of the Board and establish its functions and practices. They outline how governance is supposed to work.

The success of Parkland Food Bank relies on the effort, dedication, and capabilities of its employees, Board of Directors, and members in support of the society's Mission, initiatives, and priorities. Our Mission, Vision, and values guide our daily operations, how we treat members and colleagues, address community and business partners, and deliver quality results. We uphold the highest standards and ethics of professional conduct.

## Mission

To coordinate the collection and distribution of healthy food to people in need within the Tri-Region area and connect them to additional community resources.

## Vision Statement

We are at the heart of the community where no one goes hungry, so families and individuals can feel empowered, supported, and hopeful.

## Organizational Values

**Responsibility**–The Food Bank provides the means necessary to address the hunger needs of its clients.

**Respect**–The Food Bank respects all who come through our doors.

**Acceptance**–The Food Bank maintains an environment where clients will feel welcome and supported.

**Non-judgement**–The Food Bank withholds judgements based on one's personal situation.

# Style of Governance

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## 1 STYLE OF GOVERNANCE

The Board of Directors represents the membership of the Parkland Food Bank Society. It is the legally constituted authority responsible directly to the members, funders, and the community for prudent oversight of Parkland Food Bank's operations. It is responsible for articulating and safeguarding the society's Mission and defining the outputs and outcomes it seeks.

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

The Board will focus on strategic leadership rather than administrative detail and important policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap in a spirit of collegiality and partnership that supports staff authority and maintains proper lines of accountability.

### **In this spirit, the Board will:**

- Direct, control, and inspire the society through careful deliberation and by establishing strategic direction and general policies.
- Monitor and regularly discuss the Board's processes, progress, and performance.
- Provide Board members with the knowledge necessary to fulfill their responsibilities for the good governance of Parkland Food Bank.
- Be accountable to the membership for competent, conscientious, and effective accomplishment of its obligations as a body.
- Ensure that all business of Parkland Food Bank is conducted in a transparent, legal, and ethical manner.
- Board members will conduct their business in accordance with the principles of fair play and due legal process.
- Enforce upon itself and its Board members the behaviour needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a Board, and monitoring and correcting any tendency of Directors to stray from the principles of governance adopted in these policies. It will allow no Board officer, individual, or committee to neither usurp this role nor weaken this discipline.

## 1.1 Parkland Food Bank Operating Principles

We, the Board members, staff, and volunteers of Parkland Food Bank, are committed to following these operating principles in our quest to LEAD, FEED, and SHARE as a trusting, collaborative, and highly effective team.

**We will:**

- Honour our Vision and Mission.
- Build relationships based on trust and integrity.
- Maintain both a physically and psychically safe environment.
- Speak the language of cooperation; respect and engage diverse opinions.
- Seek to understand, then to be understood.
- Be prepared to participate fully.
- Wear the right hat at the right time; operate as a “we” rather than a “me.”
- Embrace the activity of listening.
- Be curious and thoughtful.
- Focus on teamwork and innovation.

## 1.2 Food Banks Canada Ethical Food Banking Code

Food Banks Canada believes that everyone in Canada has the right to physical and economic access at all times to sufficient, safe, and nutritious food which meets their dietary needs and food preferences. In support of this commitment, Food Banks Canada laid out the following Code of Ethics. Food Banks Canada, the provincial associations, and affiliate food banks/programs will:

- Provide food and other assistance to those needing help regardless of race, national or ethnic origin, citizenship, colour, religion, sex, sexual orientation, gender identity, gender expression, income source, age, and mental or physical ability.
- Treat all those who access services with the utmost dignity and respect. Implement best practices in the proper and safe storage and handling of food. Respect the privacy of those served and will maintain the confidentiality of personal information.
- Not sell donated food.
- Acquire and share food in a spirit of cooperation with other food banks and food programs.
- Strive to make the public aware of the existence of hunger and of the factors that contribute to it.
- Recognize that food banks are not a viable long-term response to hunger and devote part of their activities to reducing the need for food assistance. Represent accurately,



honestly, and completely their respective mission and activities to the larger community.



## **BOARD STRUCTURE & RESPONSIBILITIES**

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## **2 BOARD STRUCTURE & RESPONSIBILITIES**

The structure and mandate of Parkland Food Bank are defined by the legislation under which it is incorporated, any special purposes legislation governing its mandate, the Alberta Societies Act, Alberta Charitable Fundraising Act, and these governance policies enacted under the authority of the Parkland Food Bank Society Bylaws.

### **2.1 Purpose of the Board**

The Board of Directors is the legal entity bearing corporate authority and responsibility of Parkland Food Bank. The Board of Directors provides leadership, establishes policies, and holds the fiduciary obligations for Parkland Food Bank.

### **2.2 Authority & Accountability of the Board**

The Board's authority is established by the bylaws of Parkland Food Bank as registered under the Societies Act of the Province of Alberta. The Board of Directors is ultimately responsible for the society's operations, funds, and property.

The Board is empowered to establish and repeal policies. In a more general sense, the Board is also accountable for exercising good stewardship of Parkland Food Bank on behalf of the trust placed by the public, consumers, staff, volunteers, and other stakeholders.

Individual Directors are elected under the authority of the bylaws and are responsible to the members of Parkland Food Bank who elect or appoint them. However, they have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board.

The Board may delegate authority to an individual Director, officer, employee, or committee member; however, the Board retains ultimate responsibility and accountability.

The Board is accountable to Parkland Food Bank's members, funders, and other key stakeholders through annual and periodic reports on the activities and finances of Parkland Food Bank, annual audited financial statements, receiving representations from and consulting with key stakeholders, and by operating in an open and transparent manner.

### **2.3 Board Structure & Membership**

The Board consists of no less than five and no more than fifteen members elected at the Annual General Meeting (AGM) of Parkland Food Bank. The term of office is three years. A retiring Director is eligible for re-election following the expiry of their term at the discretion of

the Nominating Committee. A member cannot be elected to the Board for over three consecutive terms of three years or nine years, whichever is greater.

The Board annually elects the Chairperson, Vice-Chairperson, Treasurer, and Secretary (see Section 3, Appendix III, and Parkland Food Bank Society Bylaws for further details and role descriptions).

## **2.4 General Responsibilities of the Board as a Corporate Body**

The Board's job is to govern the affairs of Parkland Food Bank within the framework of relevant legislation and standards. The Board of Directors, representative of Parkland Food Bank's membership, is given the corporate legal authority and responsibility for the achievement of the society's Mission, for its stability, and provision of systematic linkages with other organizations engaged in the pursuit of similar objectives, its members, and the community at large. The Board is responsible for ensuring it has adequate information to monitor significant areas of corporate performance.

In discharging its responsibilities for the governance of Parkland Food Bank, the Board oversees the management of Parkland Food Bank's finances. The Board ensures the proper and adequate discharge of this duty through its Treasurer acting on behalf of and reporting to the Board.

**The Board is responsible for the following:**

### **Policy**

- Defining and safeguarding the society's Mission, values, and operating principles.
- Governing PFB through broad policies and planning objectives approved by the Board.
- Establishing goals and objectives for the society that chart the future direction of the organization.
- Formulating framework, governance, and operational policies with the Executive Director and staff.
- Reviewing and updating bylaws, policies, and objectives periodically.
- Enacting PFB charter and bylaws, updating bylaws, and submitting reports to the provincial or federal government.

### **Advocacy**

- Representing the organization to the community.
- Monitoring government legislation. Being aware of government legislation that affects our work with our clients and looking for opportunities to engage in advocacy work on their behalf.
- Being accountable to the members and community, seeking feedback to improve programs and relevant knowledge.
- Accurately reflecting the mandate of Parkland Food Bank to the community.

## Financial

- Ensuring prudent and proper management of Parkland Food Bank's resources.
- Overseeing the development and approval of a long-term strategic plan and approving annual budgets and operating plans.
- Seeking and securing sufficient resources for Parkland Food Bank to finance its programs adequately.
- Accounting to the members, the public, and funders, for the society's services and expenditures of funds.
- Participating and overseeing fundraising activities.
- Overseeing and approving all contracts made by the organization.

## Personnel

- Selecting and supporting an Executive Director to whom the responsibility for the administration of Parkland Food Bank is delegated.
- Establishing the general values and operating principles in which Parkland Food Bank's human resources will be managed and periodically monitoring key human resource performance indicators. The management of which is to be executed by the Executive Director.
- Approving and periodically reviewing personnel policies for managing human resources.
- Defining the role, responsibility, and functions of the Board, staff, and service volunteers.
- Overseeing Board members' recruitment, selection, orientation, and training.
- Reviewing and evaluating the Executive Director's performance regularly based on a specific job description and approved objectives.
- Establishing guidelines for management to negotiate pay and benefits agreements with staff.

## Programs

- Establishing Parkland Food Bank's programs and services to be consistent with the purpose of Parkland Food Bank.
- Preparing long and short-term planning statements.
- Establishing the percentage of the organization's resources to be utilized by programs and services.
- Evaluating programs to ensure they are effective and relevant to member and community needs.

## Membership Liaison

- Providing continuity for Parkland Food Bank and opportunities for member participation and communication.
- Hearing complaints from members and clients of members about services through the formal conflict resolution procedure outlined in Appendix VI.

## 2.5 Committees

The Board may establish standing committees, ad hoc committees, or working groups from time to time to conduct certain tasks or make recommendations to the Board on specific issues. These committees can include both Board and non-Board members. Board motion automatically disbands ad hoc committees when the task is completed or no longer relevant. A Terms of Reference outlining committee membership, mandates, and procedures are required for all committees. The Board Chair and Executive Director are ex-officio members of all committees except the Nominating Committee as per 8.1.4 of the Bylaws (see Section 5 for more information about Committee Terms of Reference).

## 2.6 Due Diligence – Responsibilities of Individual Board Members

Each Board member is expected to participate actively in a body that functions effectively as a whole. In addition to assisting in exercising the significant duties of the Board outlined above, members are responsible for exercising due diligence in performing their duties.

### **They are responsible for the following:**

- Being informed of the articles of incorporation and legislation under which Parkland Food Bank exists, its bylaws, Mission, values, code of conduct, conflict of interest guidelines, and policies as they pertain to the duties of a Board member.
- Keeping informed about the activities of Parkland Food Bank, its members, and general trends in its operating sector.
- Attending Board meetings regularly, serving on Board committees, and contributing from personal, professional, and life experience to the Board's work.
- Exercising the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances.
- Offering their perspectives and opinions on issues subject to Board discussion and decision.
- Voicing, clearly, and explicitly when a decision is being taken, any opposition to a decision being considered by the Board.
- Maintaining solidarity with fellow Directors in support of a decision made in good faith in a legally constituted meeting by Directors in reasonably full possession of the facts.
- Asking Directors to review a decision if they have reasonable grounds to believe that the Board has acted without complete information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership.
- Working with the staff of Parkland Food Bank on committees or task forces of the Board.
- Knowing and respecting the distinction in the roles of the Board and staff consistent with these governance policies' principles.
- Exercising vigilance for and declaring any apparent or actual personal conflict of interest in accordance with Parkland Food Bank Society Bylaws and Policies.



## 2.7 Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence, as well as a legislated obligation.

**Board members must protect confidential information, including:**

- Any personal or identifying information related to members, clients, donors, volunteers, staff, or Board members.
- Internal financial, business, program, or service information and records that have not been released.
- Other proprietary information as defined by the Parkland Food Bank Confidentiality Agreement.

Confidentiality means Directors may not relate such matters to any third party, including friends, relatives, business, or professional associates, without prior authorization from the Parkland Food Bank Board of Directors. The duty of confidentiality continues indefinitely after a Director has left the Board. In accordance with the Personal Information Protection and Electronic Documents Act (PIPEDA) guidelines, the Executive Director shall be appointed as Chief Privacy Officer.

Board members shall sign a Confidentiality Agreement (see Appendix) upon joining the Board of Directors. At the end of their term, the Board Chair will review the off-boarding process and relevant documentation with the exiting Board member.

Any breach of these duties of confidentiality could result in liability and irreparable harm to Parkland Food Bank. Parkland Food Bank shall be entitled to an injunction to restrain the Director from disclosing, in whole, or in part, the Confidential Information. Parkland Food Bank shall not be prohibited by this provision from pursuing other remedies, including a claim for losses and damages. It may also result in disciplinary action, up to and including removal from the Board and potential liability for the Board member.

## 2.8 Code of Conduct

Code of Conduct encourages the development of a spirit of collective decision-making, shared objectives, and shared ownership of and respect for Board decisions. Board members are expected to act in the best interest of Parkland Food Bank while performing their duties, responsibilities, and obligations with professionalism and ethical conduct. They will follow the bylaws and abide by Parkland Food Bank policies and procedures. Board members shall sign a Director Conduct and Acknowledgement Agreement (see Appendix II) upon joining the Board of Directors.

## 2.9 Conflict of Interest Policy

Members of the Board of Directors shall always act in the best interests of Parkland Food Bank rather than the interests of its constituencies. Board members will act in accordance

with the Parkland Food Bank Society Bylaws regarding any Conflict-of-Interest and the Food Bank Canada Ethical Foodbanking Code. This means Board members will set aside personal self-interest and perform their duties in the transaction of the affairs of Parkland Food Bank in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

Members of the Board shall serve without remuneration. No Director shall directly or indirectly receive any profit from their position as such if Directors may be paid reasonable expenses incurred by them in performing their duties, subject to the Board's approval. The financial interests of immediate family members or close personal or business associates of a Director are considered the financial interests of the Director.

All Directors shall be at arm's length from each other, meaning Directors shall not be related by blood, marriage, adoption, common-law relationship, close business, or corporate association (e.g., business partners, employee, and employer, controlling interest in a corporation, or related to an individual having controlling interest in a corporation), or other definition under the Income Tax Act.

All Directors shall describe in writing any potential conflict of interest situations and shall not vote on those matters.

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### 3 ROLES OF THE OFFICERS OF THE BOARD

Officers of the Parkland Food Bank Board are in the Board's service. Individual officers may not act in place of the Board except when acting together as an executive committee in accordance with the bylaws.

**Preparation for Meetings:** Members are expected to prepare for meetings by reading minutes and materials.

**Active Participation:** Members are expected to attend all Board meetings. If they cannot attend, they must advise the Chairperson or Executive Director before the meeting. Each member is required to serve on one committee of the Board.

**Confidentiality:** Discussions at the Board level must be considered confidential.

**Officers:** Officers are proposed by the Nominating Committee and elected by the Board from among its members at the meeting following the AGM.

#### 3.1 Chairperson

The role of the Chairperson is to ensure the integrity of the Board's processes. The Chairperson is the only Board member authorized to speak for the society unless this is specifically delegated to another Board member.

**The Chairperson shall:**

- Be the President of the society.
- Ensure that the Directors and committees meet and conduct their functions.
- Represent Parkland Food Bank in the community.
- Chair all general meetings, Board meetings, and executive meetings ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled board meetings, the Chairperson is responsible for ensuring that the work is conducted efficiently and effectively. The Chairperson has no authority to make decisions outside the bylaws or the parameters of policies created by the resolution of the Board.
- Ensure that the Board is adequately informed about the operations of the society and has the information and opportunity necessary to come to decisions on matters within its purview.
- Be the Board's primary liaison with the Executive Director, who is responsible for executing Board policy and directives and determining the means, society structure, and management processes necessary to achieve the corporate objectives.

- With the sanction of the Board, shall appoint ad hoc committees and detail their duties.
- Sign cheques or other official documents on behalf of the society with the Executive Director or other officers as needed.
- Be an ex-officio member of all committees except the Nominating Committee.
- Supervise the Executive Director.
- Function as the spokesperson for the organization. This includes acting as public and media spokesperson for the Board and society as required, subject to the provisions of clause 5.7 of these policies.
- Perform such other duties as may be specified by the Board.

### 3.2 Vice-Chairperson

The role of the Vice-Chairperson can assume the duties of the Chairperson during an absence as designated. The Vice-Chairperson shall perform other duties prescribed from time to time by the Board, coincident with the office.

**The Vice-Chairperson shall:**

- Assist the Chairperson and perform the duties of the Chairperson in their absence.
- Perform such other duties as may be specified by the Board.
- Sign cheques or other official documents on behalf of the society with the Executive Director or other officers as needed.

### 3.3 Secretary

The Secretary shall ensure that all secretarial functions are performed for the Board and Executive Committee and that records are kept of all proceedings and transactions. The Secretary is the custodian of the corporate seal and of all official books, papers, records, documents, and society correspondence.

**The Secretary shall:**

- Oversee keeping records of meetings, policies, membership, and any other records required by law, including ensuring the confidentiality of such records.
- Ensure that adequate minutes are kept of all general, Board, and executive meetings; and that copies of minutes and agendas are circulated to Board members before each meeting.
- Ensure that an accurate membership list is kept.
- Ensure that appropriate notices of meetings are sent as required.
- Ensure that all necessary filings, including annual returns, changes in Directors, amendments to the bylaws, other corporate filings, and tax filings, are filed as required.
- Be responsible for the Seal of the organization.
- Perform such other duties as may be specified by the Board.

- Pass on files and records of the society to future officers and ensure the security and confidentiality of all such files and records.

### 3.4 Treasurer

The Treasurer shall monitor the financial activities of the society. They will ensure that complete and accurate records are kept of all the society's financial matters in accordance with generally accepted accounting practices. The Treasurer acts as a signing authority for the society as approved in the bylaw or by resolution of the Board. The Treasurer provides the Board monthly, or as otherwise required, with a report of all financial transactions and the society's financial position. The Treasurer recommends a competent auditor to be appointed annually, and they collaborate with the auditor and Executive Director to review and present annual audited financial statements.

#### **The Treasurer shall:**

- Be responsible for maintaining the books of account of the society.
- Sign cheques or other official documents on behalf of the society with the Executive Director or other officers as needed.
- Be responsible for preparing the annual budget and the annual financial statements.
- Be responsible for presenting financial statements to the Board.
- Be responsible for arranging the annual audit or review engagement and presenting the financial statements at the AGM.
- Delegate such functions deemed appropriate to the Executive Director and shall keep in direct, ongoing contact to ensure the completion of tasks according to the direction of the Board.
- Perform such other duties as may be specified by the Board.

### 3.5 Past Chair

#### **The Past Chair shall:**

- Lead the Nominating Committee.
- Provide advice, guidance, and support to the rest of the Board to ensure consistency with past Board affairs.
- Perform such other duties as may be specified by the Board.

### 3.6 Executive Director

The Board of Directors shall appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the society (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or members) and to employ and discharge agents and employees of the society or may delegate to that person any lesser authority. The Executive Director shall be the Chief Privacy Officer responsible for overseeing the management of the society's information handling. The

The Executive Director shall conform to all lawful orders given by the society's Board of Directors. They shall at all reasonable times give to the Directors or any of them all the information they may require regarding the affairs of the society. The Executive Director shall hold office at the discretion of the Board or until they resign the office (see Appendix for the Executive Director job description).

**The Executive Director shall:**

- Report to the Board through the Chairperson, and although an ex-officio member of all committees, does not vote at any meetings.
- Act as the Chief Administrative Officer of the society and may sign cheques or other official documents on behalf of the society with an officer.

The Board may choose to designate the Executive Director as the spokesperson for the organization.



## **ROLE OF THE COMMITTEES**

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## **4 ROLE OF THE COMMITTEES**

Committees are established to streamline the operations of the full Parkland Food Bank Board. Since they have no final authority and all decisions must be approved by the Board, committees serve the following purposes:

- To study issues to be acted on by the full Board.
- To widen the base of information.
- To recommend actions to be taken.
- To assimilate, analyze, and evaluate relevant information for the Board.
- Following the AGM, each committee shall review its Terms of Reference and develop its goals and objectives for the coming year. Each committee shall submit a report to the Board listing the tasks to be assumed and a date for their completion. Minutes of committee meetings, including attendance, must be maintained. A simple majority of members of a committee shall be quorum.

Committees serve as an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated for a specific purpose and within a specified time limit. Committees do not have any authority to direct staff, although they may, through the Board, ask the Executive Director to allocate resources supporting committee activities.

The Board appoints committee members annually for one-year terms to standing committees (Executive, Finance, Nominating) or, for a limited time, to ad hoc committees as determined by the required task or purpose.

### **4.1 Composition**

The Chair of all committees shall be a Board member. The composition of the committees shall be representative of the Board and, where possible and appropriate, include staff, membership, and members of the community at large. The Executive Director is ex-officio member of all committees. The Chair is ex-officio member of all committees except for the Nominating Committee.

### **4.2 Function**

A committee's function is to bring to the Board the experience, expertise, and judgement of a group of interested and informed people to bear on a specific area of the society's responsibility.

Committees assist the Board by considering matters referred to it in greater depth than would be possible by the full Board. Committees isolate the key issues requiring Board

consideration, propose alternative actions, present the implications, and make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the committee. Still, it must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the committee's recommendations and adopt or amend these recommendations or make such other disposition as it deems advisable.

### **4.3 Relationship to Staff**

Board and staff work cooperatively to conduct the objectives of the society. The Board relies upon the ability, training, expertise, and experience of staff to plan for and provide programs and services within the society's mandate. Committee and Board meetings are the generally recognized avenues for Board and staff to think and plan together.

The attendance of the Executive Director, or designate, at all committee meetings as a resource and staff support is essential to the effective work of the committees. Committees may advise the Board or the Executive Director but do not exercise authority over staff and will ordinarily have no direct dealing with staff operations. Committee members must understand and respect the distinction between Board and staff responsibilities.

Communications between the Board and staff, outside of committee meetings, shall be made through the Executive Director. This includes:

- Any assignments or directives.
- Requests for society resources or staff time.
- Staff performance concerns or policy infractions.
- Concerns regarding any aspect of programs or administration.

**PARKLAND FOOD BANK COMMITTEES**

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## **5 PARKLAND FOOD BANK COMMITTEES**

### **5.1 Executive Committee**

#### **Purpose**

To work with the Chair and the Executive Director in providing executive leadership to Parkland Food Bank.

#### **Membership**

- Chairperson of the Board
- Vice-Chairperson
- Past-Chair
- Secretary
- Treasurer

#### **Meetings**

- Meet, at a minimum, two times per year.
- The Committee Chair shall prepare an agenda for each meeting.
- The agenda or any pre-reading material for each meeting must be prepared and circulated in advance.
- Minutes of each meeting must be prepared and circulated to the Board in a timely manner.

#### **Authority**

The Executive Committee possesses specific powers under the bylaw to make decisions between Board meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board of Directors at its next meeting.

#### **Areas of Responsibility**

- The committee, following the AGM, shall review its Terms of Reference and develop its goals and objectives for the coming year. The committee shall submit a report to the Board listing the tasks to be assumed and a date for their completion.
- Acts on behalf of the Board within the bounds of existing Board policy when time is limited and/or it is not feasible to call a full Board meeting.
- Provides executive support to the Executive Director in applying or interpreting existing Board policy.
- Coordinates the activities of the Board committees and task forces (i.e., prioritizing items for the Board's consideration, ensuring necessary background work has been done, determining whether issues warrant Board action, whether they are policy or administration issues).
- Recruiting, nominating, and hiring the Executive Director.
- Sets the Executive Director compensation package and works with the Executive Director to establish goals.

- Conducts the annual performance evaluation of the Executive Director and for making recommendations to the Board concerning their performance, continuing tenure, and compensation.
- Monitor and evaluate progress toward strategic goals and initiatives and make periodic and timely presentations to the entire Board on progress.



## 5.2 Nominating Committee

The Nominating Committee is a standing committee of the Board. It shall ensure a regular influx of committed, talented, and qualified Directors to continue the governance and functioning of the Parkland Food Bank Board.

### Membership

- The Past-Chairperson is the Chair of this committee. If no Past-Chairperson is available, then it will be the Vice-Chairperson.
- Comprises a minimum of three members and can include both Board and non-Board members.
- The Executive Director is a non-voting member.
- The Board appoints committees annually for a one-year term.

### Meetings

- Meet, at a minimum, three times per year.
- The Committee Chair shall prepare an agenda for each meeting.
- The agenda or any pre-reading material for each meeting must be prepared and circulated in advance.
- Minutes of each meeting must be prepared and circulated to the Board in a timely manner.

### Authority

The Nomination Committee reports to the Board of Directors of Parkland Food Bank and conducts its functions within the Terms of References and other guidelines approved by the Board.

### Areas of Responsibility

- The committee, following the AGM, shall review its Terms of Reference and develop its goals and objectives for the coming year. The committee shall submit a report to the Board listing the tasks to be assumed and a date for their completion.
- Developing and recommending to the board the skills, experience, and diversity criteria for Directors necessary to ensure balanced community representation and effective governance.
- Identifying, contacting, interviewing, and checking references on prospective candidates for vacant positions on the Board of Directors.
- Recommending suitable candidates to the Board or membership to fill Director vacancies according to the approved criteria.
- Ensuring that Board members receive a proper orientation to their responsibilities.
- Monitoring Board member attendance.
- Oversees Board development, mentoring, and Board member evaluation.
- Regular review of bylaws, governance policies, and practices.

- The committee regularly provides written reports regarding its meetings, recommendations, and actions to the full Board.

## 5.3 Finance Committee

### Purpose

The Finance Committee is a standing committee of the Board. It shall assist the Board in fulfilling its oversight responsibilities relating to corporate auditing and reporting, financial policies, financial risk management, and relevant strategic initiatives.

### Membership

- The Board will designate the committee chairperson, who shall be a Director.
- Comprises a minimum of three members and can include both Board and non-Board members.
- One member of the committee will be the Board Treasurer.
- Each committee member will be financially literate. The criteria to consider regarding that member is that they must:
  - Understand financial statements.
  - Understand financial risk.
  - Understand the impact of business decisions on the financial statement.
  - Be able to identify balance sheet risks and understand revenue recognition issues on the financial statement.
- The Executive Director is a non-voting member.
- Should a vacancy occur on the committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the term of the vacant position.
- The Board may remove any member of the committee.
- Board appoints committees annually for a one-year term.

### Meetings

- Meet, at a minimum, three times per year.
- The Committee Chair shall prepare an agenda for each meeting.
- The agenda or any pre-reading material for each meeting will be circulated in advance.
- Minutes of each meeting must be prepared and circulated to the Board.

### Authority

The Finance Committee may conduct investigations and retain the services of independent financial resources, including legal counsel or other experts. The Finance Committee is responsible for research, the proposal of action, and/or preparing finance policy recommendations to the Board of Directors for approval.

**Policy Responsibility**

The Finance Committee will be responsible for policy research and oversight of the following organizational policies:

- Charitable Donations
- Audit
- Financial Reporting
- Investment

**Areas of Responsibility**

- The committee, following the AGM, shall review its Terms of Reference and develop its goals and objectives for the coming year. The committee shall submit a report to the Board listing the tasks to be assumed and a date for their completion.
- The Committee will review and make recommendations to the Board in respect of:
  - Financial plans and budgets forwarded to the Board for approval.
  - The appropriateness and validity of material assumptions and estimates to prepare such plans or budgets.
  - The consistency of the plans and budgets with strategic plans and initiatives approved by the Board.
- Review the External Auditor's engagement terms and the reasonableness of proposed fees.
- Review and approve the annual audit plan.
- Receive and review the audited financial statements and report to the Board before the AGM.
- Discuss with the External Auditor any problems experienced in conducting the audit, including any issues with management's cooperation or disagreements with management regarding the financial statements or disclosure.
- Discuss with the External Auditor any significant findings and recommendations.
- Review annually the organizational policies listed above.
- Review and/or establish the organization's policy and procedures for receiving, retaining, and resolving complaints regarding accounting, financial disclosure, internal controls, and auditing matters.
- The committee regularly provides written reports regarding its meetings, recommendations, and actions to the full Board.

## 5.4 Ad Hoc Committees

### **Purpose**

To investigate or explore any area, interest, or task the Board requires helping them effectively govern. When this task or purpose is complete, the committee will be dissolved.

### **Membership**

As deemed necessary to fulfill the purpose of the committee.

### **Authority**

At anytime, the Board may choose to strike additional ad hoc committees. These committees are responsible to the Parkland Food Bank Board of Directors and to conduct their functions within the Terms of Reference and other guidelines as approved by the Board.

### **Areas of Responsibility**

- Completing the assigned task or research for which the committee was struck.

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## **6 BOARD RESPONSIBILITIES**

Primary Parkland Food Bank Board responsibilities fall within nine general areas: member programs and services; strategic planning; financial stewardship; human resources stewardship; performance monitoring and accountability; risk management; public relations and advocacy; management of critical transitional phases; and conflict resolution.

### **6.1 Programs & Services**

The Board of Directors may appoint a programs and services committee to define, implement, and evaluate the programs and services.

### **6.2 Planning**

One of the most critical responsibilities of a Board of Directors is to provide general guidance and direction for a society.

A comprehensive framework for planning, setting priorities, management, and budgeting is essential to effective and responsible society stewardship.

Good planning results in better communication and a better understanding of how various parts of a society work together to produce desired results.

#### **6.2.1 Strategic Plan**

The Board of Directors, with staff assistance and in consultation with members and key stakeholders, establishes the society's overall direction by developing and approving a strategic plan.

This plan provides a blueprint for the society's direction and activities for the next three to five years; it is based on an overview of internal and external factors that may bear on the resources and direction of the society. It identifies the "key areas" in which the Board wants to focus the society's activities and the general goals for each area.

#### **6.2.2 Annual Plan & Budget**

The society's management develops plans and budgets based on the general blueprint contained in the strategic plan. These become the focus of work throughout the society over the next twelve-month period. The society creates a yearly budget containing revenues and expenditure forecasts related to the planned activity.

### **6.3 Financial Stewardship**

The Board is responsible for reviewing and approving the annual operating and capital budgets; securing adequate financial resources; ensuring the development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitoring efficient use of resources; and ensuring the establishment of proper financial controls and policies.

### **6.4 Human Resources Stewardship**

The Board is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting, and evaluating the performance of the Executive Director; succession planning to ensure smooth board transition; and monitoring compliance with legislative and regulatory requirements.

### **6.5 Performance Monitoring& Accountability**

The Board is responsible for ensuring that adequate systems are in place for monitoring societal performance; monitoring the general performance of the society against legislative and regulatory requirements and approved objectives of the society; and reporting to members, funders, and other key stakeholders.

### **6.6 Risk Management**

The Board is responsible for ensuring that bylaws are current; that governance practices are consistent with the bylaws; adequate insurance provisions are in place to protect the society and Board from potential liabilities; resources are sufficient to minimize risk to employees and volunteers; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and adequate contingency plans are in place to protect against reasonably anticipated crises.

### **6.7 Public Relations & Advocacy**

The function of public relations is to assist the society in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Board is responsible for representing the society positively to the members and the community; fairly representing member perspectives to the society; ensuring member input to its planning; and advocating for adequate resources to fulfill the society mandate.

The authority to speak on behalf of the society shall rest with the Chairperson and/or Executive Director. Either of them may delegate this authority to others in the Society within their fields of competence or knowledge.



Generally, the Chairperson will represent the Society on matters of Board policy, and the Executive Director will represent the society on operational issues. Either may represent the society on issues related to advocacy on behalf of the society's mandate.

Any significant statements of an advocacy nature must be consistent with the general parameters of Board-approved policies or positions. This is not intended to inhibit the expression of personal or professional opinions. Still, care should be taken by individual Directors to distinguish these from positions of the Society (see Appendix IV Guidelines for Representing PFB to Third Parties).

## **6.8 Management of Critical Transitional Phases**

The Board is responsible for the management of critical transitional phases and events. These include turnover in key positions in the Board and senior management; rapid growth or decline in resources; labour relations disputes; and issues of significant public controversy.



**EXECUTIVE AUTHORITY**

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## 7 EXECUTIVE AUTHORITY

The Parkland Food Bank Board contracts with the Executive Director for the management and administration of the society. Within parameters established by the Board, the Executive Director is responsible for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved.

The Executive Director is employed by the Board of Directors and is, therefore, responsible to the full Board rather than to individual members of the Board. They are required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations.

**In the exercise of these responsibilities, the Executive Director is:**

- Authorized to expend funds within the limits of the annual budget and operating plan approved by the Board.
- Responsible for bringing to the Board's attention the need for special and exceptional expenditures not included in the budget.
- Required to report to the Board if it is not possible to operate within the limits of the budget approved by it.
- Expected to serve as an advisor to the Board on policy and program issues that affect the programs and services the society provides.
- Required to provide the Board with the information it requires to govern effectively, make informed decisions, and monitor the overall performance of the Society in the achievement of approved goals.
- Responsible for employing staff. Board members should bear in mind that the staff is responsible to the Executive Director, or a person designated by them, not the full Board or any individual officer or Director. In the supervision, direction, and deployment of personnel, the Executive Director is governed by the documented personnel practices and procedures approved by the Board.
- Specific responsibilities are described in the policies related to the responsibilities of the Board, the roles of the Chairperson, of other officers, and individual members, and in the Executive Director's job description (see Appendix).

### 7.1 Delegation to the Executive Director

The Board's job is generally confined to establishing broad policies to achieve the society's objectives. It delegates responsibility for executing those policies to the Executive Director.

All Board authority delegated to staff is delegated through the Executive Director so that the authority and accountability of staff derive from the authority and accountability of the Executive Director.

The Board of Directors as a group, rather than individual directors, officers, or committees, is responsible for providing direction to the Executive Director within the context of Board policies.

## **7.2 Appointment of the Executive Director**

Recruitment, selection, and appointment of an Executive Director are, along with performance monitoring, among the Board's most critical responsibilities. The appointment of an Executive Director requires the approval of the majority of the incumbent Directors. Ideally, an Executive Director's appointment should be made with the confidence of the full Board.

If the Executive Director's performance is deficient or there is a loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, termination of the relationship. Dismissal of the Executive Director shall require the majority of the full Board of Directors (all Director positions typically filled, regardless that some of these positions may be vacant) to vote in favour of dismissal at a meeting duly called to consider such action.

## **7.3 Executive Director's Performance Evaluation**

The Executive Director is the sole official link between the Board of Directors and the society it governs. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives.

Consequently, the Executive Director's job contributions can be expressed as performance concerning six components:

- Executive Director's Job Description.
- Annual performance objectives negotiated with the board through its executive committee.
- Society achievement of the operating plan and corporate objectives.
- Society operation within the boundaries established in board policies.
- Quality of relationship with staff.
- Quality of relationship with significant community stakeholders.

The performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an overall performance assessment relative to this policy statement and its employment contract with the Executive Director.

In the fourth quarter, the Executive Director will draft objectives for the upcoming year and discuss them with the executive committee before presenting them to the Board for approval.

In the fourth quarter, the Executive Director shall complete a written self-evaluation of progress on meeting objectives so approved by the Board. The essential elements of this material, along with Board members' observations of the Executive Director's interactions with key stakeholders throughout the year, shall form the basis of the evaluation.

The Chairperson will obtain input on the Executive Director's Performance from the Board's officers, committee chairs, and other Board members. The Chairperson will also solicit feedback on the Executive Director's performance from those staff reporting directly to the Executive Director. This information shall remain confidential.

The Chairperson will prepare a written evaluation of the Executive Director's performance. The Chairperson will provide a summary of the performance review to the Board in the fourth quarter. The Board will meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.

The Chairperson will bring the results of this performance appraisal, including specific areas of outstanding performance and any deficiencies in the performance of the Executive Director, to their attention in writing. The Chairperson shall meet with the Executive Director alone or, at the request of either, along with the Board officers or the full Board, to discuss the evaluation. The Executive Director shall be provided with a reasonable opportunity to redress any deficiencies in performance.

The Chairperson shall regularly provide the Executive Director with more informal feedback on their performance as issues may arise and at least once midway between formal appraisals.





## BOARD DEVELOPMENT & MANAGEMENT

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## **8 BOARD DEVELOPMENT & MANAGEMENT**

### **8.1 Recruitment & Screening of New Board Members**

As Director vacancies occur or are anticipated, the nominating committee will review the needs of the Parkland Food Bank Board for specific expertise, resources, or skills necessary to bring strength and balance to the Board.

The nominating committee shall identify, check references, interview, and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board or members of the society in a manner consistent with the bylaws and policies. The nominating committee will maintain a file of all interested candidates who have been reviewed.

### **8.2 Orientation of New Board Members**

New Board members shall receive a thorough, timely orientation to their position. New Board members are encouraged to ask questions of the Executive Director and/or fellow Board members.

**As part of their orientation, each Board member will receive the following:**

- A copy of the Board of Directors Governance Manual and the Bylaws, including the PFB code of conduct, code of ethics, and conflict of interest policies.
- Procedural guidelines for Board meetings and operations manual (copy of Roberts Rule of Order).
- An overview of key policy areas and copies of the policy to study.
- The history, Mission, and purpose of PFB.
- An overview of funding sources (latest Audited Financial Statement).
- Latest Strategic Planning information.
- The opportunity to review past Board meeting minutes and other documentation.
- Meet (by phone) with the Executive Director and an introduction to staff.
- Site visit (if feasible) to learn about the organization.

**Each Board member will:**

- Sign the Confidentiality Agreement, Code of Conduct, and Conflict of Interest policies.
- Provide a photo or have a photo taken of them (for the website).
- Provide a short biography (for the website).

### **8.3 Meetings**

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held. A meeting of the Board shall be held in each calendar month except the months of July, August, and December; time and place will be decided by the Board. Robert's Rules of Order will be followed unless the board has explicitly substituted an alternative procedure.

Discussion at Board meetings will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

### **8.4 Board Member Attendance**

Conducting the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Any Director who is absent for more than three Board meetings without notice to the Chairperson or Executive Director may be removed by a resolution of the Board passed by no less than 75% of the other members of the Board.

If such a member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then decide by motion regarding reinstatement and any terms associated with a decision to reinstate if such is the decision.

### **8.5 Board Work Plan/Objectives**

The Board will be accountable for its own work in support of the society's goals as articulated in the approved strategic plan and the annual operating or business plan.

### **8.6 Board Self-Evaluation**

The Board shall periodically review its progress on work plan objectives and effectiveness. It shall assess its own performance annually while it reviews the Executive Director's performance and takes any steps to improve its governance practices suggested by such review.

### **8.7 Conflict Resolution**

The Parkland Food Bank Board encourages Directors, staff, and society members to resolve any issues or concerns at the earliest opportunity. It is essential that as issues do arise, they are addressed in a fair and timely manner. While some conflicts will be resolved by an informal discussion between the parties, others will need a process for a successful resolution.

Parkland Food Bank is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time and that may threaten the functioning of the Board or the society.

The Board Chair will manage disputes arising between Board members. The Executive Director will manage disputes between the Board, staff, and society members. The Chair or Executive Director will attempt to resolve the issue informally through discussion with the relevant parties. If an informal approach does not resolve the issue, a more formal procedure will be followed (see Appendix VI: Conflict Resolution).

The Chair or Executive Director is responsible for ensuring that disputes are handled respectfully and confidentially and determining a fair decision reflective of supporting facts and circumstances.

## **8.8 Seal**

The Board may adopt a seal as the Seal of the organization. The Secretary has control of the Seal unless the Board decides otherwise. However, the Seal shall be kept at the Registered Office. The Seal shall be attached by any signatories' two signatures.

The Seal shall only be used by officers duly authorized by the Board. The Board must pass a motion to name the authorized officers who shall serve in this capacity for a one-year term. Officers may be authorized as signatories for consecutive terms.



# FINANCIALS

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## **9 FINANCIALS**

### **9.1 Fiscal Year**

As defined in the bylaws, the society's fiscal year shall be from the first day of January to the thirty-first day of December.

### **9.2 Reporting**

The Executive Director is responsible for transparent, accurate, and regular financial reporting.

The Executive Director will provide monthly financial statements to the Treasurer, who will then review and recommend their approval at the following Board meeting. These financial statements will report on all PFB activities relating to the receipt and expenditure of monies for the period covered.

### **9.3 Audit**

The Board shall ensure there is an audit or, at minimum, a review engagement of the books of account of the society within four (4) months of the end of each third fiscal year, having regard to applicable legal requirements, Canada Revenue Agency guidelines and consultation with advisors as needed.

With assistance from the Executive Director, the Treasurer will present the draft audited statements to the Board for approval at a duly constituted meeting held in a timely manner each year. The Board will approve the draft.

Following approval from the Board, the Board Chair and Treasurer will sign the audited statements.

The Treasurer or Auditor will present these audited statements to the general membership at the AGM.

The Board of Directors will recommend selecting one audit firm for the PFB members at the AGM. When a choice has been approved, PFB will contract the Chartered Accountant for one year, incorporating a yearly review mechanism into the contract.

The auditor's report to the Board through the Executive Director, Treasurer and/or the Executive Committee.

**The auditors are entitled to:**

- Acquire access to all records, accounting books and programs, bank accounts, and vouchers.
- Require the production of information necessary to complete the audit, from the Executive Director.
- Review administrative and financial policies.
- Obtain copies of PFB Board of Directors Minutes and AGM resolutions and policies.
- Obtain agreements, funding agreements/arrangements, contracts, and other related documents.

**The Terms of Reference for the auditor include:**

- Examining and completing a general review of accounting procedures, and tests of accounting records in accordance with generally accepted auditing practices.
- Reporting on all PFB's financial activities, programs, and services by providing a statement of revenue and expenditures for each program and project.
- Details of surpluses and deficits respecting corresponding programs, projects, and building sale/lease options; provision of a consolidated Balance Sheet, Statement of Revenue and Expenses, and Statement of Changes in Financial Position.
- Examining and making recommendations (in a management & Board letter) regarding the accuracy of the financial statements, accounting processes, and procedures that the Board has implemented, and the Executive Director carried out.

The audit will be conducted in accordance with generally accepted auditing procedures as stipulated by the Handbook of the Canadian Institute of Chartered Accountants. It will include a general view of the adequacy of the accounting procedures and systems of control employed to preserve and protect the assets of PFB.

After the annual audit review by the PFB Board of Directors, the annual audit will be presented to PFB's members at the AGM.

The PFB Board of Directors will accept the audited financial statement by resolution and signed by the Chair and Treasurer after the AGM.

Copies of the audit report will be made available to funding agencies, financial and lending institutions, other external agencies as required, and PFB members at the AGM. A copy will be filed at PFB's registered office.

## **9.4 Books & Records**

The Board shall keep and file all necessary books and records of the organization as required by the Alberta Societies Act, Society By-Laws, the Income Tax Act (Canada), or any other statute or law.

The books, papers, records, documents, and other instruments belonging to the society shall be kept at the Registered Office. Every Board member shall have access to and the right to inspect all books and records.

Every member of the society may inspect the books and records of the society, except for books and records that the Board designates as confidential of the society, upon giving reasonable written notice to the Chairperson or Secretary. Unless otherwise permitted by the Board, such inspection will only occur at the registered office.

## **9.5 Borrowing**

As set out in the bylaws, other than for short-term indebtedness incurred in the ordinary course of the PFB's activities, the borrowing power of the society shall be exercised only by the authority of a Special Resolution passed at a General Meeting.

## **9.6 Remuneration**

The Board shall have the power to determine reimbursement for out-of-pocket expenses incurred by Directors on behalf of the society as authorized by established Board policy; however, Directors and officers shall serve without remuneration, and no Director or officer shall directly or indirectly receive any profit from their position as such.



## **BOARD DECISION-MAKING & DISSOLUTION**

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## **10 BOARD DECISION-MAKING**

### **10.1 Decision-Making Process**

Decisions of the Parkland Food Bank Board are made as a group at Board meetings at which a quorum of the Board (one-third of the members) is present. Quorum is required for the transaction of any business of the society. Decisions will ideally be made through a consensus development process, leading to a formal vote to record the decision. This process is intended to encourage complete discussion and development of a decision that all or the largest possible majority of Board members can support prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the Board and decide in an uninhibited atmosphere. These Governance Policies, the Code of Conduct, Code of Ethics, and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support board decisions. search online for the video that best fits your document.

### **10.2 In-Camera Meetings**

The following items may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual (i.e., members or employees).
- Acquisition or sale of land.
- Labour relations or employee negotiations.
- Litigation or potential litigation.
- Receiving advice that is subject to solicitor-client privilege.
- Matters of personal conflict between Board members as outlined in this governance policy.
- Any other matter which the Board, by a seventy-five percent (75%) majority vote of the Board, determines the public discussion thereof, would be prejudicial to the interests of the society or its members.

## **11 DISSOLUTION OF THE CORPORATION**

In the event of the dissolution or winding-up of the society, any remaining assets after the payment and satisfaction of the liabilities of the society shall be distributed to a registered and incorporated food bank.

The society shall not pay any dividends or distribute its property among its members.





## 12 APPENDIX

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## 12.1 CONFIDENTIALITY AGREEMENT - BOARD OF DIRECTORS

This agreement is between \_\_\_\_\_ (Director) and Parkland Food Bank Society (Society) located at 105 Madison Cres, Spruce Grove, AB.

As a Director of Parkland Food Bank, you will be privy to information pertaining to Parkland Food Bank.

The Director has represented that they will protect the confidential material and information which may be disclosed between the Society and the Director. Therefore, the parties agree as follows:

1. **Confidential Information:** the term "Confidential Information" means any information or material, which is proprietary to the Society, whether owned or developed by the Society, which is not generally known other than by the Society, and which the Director may obtain through any direct or indirect contact with the Society. Confidential Information includes, without limitation:
  - Client Records,
  - Businesses records and plans,
  - Internal financial information and records,
  - Volunteer lists and records,
  - Donor lists and records,
  - Trade secrets,
  - Technical information,
  - Product design information,
  - Personnel (staff and volunteer) information,
  - Costs,
  - Computer programs and listings,
  - Copyrights and other intellectual property, and
  - Other proprietary information.
2. **Protection of Confidential information:** The Director understands and acknowledges that the Confidential information has been developed or obtained by the Society by the investment of significant time, effort, and expense, and that the Confidential Information is a valuable, special, and unique asset of the Society, which, and needs to be protected from improper disclosure. In consideration of the disclosure of the confidential information, The Director agrees to hold in confidence and to **not disclose** the confidential information to any person or entity without the prior written consent of the Society. The Director agrees to use confidential information **solely for the purpose it was collected**. If it is to be used or disclosed for a reason other than which it was

originally collected, the Society first needs to obtain the express consent of the person as required by law.

- **Unauthorized Disclosure of Information:** If it appears that the Director has disclosed (or has threatened to disclose) Confidential Information in violation of this Agreement, the Society shall be entitled to an injunction to restrain the Director from disclosing, in whole, or in part, the Confidential Information. The Society shall not be prohibited by this provision from pursuing other remedies, including a claim for losses and damages.
- **Limited License to Use:** The Director shall not acquire any intellectual property rights under this Agreement except the limited right to use as set out above. The Director acknowledges that, as between the Society and the Director, the Confidential Information and all related copyrights and other intellectual property rights, are (and always will be) the property of the Society, even if suggestions, comments, and/or ideas made by the Director are incorporated into the Confidential information or related materials during the period of this Agreement.
- **General Provisions:** This Agreement sets forth the entire understanding of the parties regarding confidentiality. Any amendments must be in writing and signed by both parties. This Agreement shall be construed under the laws of the province of Alberta. This Agreement shall not be assignable by either party and neither party may delegate its duties under this Agreement, without the prior written consent of the other party. The confidentiality provisions of this Agreement shall remain in full force and effect after the effective date of this Agreement.

Should you have any questions, please contact \_\_\_\_\_.

Yours very truly,

\_\_\_\_\_  
Society representative name

\_\_\_\_\_  
Position title

\_\_\_\_\_  
Authorized signature

\_\_\_\_\_  
Date

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I, \_\_\_\_\_ have read, understand, and voluntarily accept the terms of this agreement.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## 12.2 DIRECTOR CONDUCT & ACKNOWLEDGEMENT

A Director of Parkland Food Bank is responsible for overseeing the society's business affairs. In fulfilling this responsibility, a Director will conduct themselves in the following fashion:

1. Perform the duties, responsibilities, and obligations of a director seriously and perform them with diligence. Be conscientious and pursue excellence in professional conduct and ethical principles. Recognize and accept that one can delegate authority but never responsibility. Review and assess the society's strengths and weaknesses and, if necessary, change management's priorities and require new action plans to achieve those priorities.
2. Be constructive and positive in attitude and conduct at Board meetings and with other members of the Board, volunteers, and staff. Accept that all volunteers are contributing their efforts to the best interests of the society and the community as a whole.
3. Use the Board procedures and infrastructure to achieve the best interests of the society. Feel free to challenge the organization, the Board, and management to achieve the best possible results from the strategic plan. Understand fully the difference between board matters and management or administrative matters, and work within these parameters.
4. Be fully aware of all material contained within the bylaws. Be informed on society matters and have read and reviewed all documents pertaining to items on the agenda of Board meetings or which have been distributed from time to time relating to other society activities.
5. Recognize that there are nine meetings per year and possible committee meetings, conference calls, and an AGM on the annual Board calendar for the society. Attend all meetings of the Board and committees unless there is a substantial conflict. Accept that the term of office of a Director shall terminate in the event of absence without an excuse acceptable to the Board from three Board meetings.
6. Act at all times in accordance with the Societies' current Mission and Vision. Respect and observe the Conflict-of-Interest Policy, as stated in the Parkland Food Bank bylaws and the Food Bank Canada Ethical Foodbanking Code.

Should you have any questions, please contact \_\_\_\_\_.

Yours very truly,

\_\_\_\_\_  
Society representative name

\_\_\_\_\_  
Position title

\_\_\_\_\_  
Authorized signature

\_\_\_\_\_  
Date

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I, \_\_\_\_\_ have read, understand, and voluntarily accept the terms of this agreement.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## 12.3 DIRECTORS' & OFFICERS' JOB DESCRIPTIONS

### 12.3.1 Chairperson Job Description

<b>Title</b>	Chairperson
<b>Reports to</b>	Board of Directors and the members at meetings of members.
<b>Responsibility</b>	The Chairperson is responsible for the general superintendence and direction of all other officers, including the Executive Director. The Chairperson acts on the Board's behalf in accordance with PFB resolutions, policy statements, Board motions, and policy guidelines and in accordance with Board policies concerning public representation of PFB. The Chairperson is the primary spokesperson for the Board on policy issues.
<b>Term</b>	The Chairperson is elected for a one-year term at the first Board of Directors' meeting following the AGM.
<b>Termination</b>	May occur at the end of the elected term, by resignation, or under the current PFB bylaw.
<b>Tenure</b>	May be renewed by election by the Board of Directors. However, a Chairperson shall normally hold office for no more than five consecutive years.
<b>Duties</b>	<p>The Chairperson guides, develops, and coordinates the work of the Board of Directors and is responsible for the management and review of PFB's long-range and strategic planning processes. The Chairperson ensures the Board of Directors fulfils its responsibility for Board governance of the society.</p> <p>Specifically, the Chairperson's duties are as follows. The Chairperson:</p> <ul style="list-style-type: none"> <li>• Presides at all meetings of the Board of Directors, executive committee, and members of PFB.</li> <li>• Is an ex officio member of all PFB committees except the Nominating Committee.</li> <li>• Develops and maintains relations among Board members, committees, staff, and member societies.</li> <li>• Appoints the chairs of PFB committees in consultation with the Board and the Executive Director.</li> <li>• Mediates conflicts among Board members.</li> <li>• Keeps Board members informed about issues and developments.</li> <li>• Liaises regularly with the Executive Director.</li> <li>• Prepares Board meeting and executive committee agendas in consultation with the Executive Director.</li> <li>• Assigns specific tasks to Board officers, Board members and the Executive Director.</li> <li>• Assists the Board in decision-making by presenting information and facilitating thorough and open discussion of issues.</li> </ul>

- Directs the development, approval, and evaluation of policy and budget.
- Acts as a spokesperson for PFB to the public, government, and industry.
- Is the liaison between the Board and the Executive Director and ensures that annual performance reviews of the Executive Director are conducted.

**Experience**      The Chairperson shall have skills that contribute to the leadership of a Board, such as leadership, communication, or team management. Non-profit and Board experience would be an asset.

**Knowledge**      The Chairperson should have:

- An understanding of and the ability to chair meetings.
- Knowledge of the effective functioning of charitable societies.
- Strong communication skills.
- Knowledge of PFB policy statements and food bank issues.

**Personal**      The Chairperson should have:

- The ability to act, and to be perceived to act, in a fair and impartial manner and be sensitive to group dynamics.
- The ability to create and maintain a spirit of unity of purpose and loyalty to objectives in the Board and to ensure the Board works appropriately with the Executive Director and staff.

**Renewal**      The Executive Committee will, based on such evaluation, recommend to the Board the re-election of the Chairperson for up to a one-year term, up to a maximum of five (5) terms in that officer position.

### 12.3.2 Vice Chairperson Job Description

<b>Title</b>	Vice Chairperson
<b>Reports to</b>	The Chairperson.
<b>Responsibility</b>	The Vice Chairperson has the responsibilities of the Chairperson in the event of the absence or incapacity of the Chairperson. The Vice Chairperson acts on the Board's behalf in accordance with PFB resolutions, policy statements, Board motions and policy guidelines and in accord with Board policies concerning public representation of PFB.
<b>Term</b>	The Vice Chairperson is elected for a one-year term at the first Board of Directors' meeting following the AGM.
<b>Termination</b>	May occur at the end of the elected term, by resignation or pursuant to current PFB bylaw.  The Vice Chairperson shall be prepared to succeed to the position of Chairperson upon the incumbent's retirement, resignation, or termination.  The Vice Chairperson shall normally hold office for no more than five consecutive years.
<b>Duties</b>	The Vice Chairperson assists the Chairperson, as requested, in guiding, developing, and coordinating the work of the Board of Directors.  Specifically, the Vice Chairpersons' duties include the following. The Vice-Chairperson: <ul style="list-style-type: none"> <li>• Presides at all meetings of the Board of Directors, executive committee, and members of PFB in the event of the absence of the Chairperson.</li> <li>• Assists the Chairperson in developing and maintaining relations among Board members, committees, staff, and member societies.</li> <li>• Is a member of the Executive Committee.</li> <li>• Responsible for ensuring the executive committee reviews annually the performance of the Chairperson.</li> <li>• Speaks on behalf of PFB by invitation at AGM.</li> </ul>
<b>Experience</b>	The Vice Chairpersons shall have skills that contribute to Board leadership, such as leadership, communication, or team management. Non-profit and Board experience would be an asset.
<b>Knowledge</b>	The Vice Chairpersons should have: <ul style="list-style-type: none"> <li>• An understanding of and the ability to chair meetings.</li> <li>• Knowledge of the effective functioning of charitable societies.</li> <li>• Strong communication skills.</li> <li>• Knowledge of PFB policy statements and food bank issues.</li> </ul>
<b>Personal</b>	The Vice Chairpersons should have: <ul style="list-style-type: none"> <li>• The ability to act, and to be perceived to act, in a fair and impartial manner and be sensitive to group dynamics, and</li> </ul>



- The ability to create and maintain a spirit of unity of purpose and loyalty to objectives in the Board.

**Renewal**

The Executive Committee will, based on such evaluation, recommend to the Board the re-election of the Vice-Chairperson for up to a one-year term, up to a maximum of five (5) terms in that officer position.

### 12.3.3 Secretary Job Description

<b>Title</b>	Secretary, Board of Directors
<b>Reports to</b>	The Chairperson.
<b>Responsibility</b>	The Secretary is responsible for all official minute books and the PFB corporate seal and shall act on the Board's behalf in accordance only with PFB resolutions, policy statements, Board motions, and policy guidelines.
<b>Term</b>	The Secretary is elected for a one-year term at the first Board of Directors' meeting following the AGM.
<b>Termination</b>	May occur at the end of the elected term, by resignation or under current PFB by-law.  The Secretary shall normally hold office for no more than five consecutive years.
<b>Duties</b>	The Secretary ensures that all policy statements and bylaws are current and adhered to. Secretary duties include: <ul style="list-style-type: none"> <li>• Ensuring that minutes of all PFB Board of Directors meetings, executive committee, and members are recorded and maintained in an appropriate, safe location.</li> <li>• Signing a copy of the final approved minutes.</li> <li>• Ensuring that minutes are distributed as required.</li> <li>• Is a member of the Executive Committee.</li> <li>• Being responsible for the official PFB corporate seal.</li> <li>• Being responsible for ensuring a proper policy on retaining PFB documents and records; Being responsible for archival policy and records.</li> <li>• Being responsible for requesting an annual report from the PFB broker on the insurance coverage carried by PFB and a report on the nature and extent of insurance that should be carried by PFB and reporting to the Board.</li> <li>• Determining members' eligibility to vote.</li> <li>• Ensuring that an up-to-date copy of the bylaws is available at all meetings.</li> </ul>
<b>Experience</b>	Previous experience in a similar position for a non-profit society is preferable. Prior Board experience would be an asset.
<b>Knowledge</b>	The Secretary should understand the effective functioning of charitable societies and have good communication skills.
<b>Personal</b>	The Secretary should be able to work cooperatively with other Board members and staff.
<b>Renewal</b>	The Executive Committee will, based on such evaluation, recommend to the Board the re-election of the Secretary for up to a one-year term, up to a maximum of five (5) terms in that officer position.

### 12.3.4 Treasurer Job Description

<b>Title</b>	Treasurer
<b>Reports to</b>	The Chairperson.
<b>Responsibility</b>	The Treasurer is responsible for the care, custody, and management of all funds and securities of PFB. The Treasurer shall act on the Board's behalf in accordance only with PFB resolutions, policy statements, Board motions and policy guidelines.
<b>Term</b>	The Treasurer is elected for a one-year term at the first Board of Directors' meeting following the AGM.
<b>Termination</b>	May occur at the end of the elected term, by resignation or under current PFB by-law. The Treasurer shall normally hold office for no more than five consecutive years.
<b>Duties</b>	<p>The Treasurer is a designated PFB signing officer for all financial and investment instruments.</p> <p>Treasurer duties include the following. The Treasurer shall:</p> <ul style="list-style-type: none"> <li>• Ensure that proper books of accounts of financial transactions, assets, receipts and expenditures, credits and liabilities are maintained.</li> <li>• Assist in developing the annual operating and capital budgets for approval by the executive committee and Board of Directors.</li> <li>• Is a member of the Executive Committee and Finance Committee.</li> <li>• Liaise regularly with the PFB investment broker and make decisions on the investment of PFB capital funds and bequests, per PFB Board policy.</li> <li>• Liaise regularly with the PFB Executive Director to review monthly cash flow statements, capital fund investments, and annual audited financial statements.</li> <li>• Report at the AGM each year on the previous year's audited financial statements.</li> <li>• Ensure that all other financial functions of the executive committee, as defined in the committee's Terms of Reference, are carried out.</li> </ul>
<b>Experience</b>	Previous experience in a similar position for a non-profit society is preferable. Prior Board experience would be an asset.
<b>Knowledge</b>	The Treasurer should have knowledge of general accounting principles and the ability to understand and explain financial statements. Knowledge of investment instruments and management is highly desirable.
<b>Personal</b>	The Treasurer should be able to work cooperatively with other Board members and staff.
<b>Renewal</b>	The Executive Committee will, based on such evaluation, recommend to the Board the re-election of the Treasurer for up to a one-year term, up to a maximum of five (5) terms in that officer position.

### 12.3.5 Board Member Job Description

<b>Title</b>	Member, PFB Board of Directors
<b>Reports to</b>	The Board Chair or Board of Directors.
<b>Responsibility</b>	The Board member works as a Board member in governing PFB's affairs through the development, approval and evaluation of policy and budget. As a committee member, the Board member provides planning and implementation programs and services to the Board. The Board member acts on the Board's behalf in accordance only with Board motions and policy guidelines and only as requested and in accordance with Board resolutions concerning the representation of PFB.
<b>Term</b>	Directors are elected for a three-year term at the AGM.
<b>Termination</b>	May occur at the end of the elected term, by resignation or under current PFB by-laws. Tenure may be renewed by election.
<b>Duties</b>	<p>Board members are expected to be fully informed on society matters, to contribute to the debate on issues, and to contribute to the Board's policy deliberations. They are expected to understand and support PFB's Mission Statement and long-range plan. Board member duties include:</p> <ul style="list-style-type: none"> <li>• Regularly attending meetings and showing commitment to Board activities.</li> <li>• Responding to Board mailings as requested.</li> <li>• Being well-informed on issues and agenda items in advance of meetings.</li> <li>• Chairing or participating on a standing committee, ad hoc committee, or subcommittee.</li> <li>• Monitoring member society and public response to the work and policies of PFB.</li> <li>• Assisting in developing and maintaining relations among the Board, the committees, the staff, the member societies, and the public.</li> <li>• Representing PFB to the public, government, and industry as appropriate and as requested and in accordance with Board policy concerning public representation.</li> <li>• Providing governance to the society and accepting the ultimate legal authority for it.</li> </ul>
<b>Time &amp; Financial Commitment</b>	Regularly attend Board meetings as scheduled (a minimum of nine per year) and AGM. Additional time would be required of committee chairs and officers.
<b>Experience</b>	Board members should represent a variety of skills that will complement existing Board membership. Skills that would be an asset include leadership and team management; financial planning and fundraising; personnel planning and administration; program planning and evaluation; communication and marketing; or other equivalent and relevant experience.
<b>Knowledge</b>	<p>A Board member should have:</p> <ul style="list-style-type: none"> <li>• An understanding of the effective functioning of a charitable society and food bank issues and needs.</li> </ul>

- Some knowledge of management theory and policy processes or not-for-profit societies, and
- Strong communication skills.

**Personal** A Board member should be:

- Sensitive to group dynamics and familiarity with chairing Board and/or committee meetings.
- Decisive, innovative, flexible, able to compromise, and strong service orientation.

**Evaluation** A Director's performance shall be evaluated by the executive committee at the end of their term based on the performance of assigned objectives and tasks.

**Renewal** The Executive Committee will, based on such evaluation and the Board's needs, either thank the Director for their participation or ask them to consider accepting a nomination for a further term.

### 12.3.6 Committee Chair Job Description

<b>Title</b>	Chair, X Committee
<b>Reports to</b>	The Chairperson, Board of Directors.
<b>Responsibility</b>	The Committee Chair is a member of the PFB Board of Directors and directs the activities of a duly constituted PFB standing or ad hoc committee. The Committee Chair acts on the Board's behalf in accordance only with PFB resolutions, policy statements, Board motions and policy guidelines and in accord with board policies concerning the public representation of PFB.
<b>Term</b>	The Committee Chair is elected by the Board for a one-year term within one month following the AGM.
<b>Termination</b>	May occur at the end of the appointed term, by resignation, or by resolution of the PFB Board of Directors on the recommendation of the Board support and nominating committee.  Every effort will be made to recruit successors to committee chairs after a three-year term.
<b>Duties</b>	<p>The Committee Chair guides, develops, and coordinates the work of their committee based on the policies and programs approved by the Board of Directors and in close collaboration with the PFB Executive Director.</p> <p>Specifically, the Committee Chair's duties include:</p> <ul style="list-style-type: none"> <li>• Presiding at all committee meetings.</li> <li>• In collaboration with Executive Director, keeping committee members informed about issues and developments.</li> <li>• Preparing committee meeting agendas in consultation with the Executive Director.</li> <li>• Ensuring that the committee takes and approves minutes at a subsequent meeting.</li> <li>• Assigning specific tasks to committee members.</li> <li>• Working in partnership with PFB staff on specific program objectives and issues.</li> <li>• Assisting the committee in decision-making by presenting information and ensuring thorough and open discussion of issues.</li> <li>• Recommending policy positions and progress to the PFB Board of Directors following committee deliberations.</li> <li>• Ensuring all committee functions defined in the Terms of Reference are conducted.</li> <li>• Preparing a written report at year-end to include in the society's Annual Report.</li> <li>• Responsibility for preparing the committee's budget for submission to the executive committee.</li> <li>• Identifying and recommending to the Board and reviewing with the Board the succession to the committee chair.</li> </ul>
<b>Experience</b>	Minimum one year's experience on the PFB Board of Directors and previously on the committee; previous experience as a committee chair for a non-profit society is preferable.

**Knowledge**           The Committee Chair should have the following:

- An understanding of and the ability to chair meetings.
- Knowledge of the issues under the committee's mandate.
- Strong communication skills.

**Personal**           The Committee Chair should have the following:

**Evaluation**       The committee chair's performance shall be evaluated by the Board and committee members at the end of each annual term.

### 12.3.7 Executive Director Job Description

<b>Position</b>	Executive Director
<b>Reports to</b>	The Board of Directors through the Chairperson. (The line of authority flows from the Board of Directors through the Chairperson).
<b>Education</b>	Post-secondary education and/or a minimum of four (4) years of experience in a similar senior role.

#### **Experience**

- Proven management and administrative skills, including financial and human resource management.
- Knowledge and experience in the areas of not-for-profit, communications, and logistics or warehouse operations; knowledge of tax and business laws applicable to charities.
- Superior verbal and written communication skills.
- Strong strategic and operational planning skills.
- Excellent interpersonal skills that are essential to dealing with a diverse group of interested individuals and groups, both internal and external to Parkland Food Bank.

#### **Other Requirements**

- Must hold a valid driver's license.
- Travel required.
- Occasional weekend work required.

#### **Responsibilities**

Under the authority and guidance of the Board of Directors, the Executive Director is responsible for the overall direction of operations to achieve the goals and objectives of Parkland Food Bank.

#### **Board Support**

- Assisting the Board in developing and implementing long-term goals and objectives for the organization.
- Serving as a consultant and resource person to the Board and its committees, preparing briefs, submissions, and reports required by the Board performing its respective duties.
- Implementing all policies, programs, and other directives of the Board.
- Ensuring all pertinent information is circulated to the Board in a timely manner.

#### **Administration**

- Establishing policies and procedures in keeping with the framework policies of Parkland Food Bank.
- Providing general direction to and review of all staff.
- Ensuring adequate record-keeping in all areas of operations.
- Ensuring that all communication is managed in an effective and timely manner.
- Ensuring adequate maintenance, insurance, and other legal requirements of all property, vehicles, and equipment owned, rented, or leased by the organization.



- Maintaining confidentiality of all matters pertaining to Parkland Food Bank and its operations.

**Finance**

- Assessing short and long-term financial needs and recommending an appropriate course of action.
- Drafting and monitoring the annual budget and regularly reporting to the Board on Parkland Food Bank's financial situation.
- Authorizing expenditures within the total budget.
- Identifying and pursuing all appropriate revenue sources and assisting with fundraising activities.
- Implementing Board policies and directives regarding financial and budget management.

**Human Resource Management**

- Overseeing all areas of human resource management, including volunteer management.
- Establishing and maintaining a professional, competent workforce and volunteer base.
- Establishing clear lines of communication and authority at all levels of the organization.
- Establishing and maintaining professional, effective staff relations strategies, including orientation, training, ongoing monitoring, and evaluations.
- Establishing and maintaining a competitive compensation program.
- Promoting development among volunteers and employees through appropriate educational opportunities.

**Community Relations**

- Ensuring that Parkland Food Bank and its Mission, programs, and services are continually presented to relevant stakeholders in a strong, positive image.
- Promoting the objectives of Parkland Food Bank through establishing positive working relationships with employees, volunteers, membership, Board and committees, other agencies, and the media.
- Developing and maintaining professional liaison with agencies in areas of mutual concern.
- Representing Parkland Food Bank at meetings and acting as the Spokesperson for the organization.
- Acting in a senior public relations role to promote Parkland Food Bank, its goals, and its Mission at community functions or other events.

**Programs and Other Responsibilities**

- Developing ideas, programs, and opportunities.
- Planning, organizing, implementing, and evaluating current programs and special projects.
- Developing and implementing fundraising strategies.

- All tasks and assignments to fulfill the Mission of the organization.

## **12.4 Guidelines for representing Parkland Food Bank to Third Parties**

When officers, Directors, committee chairs, or staff make oral or written statements on behalf of PFB to third parties or could reasonably be perceived to be doing so, they are not free to contradict the positions or policies of the PFB even if such contradiction is stated to be by way of purely personal belief or opinion.

Where such representatives make oral or written statements on behalf of PFB to third parties regarding matters or issues where no PFB position or policy exists and where such representatives wish to express a personal belief or opinion, any such view must be expressly stated to be a personal view and not the position or policy of the PFB or its members.

Where officers, Directors, committee chairs, or staff have, or will reasonably be perceived to have, societies or affiliations with the PFB or other such entities, such representatives should specify the entity for which they are speaking or writing on behalf of if confusion as to the capacity in which they are addressing their remarks is likely to arise.

## 12.5 Conflict Resolution Procedure

Whenever possible, the Parkland Food Bank Board encourages the Directors, the Executive Director, and/or member societies to resolve any issues or concerns at the earliest opportunity. If an informal discussion between the parties cannot resolve any conflicts, the following procedures will be followed.

### Conflict Resolution Principles

In conducting dispute resolution between Board members, the Executive Director, and/or society members, the Parkland Food Bank Board will adhere to the following principles:

- Respect for another's point of view,
- Commitment to resolving the issue,
- Willingness to compromise,
- Confidentiality,
- Impartiality,
- Respect,
- Prompt action,
- Freedom from repercussions.

### Conflict Resolution Procedures

Disputes between Board Members

- 1 The dispute must be set out in writing and sent to the Chair. The Chair must acknowledge receipt of this document within five business days.
- 2 The Chair will use their discretion to bring the issue to the next Board meeting or call a special meeting.
- 3 When raised at the Board meeting, everyone involved in the dispute will be given the right to speak.
- 4 The matter should be discussed with all Directors present unless they have advised the chair, preferably in writing, that they are aware there is a dispute resolution meeting being held and they are unable to attend.
- 5 The Chair will call for a motion from the Board (e.g., to seek mediation, call a special general meeting, or dismiss the complaint). All Directors present at the meeting will vote on the motion.
- 6 A Board decision may be reviewed in situations where:
  - a. New information unavailable when the original decision was made had emerged.
  - b. The Board has become aware of an error in previous information used to make the decision.
  - c. A Director did not feel able to present their case when the Board decided.

### Mediation

- 1 Where mediation is sought, the mediator must be:

- a. A person chosen by agreement between the parties.
  - b. In the absence of agreement, a person is appointed by the board.
- 2 A mediator:
  - a. May not be a Board member who is a party to the dispute.
  - b. May be a Board member, former Board member, or someone external.
  - c. Must not be biased or reasonably be perceived to be biased.
  - d. Must not have a personal interest in the dispute.
- 3 The parties to the dispute must, in good faith, attempt to settle the dispute through mediation.
- 4 The mediator, in conducting the mediation must:
  - a. Give the parties to the mediation process every opportunity to be heard.
  - b. Allow due consideration by all parties of any written statement submitted by any party.
  - c. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 5 The mediator must not determine the dispute.
- 6 The mediation must be confidential and without prejudice.
- 7 If the mediation process does not address or resolve the issue to the satisfaction of the complainant despite the internal process dispute resolution, they can report it to the Alberta Human Rights Tribunal.

## 12.6 Board Task Timeline

[illegible]

## 12.7 Organizational Chart

